IDBI Capital Markets & Securities Ltd.
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Invbk/CMG/18-19/219

January 21, 2019

The Manager **Department of Corporate Services** **BSE Limited** 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street Mumbai, Maharashtra- 400 001	**The Manager** **Listing Department** **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra East, Mumbai Maharashtra- 400 051

Dear Sir/Madam,

Subject: CASH OFFER TO BUY-BACK BY OIL AND NATURAL GAS CORPORATION LIMITED ("COMPANY") OF FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹5 EACH AT A PRICE OF ₹159 (RUPEES ONE HUNDRED AND FIFTY NINE ONLY) PER EQUITY SHARE NOT EXCEEDING 25,29,55,974 (TWENTY FIVE CRORE TWENTY NINE LAKH FIFTY FIVE THOUSAND NINE HUNDRED SEVENTY FOUR) EQUITY SHARES, ON PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS ("BUY-BACK OFFER")

This is in relation to the buy-back by the Company of fully paid-up equity shares of face value ₹5 each ("**Shares**" or "**Equity Shares**") not exceeding 25,29,55,974 (Twenty Five Crore Twenty Nine Lakh Fifty Five Thousand Nine Hundred Seventy Four) Equity Shares, from all the existing shareholders/ beneficial owners of Equity Shares of the Company, including the Promoters, on a proportionate basis, through the "Tender Offer" process, 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, 2013") and the provisions contained in the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "**Buy-back Regulations**").

The Buy-back will be offered at the rate of ₹159 (Rupees One Hundred Fifty Nine Only) per Equity Share ("**Buy-back Offer Price**") payable in cash, for an aggregate consideration not exceeding ₹4,022 Crore (Rupees Four Thousand Twenty Two Crore Only) excluding the transaction costs viz. brokerage, applicable taxes including securities transaction tax, stamp duty etc.(the "**Buy-back Offer Size**"). The Buy-back Offer Size represents 2.34% of the fully paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company for the financial year ended March 31, 2018.

We have been appointed by the Company to act as the Manager to the Buy-back Offer in terms of the Buy-back Regulations. Please refer to the letter dated January 1, 2019 in relation to the filing of the draft letter of offer dated January 1, 2019 ("**Draft Letter of Offer**") of the Buy-back Offer.

Please find enclosed a printed copy and a compact disc containing the soft copy (in pdf version) of the letter of offer dated January 18, 2019 ("**Letter of Offer**"), as Annexure 1, for your information and records. Please note that the date of opening of the Buy-back Offer is Tuesday, January 29, 2019 and the date of closing of the Buy-back Offer is Monday, February 11, 2019.

IDBI Capital Markets & Securities Limited Mumbai

For further information on the timelines, please refer to the schedule of activities of the offer given in the Letter of Offer.

Thanking you,

Yours faithfully,
IDBI Capital Markets & Securities Limited



Sumit Singh
Assistant Vice President

Enclosed: As above