



# Petronet LNG Limited

World Trade Centre, 1st Floor, Babar Road,  
Barakhamba Lane, New Delhi – 110 001 (INDIA)  
Tel.: 23411411, 23472525 Fax: 23709114  
Website: www.petronetlng.com  
CIN: L74899DL1998PLC093073

CS/BOD/APP/DIR/2015

16<sup>th</sup> January, 2015

**Shri Sushil Kumar Gupta**  
626 B, Gandhi Nagar, Civil Lines  
Rae Bareilly, U.P. - 229001

Dear Sir,

We are pleased to inform you that Board of Directors of Petronet LNG Limited (PLL) has approved your appointment as Independent Director on the Board of PLL effective from 15<sup>th</sup> January, 2015. We heartily welcome you on the Board of PLL.

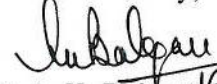
1. You are requested to send us the Notice of Interest in the prescribed format i.e. **Form MBP-1 (Annexure-I)** as required under Section 184(1) of the Companies Act, 2013. This Notice of Interest is to be given every year. However, if there is any change during the year, the same may also be informed to us for information of the Board of Director in its next meeting.
2. You are also requested to provide the details of Membership / Chairmanship held by you in Committees of the Board of other Companies in which you are Director (**Annexure II**).
3. You are also requested to provide details of shareholding in PLL (**Annexure III**) pursuant to Code of Internal Procedures and Conduct for prohibition of Insider Trading in dealing with shares of PLL.
4. You are also requested to fill and sign **Annexure IV** pursuant to Code of Conduct for Board members and Senior Management Official of PLL.

We shall be obliged, if you will kindly return the **Annexure-I, II, III and IV** duly filled and signed, at the earliest.

We are also enclosing herewith the following documents for your information and record:-

- Memorandum & Articles of Association of the Company.
- Code of Internal Procedures and Conduct for prohibition of Insider Trading in dealing with shares of PLL.
- Code of Conduct for Board members and Senior Management Official of PLL.
- Code of Conduct for Independent Director i.e. Schedule IV of the Companies Act, 2013.

Yours faithfully,

  
(Dr. A. K. Balyan) 16.01.15

Managing Director & CEO  
DIN No. 00793181

## Dahej LNG Terminal:

GIDC Industrial Estate, Plot No. 7/A, Dahej  
Taluka Vagra, Distt. Bharuch - 392130 (Gujarat)  
Tel.: 02641-257249 Fax: 02641-257252

## Kochi Site:

Survey No. 347, Puthuvypu  
P.O. 682508, Kochi  
Tel.: 0484-2502268



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CS/BOD/APP/DIR/ADD/2015

23<sup>rd</sup> January, 2015

**Shri Sushil Kumar Gupta**  
626 B, Gandhi Nagar, Civil Lines  
Rae Bareli, U.P. - 229001

**Sub:- Addendum to Appointment letter of Shri Sushil Kumar Gupta, Independent Director**

Dear Sir,

This has reference to your appointment letter dated 16<sup>th</sup> January, 2015, we wish to state that the following terms & conditions will form part of your appointment as Independent Director on the Board of the Company -

1. The Board expects active and constructive participation in Board Meeting as well as Committee Meeting in which she will serve as a Member.
2. You will comply with the Guidelines for Professional Conduct, Role and Functions, fiduciary duties and liabilities as specified in Code of Conduct for Independent Director i.e. Schedule IV of the Companies Act, 2013.
3. Company provides Director's Liability insurance.
4. You shall be paid sitting fee for attending Board as well as Committee Meetings, as decided by the Board of Directors from time to time. Further Company shall reimburse the expenses incurred in connection with attending the Board as well as Committee Meeting and also Commission on profit, if approved by the Board.
5. Your appointment as Independent Director on the Board of PLL effective from 15<sup>th</sup> January, 2015 will be for a period of three years.

Thanking you.

Yours faithfully,

(K. C. Sharma)  
Company Secretary

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