



Code of Conduct

OUR VISION

To be a World-Class Oil and Gas Company
integrated in Energy business with dominant Indian leadership
and Global presence.

OUR MISSION

WORLD CLASS

- Dedicated to excellence by leveraging competitive advantages in R&D and Technology with involved people.
- Imbibe high standards of business ethics and organizational values.
- Abiding commitment to health, safety and environment to enrich quality of community life.
- Foster a culture of trust, openness and mutual concern to working a stimulating and challenging experience for our people.
- Strive for customer delight through quality products and services.

INTEGRATED IN ENERGY BUSINESS

- Focus on domestic and international oil and gas exploration and production business opportunities.
- Provide value linkages in other sectors of energy business.
- Create growth opportunities and maximize shareholder value.

DOMINANT INDIAN LEADERSHIP

- Retain dominant position in Indian Petroleum Sector and enhance India's energy availability.

ETHICS & COMMITMENT STATEMENT

- We commit to realise the corporate vision of making ONGC a World-Class Oil and Gas Company integrated in Energy business with dominant Indian leadership and Global presence.
- We treasure integrity and transparency as the core value in all our business dealings.
- With our Core Competence - Courage to Explore, Knowledge to Exceed and Technology to Excel, we shall work towards sustained growth of our Organization.
- We are responsible for the assets and the business of the Company in fair, diligent and ethical manner.
- We must act within the bounds of the authority conferred upon us, and make and enact informed decisions and policies in the best interests of the Company.
- We shall act in compliance with applicable laws and regulations, in a manner that excludes considerations of personal advantage, and will not compromise our commitment to honesty and integrity in all aspects of our business.
- We are committed to the pursuit of excellence, in all our endeavours.

A Message from the CMD

Dear Colleagues,

Our corporate objective is to secure sustain growth with pursuit of excellence in performance and ethics in transactions. To reinforce our organizational culture, a Code of Conduct has been formulated, and approved by the Board of Directors.

The Code is applicable to all Members of the Board and all Senior Management Personnel. We must recognize that compliance of the Code is essential for promoting stakeholder confidence in our organization. Therefore, every ONGCian is expected to voluntarily comply with the Code.

With Best Wishes

R S SHARMA
Chairman Managing Director

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

1. INTRODUCTION

- This Code of Conduct (hereinafter referred to as “**Code**”) is applicable to the Members of the Board (hereinafter referred to as “**Directors**”) and Senior Management of **Oil and Natural Gas Corporation Limited** (the “**Company**”) and its unlisted subsidiaries. It reflects the Company’s underlying ethical values and commitment to lay standards of integrity, transparency, fairness, accountability and pursuit for excellence.
- 1.2 The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners. Directors and Senior Management are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.3 The principles prescribed in this Code are general in nature and lay down broad standards of compliance to Clause 49 of the Listing Agreement with the Stock Exchanges, where the shares of the Company are listed for trading.
- 1.4 The Company currently has in place the Conduct, Discipline & Appeal Rules, 1994 as amended from time to time (the “**CDA Rules**”), which govern the conduct of all employees of the Company including Whole-time Directors. The CDA Rules provide for good conduct and discipline as well as provide for penalties in the case of violations and the appeal mechanism.

- 1.5 It is clarified that this Code is applicable to all Directors and Senior Management, including the Non-Whole Time Directors. In case of Whole - Time Directors and the Senior Management Personnel, this Code is applicable over and above the CDA Rules of the Company.
- 1.6 The Code comes into force with effect from 1st day of January, 2006.
- 1.7 All Directors and Senior Management shall sign the acknowledgment form at **Appendix-I** and return the form to the Company Secretary indicating that they have received, read and understood the provisions of the Code, and agree to comply with the same. All Directors and Senior Management shall be required to affirm compliance with this Code on an annual basis, within 30 days of close of every financial year to the Company Secretary, in the form annexed at **Appendix-II**.

2. DEFINITIONS & INTERPRETATION

- 2.1 In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

“**Directors**” shall mean all the members of the Board of Directors of the Company, including the Non- Whole-time Directors.

“**Company**” shall mean the Oil and Natural Gas Corporation Limited.

“**Group**” shall mean the ONGC group of companies.

“**Whole-time Directors**” shall mean the Board Members who are in whole-time employment of the Company.

“Non-Whole-time Directors” shall mean the Board Members who are part-time directors and not in whole time employment of the Company.

“Senior Management” shall mean ‘Key Executives’ of the Company as identified under Corporate Rejuvenation Campaign (CRC) structure of the Company.

“Relative” shall mean ‘relative’ as defined in Section 2(41) and Section 6 read with Schedule IA of the Companies Act, 1956, as reproduced in **Appendix-III** hereto.

2.2 In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. APPLICABILITY

3.1 This Code shall be applicable to the following persons:

- (i) All Directors; and
- (ii) Senior Management

4. KEY REQUIREMENTS

The Directors and Senior Management shall act within the authority conferred upon them in the best interests of the Company and will:

- act in the best interest of, and fulfill their fiduciary obligations to the Company and its shareholders;

- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- use their prudent judgement to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;
- not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
- avoid conducting business on behalf of the Company except with the prior approval of the Board; with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner;
- disclose and avoid having any personal and/or financial interest in any business dealings concerning the Company;
- avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and

competitive basis or influence decision to be made by the Company;

- not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company; and
- inform the Board, at the earliest opportunity, any existing or potential conflict of interest situation.

It is clarified that it would not be a conflict of interest for the Director & Senior Management of the Company or members of their immediate family to have dealings in normal course with and to obtain services from persons or entities who also deal/provide services to the Company, including legal, accounting or brokerage services, loans & services from banks or insurance from insurance companies etc., at rates customary for similarly situated customers.

5. **OTHER DIRECTORSHIPS**

Unless specifically permitted by the Board, the Board Members shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a competing business with the Company. This clause is not applicable to Ex-officio Government Nominee Directors.

Senior Management Personnel shall obtain prior approval of the Chairman and Managing Director/Competent Authority for accepting Directorship of any other company or partnership of a firm.

6. **GIFTS AND DONATIONS**

The Directors and the Senior Management shall neither receive nor offer or make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain undue favours in the transactions detrimental to the interest of the Company, except for nominal value, which are customarily given and are of commemorative nature for special events and should never be of a kind that could create an appearance of impropriety.

7. **PUBLIC REPRESENTATION**

The Company honours the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company or the Group shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorised representatives to disclose Company related information.

8. **INSIDER TRADING**

The Directors and Senior Management shall comply with the Code of Internal Procedures and Conduct in dealing with the securities of the Company as applicable from time to time.

9. **CONFIDENTIALITY OF INFORMATION**

Any information concerning the Company's business, its customers, suppliers, etc. to which the Directors and Senior Management have access or which is possessed by the Directors and Senior Management, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless

(i) specifically authorized; or (ii) the same is part of the public domain at the time of disclosure; or (iii) is required to be disclosed in accordance with applicable laws.

10. **REGULATORY COMPLIANCE**

Every Director and Senior Management shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

11. **HEALTH, SAFETY AND ENVIRONMENT**

The Directors and Senior Management shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

12. **PROTECTION OF ASSETS**

The Directors and Senior Management of the Company shall employ the assets of the Company and for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

13. **AMENDMENTS TO THE CODE**

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management shall be duly informed of such amendments and modifications.

14. **PLACEMENT OF THE CODE ON WEBSITE**

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

15. **ENFORCEMENT OF CODE OF CONDUCT**

All Directors and/or Senior Management shall be accountable for fully complying with this Code.

16. **CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE**

16.1 In case of breach of this Code by the Directors, the same shall be dealt with by the Board of Directors for initiating appropriate action, as deemed necessary.

16.2 In case of breach of this Code by the Senior Management, the same shall be dealt with by Chairman & Managing Director in accordance with the CDA Rules of the Company.

OIL AND NATURAL GAS CORPORATION LIMITED

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

ACKNOWLEDGEMENT FORM

I, have received and read the Company’s “CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL (“this Code”). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :

Name :

Designation :

Date :

Place :

OIL AND NATURAL GAS CORPORATION LIMITED

**CODE OF CONDUCT
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ANNUAL COMPLIANCE REPORT*

Ido hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL** during the financial year ending 31st March

Signature :.....

Name :.....

Designation :.....

Date :.....

Place :.....

* To be submitted by 30th April each year.

OIL AND NATURAL GAS CORPORATION LIMITED

**CODE OF CONDUCT
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EXTRACT OF SECTION 6 OF THE COMPANIES ACT, 1956

Meaning of “relative”

6. A person shall be deemed to be a relative of another if, and only if,-
- (a) they are members of a Hindu undivided family; or
 - (b) they are husband and wife; or
 - (c) the one is related to the other in the manner indicated in Schedule IA.

SCHEDULE IA

LIST OF RELATIVES

- 1. Father
- 2. Mother (including step-mother)
- 3. Son (including step-son)
- 4. Son's wife
- 5. Daughter (including step-daughter)
- 6. Father's father
- 7. Father's mother
- 8. Mother's mother
- 9. Mother's father
- 10. Son's son
- 11. Son's son's wife
- 12. Son's daughter
- 13. Son's daughter's husband
- 14. Daughter's husband
- 15. Daughter's son
- 16. Daughter's son's wife
- 17. Daughter's daughter
- 18. Daughter's daughter's husband
- 19. Brother (including step-brother)
- 20. Brother's wife
- 21. Sister (including step sister)
- 22. Sister's husband