



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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 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 special business 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 provided through NSDL/ CDSL/ RTA, the communication of the same has been given through advertisement dated April 27, 2023 (published on April 28, 2023) and disclosure to NSE and BSE on April 28, 2023.

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, 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 as on Friday, May 5, 2023 (cut-off date). 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, May 12, 2023 and ends at 5:00 p.m. (IST) on Saturday, June 10, 2023. The Scrutiniser will submit their report to the Chairman/ Managing Director of the Company and the results of the Postal Ballot will be announced on or before Tuesday, June 13, 2023. 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 National Securities Depository Limited ('NSDL') at <https://www.evoting.nsd.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 G. Krishnakumar (DIN: 09375274) as Nominee Director (BPCL) 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 G. Krishnakumar (DIN: 09375274), who was nominated by Bharat Petroleum Corporation Limited (BPCL) as its Nominee Director on the Board of the Company and who was appointed as an Additional Director (Nominee Director of BPCL) 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 March 21, 2023 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 (BPCL) 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 Milind Torawane, IAS (DIN: 03632394) as Nominee Director (GMB/ GoG) 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 Milind Torawane (DIN: 03632394), who was nominated by Gujarat Maritime Board, Government of Gujarat (GMB/ GoG), through Gujarat State Petroleum Corporation (GSPC) as its Nominee Director on the Board of the Company and who was appointed as an Additional Director (Nominee Director of GoG/GMB) 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 April 10, 2023 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 (GMB/ GoG) 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, May 5, 2023 (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 National Securities Depository Limited ('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, May 5, 2023 from 9:00 a.m. (IST)
Conclusion of e-voting	Saturday, June 10, 2023 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, May 5, 2023.
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, June 10, 2023 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.
11. The instructions for e-voting are as under:
 - i) The e-voting period begins at 9:00 a.m. (IST) on Friday, May 12, 2023 and ends on Saturday, June 10, 2023 at 5:00 p.m. (IST) During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as the cut-off date i.e. Friday, May 5, 2023 may cast their votes electronically. The e-voting module shall be disabled by National Securities Depository Limited ('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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able



	to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.nsd.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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 sachincs2022@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at 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 or to 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 or to 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 for procuring user id and password for e-voting by providing above mentioned documents.

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, 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 investor@bigshareonline.com 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	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and Debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures/ bonds, etc., held in physical form	Form ISR 4
	The forms for updating the above details are available at www.petronetlng.in	
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.

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

**Rajan Kapur
Company Secretary**

Dated: 06.05.2023

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 or re-appointment of a person on the Board of Directors or as a manager 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 in the paid-up share capital of the Company.

Shri G. Krishnakumar (DIN: 09375274) was nominated as Nominee Director (BPCL) on the Board of the Company by Bharat Petroleum Corporation Limited (BPCL) pursuant to Article 106 of the Articles of Association and was accordingly appointed as Additional Director (Nominee Director of BPCL) w.e.f. March 21, 2023, to hold office up to the next General Meeting or three months whichever is earlier.

Shri G. Krishnakumar is an alumnus of the National Institute of Technology, Tiruchirapalli (formerly REC Trichy) with a degree in Electrical Engineering. He also holds a Master's degree in Financial management from the Jamnalal Bajaj Institute of Management. During the 36 years of his professional career in BPCL, Shri G. Krishnakumar has held key positions across the Marketing and Human Resources functions with diverse leadership experience across business and functional domains. He



was at the core of BPCL's pioneering work in revolutionising the downstream fuel retailing industry in the country, leading the organisation's customer-centric forays in convenience retailing, premium fuels, in a way heralding the digital age of BPCL at the turn of the century using Customer Relationship Management (CRM) and Loyalty, a first in the Indian oil Industry. He has developed and nurtured winning brands like Petro Card, SmartFleet Speed, In & Out, which have been significant contributors to BPCL's differentiated customer value proposition in the marketplace, reinforcing the Pure for Sure customer promise. As the head of BPCL's Lubricants business, he spearheaded brand MAK's aggressive growth in the domestic and international markets, and in the expansion of the product portfolio to cover new and emerging industrial, agricultural, passenger and commercial vehicle segments. He also championed the expansion of the service dimension of the MAK brand - MAK Quik, for quick oil change for 2-wheelers which has since been adopted by millions of customers. As Executive Director (HRD), he was focused on major initiatives in the areas of Learning & Development and Talent management.

Shri G. Krishnakumar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and under Para C (10) (i) of Schedule V to SEBI LODR, 2015. He has given his consent to act as director of the Company.

Accordingly, regularisation of appointment of Shri G. Krishnakumar as the Director (Nominee Director, BPCL) on the Board is being put up to the Shareholders for seeking their approval through the process of this Postal Ballot. Shri G. Krishnakumar, if appointed, shall be liable to retire by rotation.

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 order to comply with the provisions contained in the Articles of Association of the Company 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 G. Krishnakumar, 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 or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



Dahej LNG Port Terminal Concession Agreement (Concession Agreement) was signed on 20th December, 2005 among Gujarat Maritime Board (GMB), Petronet LNG Limited and Government of Gujarat (GoG) for setting up LNG port terminal at Dahej. In terms of Clause 6.3 of Concession Agreement, GMB/GoG has a right to nominate a Director on the Board of the Company.

Shri Milind Torawane (DIN: 03632394) was nominated as Nominee Director (GoG/GMB) on the Board of the Company by Gujarat Maritime Board, Government of Gujarat (GMB/ GoG), through Gujarat State Petroleum Corporation Limited (GSPC), pursuant to the above said Concession Agreement and was accordingly appointed as Additional Director (Nominee Director of GoG/GMB) w.e.f. April 10, 2023, to hold office up to the next General Meeting or three months whichever is earlier.

Shri Milind Torawane, IAS, is the Managing Director of Gujarat State Petroleum Corporation Limited. He has done Bachelor of Engineering (Electronics & Telecommunication) and Masters in Public Administration at the Maxwell School of Syracuse University, USA.

He was Commissioner of Rural Development and Secretary to Government (Rural Department), Panchayats, Rural Housing & Rural Development Department. Further, he has also held various important positions in Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission.

He has vast experience of working in the Finance Department of Government of Gujarat, as the Secretary (Expenditure) and also as the Secretary (Economic Affairs).

He had also served as the Managing Director of Gujarat Alkalies and Chemicals Limited (GACL) and Gujarat State Investment Limited (GSIL). He has also served as Director on the Board of various Companies like Gujarat State Financial Services Ltd (GSFSL), Gujarat State Electricity Corporation Limited (GSECL), Gujarat Mineral Development Corporation (GMDC), Gujarat Urja Vikas Nigam Limited (GUVNL) etc.

Shri Milind Torawane, IAS, was awarded the best District Development Officer [District - Narmada (Rajpipla)] in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat.

Shri Milind Torawane is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and under Para C (10) (i) of Schedule V to SEBI LODR, 2015. He has given his consent to act as director of the Company.

Accordingly, regularisation of appointment of Shri Milind Torawane as the Director (Nominee Director, GoG/GMB) on the Board is being put up to the Shareholders for seeking their approval through the process of this Postal Ballot. Shri Milind Torawane, if appointed, shall be liable to retire by rotation.

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 order to comply with the provisions contained in the Articles of Association of the Company, Concession Agreement 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 Milind Torawane, 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**

**Rajan Kapur
Company Secretary**

**Dated: 6th May, 2023
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 G. Krishnakumar DIN: 09375274	Shri Milind Torawane, IAS DIN: 03632394
Date of Birth and Age	16.04.1965 (about 58 years)	30.08.1972 (about 51 years)
Date of Appointment (initial)	March 21, 2023	April 10, 2023
Qualifications	Shri G. Krishnakumar is an alumnus of the National Institute of Technology, Tiruchirapalli (formerly REC Trichy) with a degree in Electrical Engineering. He also holds a Master's degree in Financial management from the Jamnalal Bajaj Institute of Management.	Shri Milind Torawane, IAS has done Bachelor of Engineering (Electronics & Telecommunication) and Masters in Public Administration at the Maxwell School of Syracuse University, USA.
Expertise in specific functional areas and Experience	During the 36 years of his professional career in BPCL, Shri G. Krishnakumar has held key positions across the Marketing and Human Resources functions with diverse leadership experience across business and functional domains. He was at the core of BPCL's pioneering work in revolutionising the downstream fuel retailing industry in the country, leading the organisation's customer-centric forays in convenience retailing, premium fuels, in a way heralding the digital age of BPCL at the turn of the century using Customer Relationship Management (CRM) and Loyalty, a first in the Indian oil Industry. He has developed and nurtured winning brands like Petro Card, SmartFleet Speed, In & Out, which have been significant contributors to BPCL's differentiated customer value proposition in the marketplace, reinforcing the Pure for Sure customer promise. As the head of BPCL's Lubricants business, he spearheaded brand MAK's aggressive growth in the domestic and international markets, and in the expansion of the product portfolio to cover new and emerging industrial, agricultural, passenger and commercial vehicle segments. He also championed the expansion of the service dimension of the MAK brand - MAK Quik, for quick oil change for 2-wheelers which has since	Shri Milind Torawane, IAS, is the Managing Director of Gujarat State Petroleum Corporation Limited. He is also Managing Director of Gujarat Gas Limited as well as GSPC LNG Limited and Joint Managing Director of Gujarat State Petronet Limited. He was Commissioner of Rural Development and Secretary to Government (Rural Department), Panchayats, Rural Housing & Rural Development Department. Further, he has also held various important positions in Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission. He has vast experience of working in the Finance Department of Government of Gujarat, as the Secretary (Expenditure) and also as the Secretary (Economic Affairs). He had also served as the Managing Director of Gujarat Alkalies and Chemicals Limited (GACL) and Gujarat State Investment Limited (GSIL). He has also served as Director on the Board of various Companies like Gujarat State Financial



	been adopted by millions of customers. As Executive Director (HRD), he was focused on major initiatives in the areas of Learning & Development and Talent management.	Services Ltd (GSFSL), Gujarat State Electricity Corporation Limited (GSECL), Gujarat Mineral Development Corporation (GMDC), Gujarat Urja Vikas Nigam Limited (GUVNL) etc. Shri Milind Torawane, IAS, was awarded the best District Development Officer [District - Narmada (Rajpipla)] in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat.
Board Membership of other Companies/ Corporate Bodies	(i) Bharat Petroleum Corporation Limited (ii) Petronet LNG Limited (iii) Bharat PetroResources Limited	(i) Gujarat State Petroleum Corporation Limited (ii) Gujarat State Petronet Limited (iii) Gujarat Gas Limited (iv) Sabarmati Gas Limited (v) GSPC LNG Limited (vi) GSPC Pipavav Power Company Limited (vii) Gujarat State Energy Generation Limited (viii) GSPL India Transco Limited (ix) GSPL India Gasnet Limited
Skills and capabilities of Independent Directors	NA	NA
Whether resigned from any listed entity in the last three years	NA	(i) Gujarat Mineral Development Corporation Limited (ii) Gujarat Gas Limited (iii) Gujarat Alkalies and Chemicals Limited (iv) Gujarat Industrial Power Company Limited
Chairmanship(s)/ Membership(s) of Committees of other Companies*	Nil	(i) Gujarat State Petronet Limited – Audit Committee – Member (ii) Gujarat State Petronet Limited – Stakeholders’ Relationship Committee – Member (iii) Gujarat Gas Limited – Audit Committee - Member
Last Remuneration paid	NA	NA



Number of shares held in the Company (self and as a beneficial owner)	400	Nil
Remuneration proposed to be paid	Nil	Nil
Terms and Conditions of Appointment	Nominated by BPCL as per the terms and conditions contained in the Articles of Association of the Company.	Nominated by GMB/GoG through Gujarat State Petroleum Corporation (GSPC) as per the terms and conditions contained in Dahej LNG Port Terminal Concession Agreement.
Relationship with other Directors or KMP of the Company	None	None
Number of meetings of the Board attended since the date of appointment until 03.05.2023	2 out of 2	1 out of 1

*For the determination of committee positions, membership/ chairmanship in Audit Committee and Stakeholders' Relationship Committee is being reckoned.

Date: 6th May, 2023

Place: New Delhi