



# Petronet LNG Limited

Regd. Office: World Trade Centre, Babar Road, Barakhamba Lane, New Delhi – 110001

Phone: 011-23411411, Fax: 011- 23472550, CIN: L74899DL1998PLC093073

Email: [investors@petronetlng.in](mailto:investors@petronetlng.in), Company's website: [www.petronetlng.in](http://www.petronetlng.in)

PAN: AAACP8148D

GST: 07AAACP8148D1ZI

## NOTICE OF POSTAL BALLOT

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR, 2015) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following special businesses set out below are proposed to be passed by the Members of Petronet LNG Limited ('Company'), by the process of Postal Ballot through electronic means (**remote e-voting**) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please register the same with respective Depository/ RTA/ Company. The opportunity to register email has been given through NSDL/ CDSL/ RTA, the communication of the same has been given through advertisement dated October 22, 2022 and disclosure to NSE and BSE on October 22, 2022.

An explanatory statement under Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on September 19, 2022, has appointed M/s Agarwal S. & Associates, Practising Company Secretaries, Delhi (Firm Reg. No. P2003DE049100) as the Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, 2015 and MCA Circulars, the Company is offering facility of e-voting (remote e-voting) through National Securities Depository Limited (NSDL) to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The remote e-voting period commences from 9:00 a.m. (IST) on Friday, November 4, 2022 and ends at 5:00 p.m. (IST) on Saturday, December 3, 2022. The Scrutiniser will submit their report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before Tuesday, December 6, 2022. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.petronetlng.in](http://www.petronetlng.in) and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsd.com/>.

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**Dahej LNG Terminal:**

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

**Kochi LNG Terminal:**

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



## **SPECIAL BUSINESSES:**

**To consider and, if thought fit, to pass the following resolution(s) as Ordinary Resolution(s):**

### **ITEM NO. 1**

**To appoint Shri Rajesh Kumar Srivastava (DIN: 08513272) as Nominee Director [ONGC] of the Company**

**“RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time and the Articles of Association of the Company, Shri Rajesh Kumar Srivastava (DIN: 08513272), who was nominated by Oil and Natural Gas Corporation Limited [ONGC] as its Nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company by passing the resolution dated 9.9.2022 and again resolution dated 22.9.2022 through circulation (as he ceased to be Director w.e.f. 22.9.2022 due to 24<sup>th</sup> AGM held on 21.9.2022), on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 7<sup>th</sup> September 2022 pursuant to Section 161 of the Act and who holds office up to the next General Meeting or three months, whichever is earlier, and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director be and is hereby appointed as Nominee Director [ONGC] of the Company, liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Postal Ballot.”

### **ITEM No. 2:**

**To appoint Shri Sandeep Kumar Gupta (DIN: 07570165) as Nominee Director [GAIL] of the Company**

**“RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time and the Articles of Association of the Company, Shri Sandeep Kumar Gupta (DIN: 07570165), who was nominated by GAIL (India) Limited [GAIL] as its Nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 21<sup>st</sup> October 2022 pursuant to Section 161 of the Act and who holds office up to the next General Meeting or three months, whichever is earlier, and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director, be and is hereby appointed as Nominee Director [GAIL] of the Company, liable to retire by rotation, on the



terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Postal Ballot.”

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment is annexed.

2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, October 28, 2022 (cut-off date) and who have registered their e-mail addresses with the Company/ Depositories. The Postal Ballot Notice has also been placed on the websites of the Company i.e. [www.petronetlng.in](http://www.petronetlng.in) and NSDL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.

3. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the cut-off date will be considered for e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

**4. Service of Postal Ballot Notice electronically:**

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by National Securities Depository Limited (NSDL). The instructions for E-voting are annexed to this Notice.

**6. Remote e-voting timeline:**

Commencement of e-voting	Friday, November 4, 2022 from 9:00 a.m. (IST)
Conclusion of e-voting	Saturday, December 3, 2022 till 5:00 p.m. (IST)



7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, October 28, 2022.

8. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on Saturday, December 3, 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

9. The Board of Directors of the Company (the Board), has appointed M/s Agarwal S. & Associates, Practising Company Secretaries, Delhi (Firm Reg. No. P2003DE049100) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be appointed for conducting the Postal Ballot process.

10. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 10:00 a.m. (IST) to 5:00 p.m. (IST) on all working days (Monday - Friday) till the last date for e-voting. Members seeking inspection may send an e-mail to [investors@petronetlng.in](mailto:investors@petronetlng.in).

11. The instructions for e-voting are as under:

- i) The voting period begins at 9:00 a.m. (IST) on Friday, November 4, 2022 and ends on Saturday, December 3, 2022 at 5:00 p.m. (IST) During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, October 28, 2022 may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal

Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :





Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.





d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@petronetlng.in](mailto:investors@petronetlng.in) or to [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@petronetlng.in](mailto:investors@petronetlng.in) or to [investor@bigshareonline.com](mailto:investor@bigshareonline.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com), to receive communications from the Company in electronic mode. Members may follow the process detailed



below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Bigshare Services Private Limited either by email to <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> or by post to Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri {E} Mumbai – 40009	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	<a href="#">Form ISR-1</a>
	Update of signature of securities holder	<a href="#">Form ISR-2</a>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and Debenture) Rules, 2014	<a href="#">Form SH-13</a>
	Declaration to opt out	<a href="#">Form ISR-3</a>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	<a href="#">Form SH-14</a>
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures/ bonds, etc., held in physical form	<a href="#">Form ISR 4</a>
	The forms for updating the above details are available at <a href="http://www.petronetlng.in">www.petronetlng.in</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	



Members are requested to note that Securities and Exchange Board of India vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition purposes.

Members holding shares in physical mode are requested to get their holdings converted into dematerialised mode.

Any clarifications in this regard may be addressed to the RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

**For and on behalf of Board of Directors  
of Petronet LNG Limited**

**Sd/-  
Rajan Kapur  
Company Secretary**

**Dated: November 1, 2022  
Place: New Delhi**



## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

### **ITEM No. 1**

Regulation 17 (1C) of the SEBI LODR, 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of provisions of Article 106 of Articles of Association of the Company, as long as an Investor Shareholder holds a minimum of 10% of the Equity, such investor shareholder shall be entitled to nominate one person for appointment as Director. Presently, each of the promoter Company i.e. GAIL, IOCL, BPCL and ONGC holds 12.50% shares of the Company.

Shri Rajesh Kumar Srivastava (DIN: 08513272) was nominated as Nominee Director of the Company by Oil and Natural Gas Corporation Limited (ONGC) pursuant to Article 106 of the Articles of Association and was accordingly appointed as Additional Director (Nominee Director of ONGC) w.e.f. 7<sup>th</sup> September 2022, to hold office up to the next General Meeting or three months whichever is earlier. However, the Notice for 24<sup>th</sup> Annual General Meeting held on 21.09.2022 was already despatched to the shareholders on 28.08.2022 and therefore, the agenda for regularisation of his appointment could not be taken at 24<sup>th</sup> AGM. As such, as per statutory provisions, he ceased to be Director on the Board of PLL w.e.f. 22.9.2022. However, the Board appointed Shri Rajesh Kumar Srivastava (DIN: 08513272) as Additional Director (Nominee Director of ONGC) w.e.f. 7<sup>th</sup> September 2022 by passing resolution dated 22.9.2022 through circulation on 27.9.2022, to hold office up to the next General Meeting or three months whichever is earlier.

Shri Rajesh Kumar Srivastava, if appointed, shall be liable to retire by rotation.

Accordingly, regularisation of appointment of Shri Rajesh Kumar Srivastava as the Director (Nominee Director, ONGC) on the Board is being put up to the Shareholders for seeking their approval through the process of this Postal Ballot.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

In view of above and keeping in view his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

Except Shri Rajesh Kumar Srivastava, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends the ordinary resolution set out at Item No. 1 for the approval of Members.



## ITEM No. 2

Regulation 17 (1C) of the SEBI LODR, 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of provisions of Article 106 of Articles of Association of the Company, as long as an Investor Shareholder holds a minimum of 10% of the Equity, such investor shareholder shall be entitled to nominate one person for appointment as Director. Presently, each of the promoter Company i.e. GAIL, IOCL, BPCL and ONGC holds 12.50% shares of the Company.

Shri Sandeep Kumar Gupta (DIN: 07570165), Chairman & Managing Director, GAIL (India) Limited was nominated as Nominee Director of the Company by GAIL (India) Limited (GAIL) pursuant to Article 106 of the Articles of Association and was accordingly appointed as Additional Director (Nominee Director of GAIL) w.e.f. 21<sup>st</sup> October 2022 to hold office up to the next General Meeting or three months whichever is earlier. Shri Sandeep Kumar Gupta, if appointed, shall be liable to retire by rotation.

Accordingly, regularisation of appointment of Shri Sandeep Kumar Gupta as the Director (Nominee Director, GAIL) on the Board is being put up to the Shareholders for seeking their approval through the process of this Postal Ballot.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this Notice.

In view of above and keeping in view his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

Except Shri Sandeep Kumar Gupta, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. The Board recommends the ordinary resolution set out at Item No. 2 for the approval of Members.

**For and on behalf of Board of Directors  
of Petronet LNG Limited**

**Sd/-  
Rajan Kapur  
Company Secretary**

**Dated: November 1, 2022**

**Place: New Delhi**



## Annexure

### Disclosure under Reg. 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of the Director	Shri Rajesh Kumar Srivastava (DIN: 08513272)	Shri Sandeep Kumar Gupta (DIN: 07570165)
Date of Birth and Age	05.12.1962 (59 years)	11.02.1966 (56 years)
Date of Appointment (initial)	7 <sup>th</sup> September 2022	21 <sup>st</sup> October 2022
Qualifications	Master of Science (Geology) from Lucknow University, M. Tech degree in Engineering Geology from Indian Institute of Technology, Kanpur. He also holds the prestigious Non-Executive Director Diploma from Financial Times, United Kingdom.	Commerce Graduate and a Fellow of the Institute of Chartered Accountants of India.
Expertise in specific functional areas and Experience	<p>Shri Srivastava is a visionary Exploration leader and industry veteran bringing with him an extremely rich professional experience spanning almost near to four decades. He joined ONGC in 1984 as a Geologist and has over the years risen in the hierarchy of ONGC by serving in different capacities and key positions, including position of Chief of Exploration and Development Directorate.</p> <p>Shri Srivastava has made rich contributions in various professional forums and bodies. He has played a key role in discoveries of hydrocarbons and making field development plans for major oil &amp; gas fields of ONGC including fields in Assam and Assam Arakan Basin, Mumbai High, Bassein &amp; Neelam, besides others. He is recognised as one of the best hands in the industry in the trade of Reservoir Modelling for preparation of field development plans, simulation studies for production forecasts and techno-economic evaluation of prospects.</p>	<p>Shri Sandeep Kumar Gupta holds the position of Chairman &amp; Managing Director, GAIL (India) Limited. Before joining GAIL, Shri Gupta held the position of Director (Finance) since August 2019 on the Board of Indian Oil Corporation Limited, the leading PSU integrated Energy Company in Fortune "Global 500", and several group companies. He has wide experience of over 34 years of Oil and Gas Industry and handled F&amp;A, Treasury, Pricing, International Trade, Optimisation, Information Systems, Corporate Affairs, Legal, Risk management, etc.</p> <p>Shri Gupta held different positions in Indian Oil Corporate Office, Corporate Finance, Enterprise Risk Management, Refineries such as Guwahati Refinery, Gujarat Refinery, and Mathura Refinery.</p> <p>He brings with him the experience of wholly- owned Subsidiaries i.e. IOC Middle East FZE at Dubai, IndOil Montney Ltd., IndOil Global B V Netherlands, and IOCL Singapore Pte. Ltd. He has rich experience of handling International Trade- Finalizing the deals for import of crude oil, petroleum</p>





	<p>He is also the Chairman of ONGC Group of Companies having dominance in E&amp;P sector and significant presence in refining, petrochemicals, power and renewables. He is the President of the Indian Geological Congress (IGL).</p>	<p>products, LPG from various countries; from Middle East, Russia, West Africa, Europe, USA and Mexico etc.</p> <p>Shri Sandeep Kumar Gupta has received significant training in the relevant subjects from various renowned institutions like IIM Calcutta, University of Maryland, Washington, Harvard Business School, XLRI Jamshedpur and IIM, Ahmedabad.</p> <p>Shri Gupta has received prestigious individual recognition such as “CA CFO-Large Corporate – Manufacturing and Infrastructure Category” in January,2021 by ICAI for Financial and Risk Management during Pandemic and was adjudged among Top 30 CFOs in India by StartupLanes.com in May, 2022.</p>
Board Membership of other Companies/Corporate Bodies	<ul style="list-style-type: none"> <li>(i) Oil and Natural Gas Corporation Limited</li> <li>(ii) ONGC Videsh Limited</li> <li>(iii) Mangalore Refinery and Petrochemicals Limited</li> <li>(iv) ONGC Petro-additions Limited</li> <li>(v) Mangalore SEZ Limited</li> <li>(vi) ONGC Tripura Power Company Limited</li> <li>(vii) ONGC TERI Biotech Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) GAIL (India) Limited</li> <li>(ii) GAIL (Gas) Limited</li> <li>(iii) Brahmaputra Cracker and Polymer Limited</li> </ul>
Skills and capabilities of Independent Directors	NA	NA
Whether resigned from any listed entity in the last three years	No	Yes, from Indian Oil Corporation Limited



Chairmanship(s)/Membership (s) of Committees of other Companies	Nil	Nil
Number of shares held in the Company (self and as a beneficial owner)	Nil	400 shares
Remuneration proposed to be paid	Nil	Nil
Terms and Conditions of Appointment	Nominated by ONGC as per the terms and conditions contained in the Articles of Association of the Company.	Nominated by GAIL as per the terms and conditions contained in the Articles of Association of the Company.
Relationship with other Directors or KMP of the Company	Nil	Nil



Number of meetings of the Board attended since the date of appointment	One out of one	Nil
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