No.G-38011/29/2010-Fin.I
Government of India
Ministry of Petroleum & Natural Gas
*****

January 30, 2013

To

The Managing Director
BSE Limited
Phiroze Jeejebhoy Towers
Mumbai-400 001
India

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
India

Sub: Notice of Offer for Sale of equity shares of Oil India Limited by its Promoter, the President of India, acting through the Ministry of Petroleum and Natural Gas, Government of India, through the stock exchange mechanism (the "Notice")

Sir,

I am directed to refer to clause 5(b) of circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by Securities and Exchange Board of India (SEBI) pertaining to comprehensive guidelines on offer for sale ("**OFS**") of shares by promoters through the stock exchange mechanism, as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013 ("**SEBI OFS Guidelines**").

The President of India, acting through the Ministry of Petroleum and Natural Gas, Government of India is the Promoter of Oil India Limited (the "**Company**"). The Promoter ("**Seller**"), proposes to sell 6,01,13,157 equity shares of the Company ("**Sale Shares**") of face value of ₹10/- each, aggregating to 10% of the total paid up capital of the Company on January 29, 2013 in accordance with the SEBI OFS Guidelines and in accordance with notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29, 2013 issued by the BSE Limited ("**BSE**") and circular bearing reference number 52/2012 dated August 2, 2012 and circular dated January 30, 2013 issued by the National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**" and such an offer for sale hereinafter referred to as the "**Sale**").

The Sale shall be undertaken exclusively through the Seller's Brokers named below on a separate window provided by the Stock Exchanges for this purpose.

The details of the Sale, in accordance with the requirements of clause 5(b) of the SEBI OFS Guidelines, are set forth below. In addition, other important information in relation to the Sale is set out below under the heading "**IMPORTANT INFORMATION**", and all information included therein constitutes an integral part of the terms and conditions of the Sale. The Brokers

and prospective buyers are required to read the information included in this Notice in its entirety along with the SEBI OFS Guidelines.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Sale
1.	Name of the Seller (Promoter/~~Promoter Group~~)	The President of India, acting through the Ministry of Petroleum and Natural Gas, Government of India.
2.	Name of the company whose shares are proposed to be sold and ISIN	Oil India Limited **ISIN:** INE274J01014
3.	Name of the stock exchanges where orders shall be placed	BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**") (collectively referred to as the "**Stock Exchanges**")
4.	Name of the designated stock exchange	BSE Limited
5.	Date and time of the opening and closing of Sale	The Sale shall take place on a separate window of the Stock Exchanges and shall commence on February 01, 2013 at 9.15 a.m. and shall close the same day at 3.30 p.m. Indian Standard Time ("**Sale Date**").
6.	Allocation methodology	The allocation shall be on price priority method at multiple clearing prices in accordance with the SEBI OFS Guidelines. A minimum of 25% of the Sale Shares being offered shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended ("**Insurance Companies**") subject to receipt of valid bids or orders at or above the Floor Price. In the event of any under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other Bidders. No single Bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7.	Total number of equity shares being offered in the Sale ("**Sale Shares**")	6,01,13,157 equity shares of face value of ₹10/- each, aggregating to 10% of the total paid up capital of the Company.
8.	Maximum number of shares that the Seller intends to sell over and above	Nil

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Sale
	referred in (7) above	
9.	Name of the broker(s) on behalf of the Seller (the "**Seller's Broker**")	1. Citigroup Global Markets India Private Limited 2. HSBC Securities and Capital Markets (India) Private Limited 3. Kotak Securities Limited
10.	Date and time of declaration of Floor Price (if Seller chooses to disclose it to the market)	The Floor Price shall be disclosed on January 31, 2013 after trading hours and not later than 6:00 p.m.
11.	Conditions for withdrawal of the Sale	The Seller reserves the right not to proceed with the Sale at any time before the time of the opening of the Sale on the Sale Date. In such a case there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale on the Stock Exchanges may be made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
12.	Conditions for cancellation of the Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares offered under paragraph 7 of this Notice, or (ii) of a default in settlement obligations, the Seller reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
13.	Conditions for participating in the Sale	1. The following orders shall be valid: (i) Orders with 100% margin paid upfront by institutional investors and non-institutional investors. (ii) Orders without upfront margin placed by institutional investors only. Institutional investors shall have the option to place orders/bid without an upfront margin. 2. In the case of institutional investors who place bids with 100% upfront margin, custodian confirmation shall be issued within trading hours. In the case of institutional investors who place orders without upfront margin, custodian confirmation shall be as

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		per the existing rules for secondary market transactions. 3. The funds collected shall neither be utilised against any other obligation of the trading member nor co-mingled with other segments. 4. (a) Orders placed by institutional investors and non-institutional investors by depositing 100% of the margin upfront can be modified or cancelled at any time during the trading hours. (b) Orders placed by institutional investors at the time of bidding in the Sale without paying any upfront margin cannot be cancelled or modified by the institutional investors or stock brokers, except for making upward revision in the price or quantity. 5. The investors shall also be liable to pay any other fees as may be levied by the Stock Exchanges, including securities transaction tax. 6. In case of any permitted modifications or cancellation of the bids/ orders by investors, the funds shall be released/ collected on a real-time basis by the clearing corporation. 7. In case of any default in pay-in by any investor, an amount equal to 10% of the order value shall be charged as penalty from such investor and collected from the broker. Such amount shall be credited to the Investor Protection Fund of the Stock Exchanges. 8. Multiple orders from a single buyer shall be permitted.
14.	Settlement	Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% upfront margin, settlement shall take place on T+1 (T being the Sale Date i.e. February 1, 2013 and T+1 being February 4, 2013), in accordance with the SEBI OFS

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		Guidelines. In the case of institutional investors who place bids without payment of any upfront margin, settlement shall be as per the existing rules for secondary market transactions (i.e. on T + 2 being February 5, 2013).

IMPORTANT INFORMATION

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each, a "**Bidder**") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

The Sale is being carried out in accordance with SEBI OFS Guidelines and subject to the circulars, guidelines, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Therefore, no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act, and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI (ICDR) Regulations**"), and/or submitted to or registered with the Registrar of Companies, SEBI, the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction and no such document will be circulated or distributed to any person in India or any other jurisdiction.

The information/commitments given to the buyers are given solely on the basis of publicly available information and previously published information by the Company available with SEBI or the Stock Exchanges, on the Company's website or otherwise in the public domain, together with the information contained in this Notice, and shall be subject to the terms set forth in the contract note to be provided to the prospective successful buyers.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful, whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant laws or regulations in such Other Jurisdiction. Prospective purchaser should seek appropriate legal advice prior to participating in the Sale.

This Notice is neither an offer to sell nor a solicitation of an offer to buy any Sale Shares in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"). This Notice and the information contained herein are not for release, publication or distribution, in whole or in part, in the United States. The Sale Shares shall be offered within the United States only to qualified

institutional buyers ("**QIBs**" and each a "**QIB**") within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and outside the United States in offshore transactions pursuant to Regulation S ("**Regulation S**") under the Securities Act. The Sale Shares have not been and will not be registered under the Securities Act, or under the securities laws of any state of the United States or any other jurisdiction and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The buyers of Sale Shares are advised that any resale of Sale Shares must be made in accordance with or in transactions exempt from or not subject to the registration requirements under the securities laws in the United States.

By submitting a bid in connection with the Sale or receiving any Sale Shares, each Bidder and any broker acting on such Bidder's behalf shall be deemed to have (a) read and understood the terms of the Notice in its entirety; (b) accepted and complied with the terms and conditions set out in this Notice; (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be either (i) located outside the United States and purchasing such Sale Shares in an offshore transaction pursuant to Regulation S, or (ii) a QIB purchasing the Sale Shares in a transaction exempt from the registration requirements of the Securities Act.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States except to QIBs in transactions exempt from the registration requirements of the Securities Act, or (b) has engaged or will engage in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares or has engaged or will engage in any form of general solicitation or general advertising (within the meaning of Regulation D under the Securities Act) in connection with the Sale in the United States.

Yours faithfully,

(Raj Sekhar Sikdar)
Under Secretary to the Govt. of India
Ph. 23384473

आर. एस. सिकदर / R. S. SIKDAR
अवर सचिव / Under Secretary
पेट्रो. एवं प्रा. गैस मंत्रा. / M/o P&NG
भारत सरकार / Govt. of India