



# Petronet LNG Limited

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

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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 December 15, 2022 and disclosure to NSE and BSE on December 16, 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, 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, December 30, 2022 and ends at 5:00 p.m. (IST) on Saturday, January 28, 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, January 31, 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](http://www.petronetlng.in) and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.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 Ramakrishna Gupta Vetsa (DIN: 08188547) 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 Ramakrishna Gupta Vetsa (DIN: 08188547), 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 November 1, 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 (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 Arun Kumar Singh (DIN:06646894) 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 Arun Kumar Singh (DIN: 06646894), 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 (Nominee Director of ONGC) 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 December 14, 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.”



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

**ITEM No. 3:**

**To appoint Shri Muker Jeet Sharma (DIN: 07599788), Indian Forest Service (1985 Batch) 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 (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 Muker Jeet Sharma (DIN: 07599788), Indian Forest Service (1985 Batch), 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 November 24, 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 and 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. November 24, 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 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, December 23, 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, December 30, 2022 from 9:00 a.m. (IST)
Conclusion of e-voting	Saturday, January 28, 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, December 23, 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, January 28, 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](mailto: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, December 30, 2022 and ends on Saturday, January 28, 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 on Friday,



December 23, 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<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 user 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 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.</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></li> </ol>



	<p>and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<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>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>



**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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





(ii)	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'. If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b>
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on " <b>Forgot User Details/Password?</b> " (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . b) <b>Physical User Reset Password?</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](mailto:sachincs2022@gmail.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.



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: 24.12.2022**

**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 in the paid-up share capital of the Company.

Shri Ramakrishna Gupta Vetsa (DIN: 08188547) 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. November 1, 2022, to hold office up to the next General Meeting or three months whichever is earlier.

Shri Ramakrishna Gupta Vetsa is a member of the Institute of Chartered Accountants of India (1998 batch) and a Bachelor of Commerce. He is also a member of the Institute of Cost Accountants of India. He has a well-rounded experience across Finance functions covering Commercial Finance, Corporate Accounts, Risk Management, Business plan, Budgeting, Treasury operations, etc. He joined BPCL in August 1998 and has an illustrious career spanning over 24 years in BPCL in various Finance roles. He is currently a Board member in BPRL (Bharat PetroResources Limited) and Fino Paytech Limited and he was also a Board member in the recently amalgamated BORL (Bharat Oman Refineries Limited), BGRL (Bharat Gas Resources Limited) and MAFFL (Mumbai Aviation Fuel Farm Facility Private Limited).

As BPCL Board member, he has played an instrumental role in the formulation and implementation of strategy towards ensuring sustainable growth for the organization in the backdrop of the paradigm shift taking place in the energy landscape. He believes in the philosophy of growth with governance, driven by a dynamic blend of vision, agility, efficiency, and innovation for long-term value creation for the organization.

He welcomes change in the form of Energy Transition as an opportunity to explore, develop and ride new growth, built on top of the Corporation's core business. This helps the Corporation to serve novel energy options as well as new level of services and experiences to customers, while making the Corporation future-ready in multiple ways. A big advocate of digitalisation, he envisions the massive-scale digital transformation being implemented at Bharat Petroleum as a far-reaching initiative that is



reinforcing Trust, Convenience and Personalization for consumers and enhancing efficiencies and transparency in operations.

Under his able leadership, BPCL swiftly completed the merger of BORL and BGRL, wholly owned subsidiaries, with BPCL, along with smooth onboarding of BORL and BGRL employees into the BPCL family.

Shri Ramakrishna Gupta Vetsa 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 Ramakrishna Gupta Vetsa 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 Ramakrishna Gupta Vetsa, 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 Ramakrishna Gupta Vetsa, 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 in the paid-up share capital of the Company.

Shri Arun Kumar Singh (DIN: 06646894) was nominated as Nominee Director (ONGC) on the Board 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. December 14, 2022, to hold office up to the next General Meeting or three months whichever is earlier.

Shri Arun Kumar Singh is a Mechanical Engineer with first rank from National Institute of Technology, Patna (Formerly BCE, Patna). He has headed various Business Units and Entities in Bharat Petroleum Corporation Limited (BPCL) viz. Retail, LPG, Pipelines and Supply Chain Optimization etc.

He has rich experience of over 35 years in the Oil & Gas Industry. Shri Arun Kumar Singh has also held the position of President (Africa & Australasia) in Bharat Petro Resources Ltd, a wholly owned Subsidiary of BPCL, engaged in exploration of Oil & Gas, largely overseas.

Shri Arun Kumar Singh 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 Arun Kumar Singh 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. Shri Arun Kumar Singh, 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 Arun Kumar Singh, 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 Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, appointed Shri Muker Jeet Sharma (DIN: 07599788), Indian Forest Service (1985 Batch) as an Additional Director (Independent Director) of the Company for a period of three years w.e.f. November 24, 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 Muker Jeet Sharma is a Science Graduate from Jammu, Post-graduate in Geography from Punjab University, Chandigarh. He has rich experience of more than 35 years in administration, soil & water conservation, global warming, pollution control, climate change, ecology & environment protection, business strategy, consultancy and project management. He has served State Forest Service from 1978 to 1985 and thereafter, he was in Indian Forest Service from 1985 until 2014.

He retired as Addl. Principle Chief Conservator of Forest, Indian Forest Services, after serving the Indian Government for over 36 years. During his tenure, he undertook and led numerous initiatives to promote the conservation and protection of forests in J&K (cadre-state) and community forestry. His efforts were recognized by way of the Indira Priyadarshini Vriksha Mitra Award presented to the Forest Department. He is also the Founder and serving President of J&K Amateur Fencing Association.

Shri Muker Jeet Sharma reigns from Indian Forest Service and his experience and expertise in the environment related field would be an advantage to the Company in dealing with the issues pertaining to Environmental Protection, Soil & Water Conservation and related issues including Global Warming and Climate Change as well as participatory management of forestry on government and private land. This meets the skills and capabilities for the desired role.

The Company has also received a declaration of independence from Shri Muker Jeet Sharma. In the opinion of the Board, Shri Muker Jeet Sharma 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 Muker Jeet Sharma 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 Muker Jeet Sharma as Independent Director on the Board is being put up to the shareholders for seeking their approval through the process of this Postal Ballot. Shri Muker Jeet Sharma, if appointed, shall not 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 of Regulation 17(1) of the SEBI LODR, 2015 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 Muker Jeet Sharma, 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.

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

**Sd/-  
Rajan Kapur  
Company Secretary**

**Dated: 24.12.2022  
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**

<b>Name of the Director</b>	<b>Shri Vetsa Ramakrishna Gupta DIN: 08188547</b>	<b>Shri Arun Kumar Singh DIN: 06646894</b>	<b>Shri Muker Jeet Sharma, Indian Forest Service (1985 Batch) DIN: 07599788</b>
Date of Birth and Age	29.06.1971 (51 years)	06.10.1962 (60 years)	28.09.1954 (68 years)
Date of Appointment (initial)	November 1, 2022	December 14, 2022	November 24, 2022
Qualifications	He is a member of the Institute of Chartered Accountants of India (1998 batch) and a Bachelor of Commerce. He is also a Cost Accountant.	Mechanical Engineer with first rank from National Institute of Technology, Patna (Formerly BCE, Patna)	Science Graduate from Jammu, Post-graduate in Geography from Punjab University, Chandigarh
Expertise in specific functional areas and Experience	A BPCL veteran, Shri V R K Gupta has a well-rounded experience across Finance functions covering Commercial Finance, Corporate Accounts, Risk Management, Business plan, Budgeting, Treasury operations, etc. He joined BPCL in August 1998 and has an illustrious career spanning over 24 years in BPCL in various Finance roles. He is currently a Board member in BPRL (Bharat PetroResources Limited) and he was also a Board member in the recently amalgamated BORL (Bharat Oman Refineries Limited), BGRL (Bharat Gas Resources Limited).  As BPCL Board member, he has played an instrumental role in the formulation and implementation of strategy towards ensuring	Shri Arun Kumar Singh has headed various Business Units and Entities in Bharat Petroleum Corporation Limited (BPCL) viz. Retail, LPG, Pipelines and Supply Chain Optimization etc.  He has rich experience of over 35 years in the Oil & Gas Industry. Shri Arun Kumar Singh has also held the position of President (Africa & Australasia) in Bharat Petro Resources Ltd, a wholly owned Subsidiary of BPCL, engaged in exploration of Oil & Gas, largely overseas.	Shri Sharma has rich experience of more than 35 years in administration, soil & water conservation, global warming, pollution control, climate change, ecology & environment protection, business strategy, consultancy and project management. He has served State Forest Service from 1978 to 1985 and thereafter, he was in Indian Forest Service from 1985 until 2014.  He retired as Addl. Principle Chief Conservator of Forest, Indian Forest Services, after serving the Indian Government for over 36 years. During his tenure, he undertook and led numerous initiatives to promote the conservation and protection of forests in J&K (cadre-state) and community forestry. His efforts were recognized by way of the



	<p>sustainable growth for the organization in the backdrop of the paradigm shift taking place in the energy landscape. He believes in the philosophy of growth with governance, driven by a dynamic blend of vision, agility, efficiency, and innovation for long-term value creation for the organization.</p> <p>He welcomes change in the form of Energy Transition as an opportunity to explore, develop and ride new growth, built on top of the Corporation's core business. This helps the Corporation to serve novel energy options as well as new level of services and experiences to customers, while making the Corporation future-ready in multiple ways. A big advocate of digitalisation, he envisions the massive-scale digital transformation being implemented at Bharat Petroleum as a far-reaching initiative that is reinforcing Trust, Convenience and Personalization for consumers and enhancing efficiencies and transparency in operations.</p> <p>Under his able leadership, BPCL swiftly completed the merger of BORL and BGRL, wholly owned subsidiaries, with BPCL, along with smooth onboarding of BORL and BGRL employees into the BPCL family.</p>		<p>Indira Priyadarshini Vriksha Mitra Award presented to the Forest Department. He is also the Founder and serving President of J&amp;K Amateur Fencing Association.</p>
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Board Membership of other Companies/Corporate Bodies	(i) Bharat Petroleum Corporation Limited (ii) Bharat PetroResources Limited	(i) Oil and Natural Gas Corporation Limited (ii) ONGC Videsh Limited (iii) Mangalore Refinery and Petrochemicals Limited (iv) ONGC Petro additions Limited (v) Mangalore SEZ Limited (vi) ONGC Tripura Power Company Limited	NIL
Skills and capabilities of Independent Directors	NA	NA	Shri Muker Jeet Sharma reigns from Indian Forest Service and his experience and expertise in the environment related field would be an advantage to the Company in dealing with the issues pertaining to Environmental Protection, Soil & Water Conservation and related issues including Global Warming and Climate Change as well as participatory management of forestry on government and private land. This meets the skills and capabilities for the desired role.
Whether resigned from any listed entity in the last three years	NA	NA	NA
Chairmanship(s)/ Membership(s) of Committees of other Companies	(i) Bharat Petroleum Corporation Limited – Member – Stakeholders’ Relationship Committee, CSR Committee and Risk Management Committee (ii) Bharat PetroResources Limited – Member – Audit Committee (iii) Petronet LNG Limited – Chairman – Risk Management Committee	Nil	-



Number of shares held in the Company (self and as a beneficial owner)	Nil	Nil	Nil
Remuneration proposed to be paid	Nil	Nil	Sitting fee for attending meetings of the Board or Committee(s) of the Board
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 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 <a href="http://www.petronetlng.in">www.petronetlng.in</a> .
Relationship with other Directors or KMP of the Company	None	None	None



Number of meetings of the Board attended since the date of appointment	Two out of two.	No Board Meeting was held since the date of appointment.	No Board Meeting was held since the date of appointment.
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