



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, Company's website: 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 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 16th February, 2022 and disclosure to NSE and BSE on 17th February, 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 February 9, 2022, has appointed M/s Agarwal S. & Associates, Practising Company Secretaries, Delhi (C.P. No.5910) and 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 M/s Central Depository Services (India) Limited (CDSL) 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, March 4, 2022 and ends at 5.00 p.m. (IST) on Saturday, April 2, 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, 5th April 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 and on the website of Central Depository Services (India) Limited (CDSL) <https://www.evotingindia.com/>.

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 Pankaj Jain (DIN : 00675922) as Director and Chairman 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 Disclosure Requirements) Regulations, 2015 and as amended from time to time and the Articles of Association of the Company, Shri Pankaj Jain (DIN : 00675922), who was appointed as an Additional Director and Chairman 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 14th January 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 and Chairman, be and is hereby appointed as Director and Chairman 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 Dr. Alka Mittal (DIN : 07272207) 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 Disclosure Requirements) Regulations, 2015 and as amended from time to time and the Articles of Association of the Company, Dr. Alka Mittal (DIN : 07272207), 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 on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 14th January 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 her 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.”



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

ITEM NO. 3

To appoint Shri Sanjeev Mitla (DIN: 00160478) as Independent Director of the Company

“RESOLVED THAT in accordance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment thereof for the time being in force) and the Articles of Association of the Company, Shri Sanjeev Mitla (DIN: 00160478), who was appointed as an Additional Director (Independent 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 9th February 2022 pursuant to Section 161 of the Act and who meets the criteria of independence as provided in Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 and who has submitted declaration to that effect 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 Independent Director of the Company for a period of three years w.e.f. 9th February 2022, not 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. 4

To appoint Shri Sundeep Bhutoria (DIN: 00733800) as Independent Director of the Company

“RESOLVED THAT in accordance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment thereof for the time being in force) and the Articles of Association of the Company, Shri Sundeep Bhutoria (DIN: 00733800), who was appointed as an Additional Director (Independent 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 9th February 2022 pursuant to Section 161 of the Act and who meets the criteria of independence as provided in Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 and who has submitted declaration to that effect 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 Independent Director of the Company for a period of three years w.e.f. 9th February 2022, not 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 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, 25th February 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 and CDSL. 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 Central Depository Services (India) Limited (CDSL). The instructions for E-voting are annexed to this Notice.



6. Remote e-voting timeline:

Commencement of e-voting	Friday, 4 th March 2022 from 9.00 a.m. (IST)
Conclusion of e-voting	Saturday, 2 nd April 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, 25th February 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, 2nd April 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 (C.P. No. 5910 and 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 11:00 a.m. to 5:00 p.m. 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.

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

- i) The voting period begins at 9:00 a.m. on Friday, 4th March 2022 and ends on Saturday, 2nd April 2022 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, 25th February 2022 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- ii) In terms of Securities and Exchange Board of India circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail address in their demat accounts in order to access the E-voting facility.
- iii) Pursuant to aforesaid Securities and Exchange Board of India Circular, login process for E-voting for individual shareholders holding securities in Demat mode is given below:

A. Individual shareholders holding securities in demat mode with CDSL

- i. For those shareholders who have opted for CDSL Easi / Easiest facility, you can login using your existing user ID and password. The URL to login to **Easi / Easiest** is <https://web.cdslindia.com/myeasi/home/login>. Alternatively, you can visit www.cdslindia.com and click on **Login** icon and select **New System Myeasi**.



- ii. After successful login, you will be able to see the E-voting option for companies for which the E-voting is in progress, as per the information provided by the respective company. On clicking the E-voting option, you will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period.
- iii. Additionally, links are also provided for you to access the system of all the E-voting Service Providers viz., CDSL/ NSDL/ KFINTECH/LINKINTIME, to enable you to visit the E-voting service providers' website directly and vote.
- iv. If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- v. Alternatively, you can directly access the E-voting page by providing Demat Account number and PAN from the E-voting link available on www.cdslindia.com home page or click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- vi. The system will authenticate your credentials by sending an OTP to the registered Mobile number & E-mail address as available in your Demat Account.
- vii. After successful authentication, you will be able to see the E-voting option for companies for which the E-voting is in progress and also be able to directly access the system of all E-voting Service Providers.

B. Individual shareholders holding securities with NSDL:

- i. If you have already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <https://eservices.nsd.com>. Once the home page of e-Services is launched, click on the '**Beneficial Owner**' icon under '**Login**' which is available under '**IDeAS**' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on '**Access to E-voting**' under E-voting services and you will be able to see E-voting page. Click on '**Petronet LNG Limited**' or E-voting service provider name - **CDSL** and you will be re-directed to E-voting service provider's website for casting your vote during the E-voting period.
- ii. If you have not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> by selecting '**Register Online for IDeAS**' portal or clicking the link: <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>. 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 held 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 '**Petronet LNG Limited**' or E-voting service provider name - **CDSL** and you will be redirected to E-voting service provider's website for casting your vote during the remote E-voting period.

C. Login through Depository Participants for individual shareholders

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After successful login, you will be able to see E-voting option. Once you 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 '**Petronet LNG Limited**' or E-voting service provider name - **CDSL** and you will be redirected to E-voting service provider's website for casting your vote during the E-voting period.

- ii. If you are unable to retrieve User ID/ Password, please use 'Forget User ID' and 'Forget Password' options available at above mentioned websites and follow the instructions given therein.
- iii. **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

D. Login method for E-voting for Members holding shares in Physical mode and Members other than individuals holding shares in Demat mode:

- i. Log on to the CDSL's E-voting website www.evotingindia.com.
- ii. Click on '**Shareholders**' module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in physical mode should enter Folio Number allotted by the Company.
- iv. Next enter the Image Verification as displayed and click on Login.
- v. If you are holding shares in demat mode and had logged on to www.evotingindia.com previously and voted through E-voting earlier for any other company, then your existing password is to be used.
- vi. If you are a first-time user, follow the steps given below:

For Shareholders holding shares in demat form other than individuals and those holding shares in physical form	
PAN	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



Dividend Bank details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the Depository or the Company, please enter the Member ID/folio number in the Dividend Bank details field as mentioned in section D above.
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- vii. After entering these details, click on 'Submit'.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen and shareholders holding shares in demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided such company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Petronet LNG Limited
- xi. On the voting page, you will see 'Resolution Description' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiii. After selecting the resolution that you have decided to vote on, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'Cancel' and accordingly modify your vote.
- xiv. Once you 'Confirm' your vote on the resolution, you will not be allowed to modify your vote. You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.
- xv. If you are a demat account holder and have forgotten the login password, then enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- xvi. You may also cast your vote using CDSL's mobile app 'm-Voting'. The m-Voting app can be downloaded from the respective Google Play or Apple store. Please follow the instructions as prompted by the mobile app to complete E-voting on your mobile.

For the attention of Non-Individual Shareholders:

- Non-Individual shareholders (i.e., other than individuals and HUF) and Custodians are required to log on to www.evotingindia.com and register themselves in the '**Corporates**' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created, using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
- Non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to sachin@companylawworld.com.

E. Shareholders whose e-mail address /mobile no. is not registered with the Company/Depositories:

- i. Shareholders holding shares in physical form are requested to provide details of Folio No., Name of the shareholder and PAN (self-attested scanned copy), by e-mail to the RTA at investor@bigshareonline.com.
- ii. Shareholders holding shares in demat mode are requested to update their e-mail address & mobile number with their respective Depository Participant (DP). Individual shareholders may note that updation of e-mail address and mobile no. is mandatory for E-voting through Depositories.

In case you have any queries or issues regarding attending E-voting, you may refer the Frequently Asked Questions (FAQs) and the e-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an e-mail to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43 during working hours on all working days.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may get their e-mail registered with the Depository/ Company's RTA, Bigshare Services Private Limited as detailed above. Post successful registration of the e-mail, Members may request to get postal ballot notice and the procedure for e-voting to enable voting for this Postal Ballot by sending an email to investor@bigshareonline.com.

Members are requested to note that Securities and Exchange Board of India vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest.

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.



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. The amendment is applicable w.e.f. 1.1.2022.

Shri Pankaj Jain (DIN : 00675922), Secretary, Ministry of Petroleum and Natural Gas, was nominated as Director of the Company by Ministry of Petroleum & Natural Gas, Government of India on the request of the Company pursuant to Article 113A of the Articles of Association and was accordingly appointed as Additional Director and Chairman by the Board of Directors w.e.f. 14th January 2022, to hold office up to next General Meeting or three months whichever is earlier. Shri Pankaj Jain, if appointed, shall be liable to retire by rotation.

Accordingly, regularisation of appointment of Shri Pankaj Jain as the Director and Chairman 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 his background and vast experience, it will be in the interest of the Company that he continues as Director and Chairman of the Company.

Except Shri Pankaj Jain, 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. The amendment is applicable w.e.f. 1.1.2022.

Dr. Alka Mittal (DIN : 07272207) 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. 14th January 2022, to



hold office up to the next General Meeting or three months whichever is earlier. Dr. Alka Mittal, if appointed, shall be liable to retire by rotation.

Accordingly, regularisation of appointment of Dr. Alka Mittal 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.

Her 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 her background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

Except Dr. Alka Mittal, 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.

ITEM No. 3

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.

Further, Regulation 23 (2A) 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 appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. The amendments are applicable w.e.f. 1.1.2022.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, appointed Shri Sanjeev Mitla (DIN: 00160478) as an Additional Director (Independent Director) of the Company for a period of three years w.e.f. 9th February 2022 as per the terms and conditions contained in the appointment letter and pursuant to the Articles of Association of the Company, to hold office upto next General Meeting or three months whichever is earlier. Shri Sanjeev Mitla, if appointed, shall not be liable to retire by rotation.

The Company has also received a declaration of independence from Shri Sanjeev Mitla. In the opinion of the Board, Shri Sanjeev Mitla fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible for appointment as Independent Director. Shri Sanjeev Mitla is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as director of the Company.



Accordingly, regularisation of appointment of Shri Sanjeev Mitla as Independent Director on the Board is being put up to the Shareholders for seeking their approval through the process of this Postal Ballot.

In view of his background and vast experience as mentioned in his brief resume attached to this Notice, it will be in the interest of the Company that he continues as Director of the Company.

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.

A copy of the draft Letter of Appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day and also on website of the Company.

Except Shri Sanjeev Mitla, 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. 3 of the Notice. The Board recommends the Special resolution set out at Item No. 3 for the approval of Members.

ITEM No. 4

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.

Further, Regulation 23 (2A) 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 appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. The amendments are applicable w.e.f. 1.1.2022.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, appointed Shri Sundeep Bhutoria (DIN: 00733800) as an Additional Director (Independent Director) of the Company for a period of three years w.e.f. 9th February 2022 as per the terms and conditions contained in the appointment letter and pursuant to the Articles of Association of the Company, to hold office upto next General Meeting or three months whichever is earlier. Shri Sanjeev Mitla, if appointed, shall not be liable to retire by rotation.

The Company has also received a declaration of independence from Shri Sundeep Bhutoria. In the opinion of the Board, Shri Sundeep Bhutoria fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible for appointment as Independent Director. Shri Sundeep Bhutoria is not disqualified from being appointed



as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as director of the Company.

Accordingly, regularisation of appointment of Shri Sundeep Bhutoria as Independent Director on the Board is being put up to the Shareholders for seeking their approval through the process of this Postal Ballot.

In view of his background and vast experience as mentioned in his resume attached to this Notice, it will be in the interest of the Company that he continues as Director of the Company.

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.

A copy of the draft Letter of Appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day and also on website of the Company.

Except Shri Sundeep Bhutoria, 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. 4 of the Notice. The Board recommends the Special resolution set out at Item No. 4 for the approval of Members.



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 Pankaj Jain (DIN: 00675922)	Dr. Alka Mittal (DIN: 07272207)	Shri Sanjeev Mitla (DIN: 00160478)	Shri Sundeep Bhutoria (DIN: 00733800)
Date of Birth and Age	28.12.1965 (56 years)	27.08.1962 (59 years)	21.10.1965 (56 years)	04.11.1973 (48 years)
Date of Appointment (initial)	14.01.2022	14.01.2022	09.02.2022	09.02.2022
Qualifications	B. Com. from Shri Ram College of Commerce, MBA from FMS, Delhi and Associate of the Institute of Cost Accountants of India	Postgraduate in Economics, MBA (HRM) and a Doctorate in Commerce and Business Studies in the specialised area of Corporate Governance	B.Com. (Hons.), Hindu College, Delhi and Chartered Accountant	M.A. (Hindi), Ranchi, Jharkhand and Corporate Management, AOTS, Japan
Expertise in specific functional areas and Experience	Secretary, Ministry of Petroleum and Natural Gas, Government of India	Dr. Mittal is an industry veteran bringing with her an extremely rich professional experience spanning over three and a half decades. Towards making ONGC one of the best companies to work for and a future-ready organization, Dr. Mittal has always advocated the best-in-class HR Management practices, striving to foster the philosophy of an equal opportunity employer. In recognition of Dr. Mittal's immense contributions towards creating an inclusive workplace ecosystem within ONGC, she has been conferred with Silver Stevie Award in the category of	A dynamic professional with over 34 years of rich entrepreneurial experience in Strategic Planning & Management, Financial Planning & Control, Budgeting, Accounts, Auditing, Taxation, Legal & Secretarial Functions and MIS. Managing Partner M/s. Sharma Goel & Co., Chartered Accountants, New Delhi. Founder promoter of SGC Services Pvt. Ltd. A leading payroll services provider in the country specialising in handling of Payroll services, Compliances, Retiral Trust Management Expertise in analysing existing systems and procedures,	Social activist working for over two decades in the field of welfare, international cultural cooperation and the promotion and preservation of Indian arts. Advising and also been instrumental in launching a number of CSR projects by various corporates. Works in the field of social welfare and carries out community outreach programs for universal literacy. Having expertise in



		<p>Woman of the Year at International Business Awards 2021. Dr. Mittal has steered ONGC towards becoming one of the top public sector companies in the area of CSR and has helped supporting social infrastructure as well as building sustainable communities within the country.</p>	<p>preparing business continuity plans, designing internal control systems and facilitate effective decision-making. A keen planner, strategist & implementer with demonstrated abilities in managing entire financial operations along with auditing & taxation.</p>	<p>General Management, Marketing and Branding.</p> <p>Devotes time to conceptualizing and curating, strategizing and managing a plethora of social and cultural activities in around 40 cities in India.</p>
Board Membership of other Companies/Corporate Bodies	<ul style="list-style-type: none"> (i) National Credit Guarantee Trustee Company Limited (ii) Indian Strategic Petroleum Reserves Limited (iii) Punjab National Bank (iv) LIC of India (v) National Bank for Financing Infrastructure and Development 	<ul style="list-style-type: none"> (i) Oil and Natural Gas Corporation Limited (ii) ONGC Videsh Limited (iii) Mangalore Refinery & Petrochemicals Limited (iv) ONGC Petro-additions Limited (v) ONGC Mangalore Petrochemicals Limited (vi) Mangalore SEZ Limited (vii) ONGC Tripura Power Company Limited 	<ul style="list-style-type: none"> (i) Tuisto Garments Private Limited (ii) RSM Leather Enterprises Private Limited (iii) Virat Promoters Private Limited (iv) SGC Services Private Limited (v) Intellect Projects Private Limited (vi) Rudra Buildwell Infra Private Limited (vii) Spot Deal Traders Private Limited (viii) Namoh Travels Private Limited (ix) Ecomoney Insurance Brokers Private Limited (x) Sovereign Infracon Private Limited (xi) SSR Townships Private Limited (xii) Shri Tirupati Balaji Infracon Private Limited 	<ul style="list-style-type: none"> (i) New Horizons Manufacturing Private Limited (ii) Navjyoti Abasan Private Limited (iii) Essbee Networks Private Limited (iv) Saket Multi Services Private Limited (v) Prabha And Associates Pvt Ltd (vi) Essbee Consultants Limited (vii) Essbee Rajasthan Link Pvt Ltd



			<p>(xiii) Accurate Computer Technologies Private Limited</p> <p>(xiv) Orange Services India Private Limited</p> <p>(xv) Intellect Support Services Private Limited</p> <p>(xvi) L and M Consultants Private Limited</p> <p>(xvii) Safe Capital Services Private Limited</p> <p>(xviii) Lokesh Polymers Private Limited</p> <p>(xix) Indjets India Private Limited</p>	
Skills and capabilities of Independent Directors	N.A.	NA	Shri Sanjeev Mitla reigns from the field of strategic financial planning, taxation, accounting, budgeting, auditing, etc., which meets the skills and capabilities for the desired role.	Shri Sundeep Bhutoria reigns from the field of General Management, CSR, Marketing and Branding etc., which meets the skills and capabilities for the desired role.
Whether resigned from any listed entity in the last three years	No	No	No	No
Chairmanship(s)/Membership (s) of Committees of other Companies	Nil	Oil and Natural Gas Corporation Limited – Stakeholders’ Relationship Committee – Member	Nil	Nil



Number of shares held in the Company (self and as a beneficial owner)	Nil	800 shares	Nil	Nil
Remuneration proposed to be paid	Nil	Nil	Sitting fee for attending meetings of the Board or Committee(s) of the Board	Sitting fee for attending meetings of the Board or Committee(s) of the Board
Terms and Conditions of Appointment	Nominated by Ministry of Petroleum and Natural Gas on request of our company as per the terms and conditions contained in the Articles of Association of the Company.	Nominated by ONGC as per the terms and conditions contained in the Articles of Association of the Company.	As per the terms and conditions as contained in the Independent Directors' Appointment letter available on www.petronetlng.in .	As per the terms and conditions as contained in the Independent Directors' Appointment letter available on www.petronetlng.in .
Relationship with other Directors or KMP of the Company	Nil	Nil	Nil	Nil
Number of meetings of the Board attended since the date of appointment	One	One	NA	NA