



# Petronet LNG Limited

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

Phone: 011-23411411 CIN: L74899DL1998PLC093073

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

## 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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as '**MCA Circulars**'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution in the special businesses appended below, be passed by the Members of the Company (as on the Cut-off Date) as ordinary resolution(s), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting"):

S.No.	Particulars
1.	Appointment of Shri Saurav Mitra (DIN: 07684414) as Director (Finance) & Chief Financial Officer of the Company
2.	Appointment of Shri Sanjay Khanna (DIN: 09485131) as Nominee Director (BPCL) of the Company

Further, the assent/ dissent of the members on the resolution proposed in this Postal Ballot Notice will be considered only through the remote e-voting system. An Explanatory Statement under Section 102 (1) of the Act pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

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 communication urging Members to register their email address has been given through advertisement dated 28.04.2025 (published on 29.04.2025) and disclosure to NSE and BSE on 29.04.2025.

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-

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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

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**Kochi LNG Terminal:**

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



voting (remote e-voting) through National Securities Depository Limited ('NSDL') to all Members to enable them to cast their votes electronically as on Friday, 23<sup>rd</sup> May 2025 (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, 30<sup>th</sup> May 2025 and ends at 5:00 p.m. (IST) on Saturday, 28<sup>th</sup> June 2025. 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, 1<sup>st</sup> July 2025. 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>.

#### **SPECIAL BUSINESSES:**

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

##### **ITEM NO. 1**

**To appoint Shri Saurav Mitra (DIN: 07684414) as Director (Finance) & Chief Financial Officer of the Company**

**"RESOLVED THAT** pursuant to Article 111 of the Articles of Association of the Company and the provisions of Section 149, 152, 196 and 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force), Shri Saurav Mitra (DIN: 07684414), who was appointed as Additional Director in the capacity of Director (Finance) & Chief Financial Officer by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors on 16<sup>th</sup> April 2025, 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 Director (Finance) & Chief Financial Officer of the Company to hold office for a period of five years from the date of joining i.e. 22<sup>nd</sup> April 2025, on the terms and conditions including remuneration as set out in statement pursuant to Section 102 of the Act annexed to the Notice of this postal ballot with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and that he shall not be liable to retire by rotation."



## ITEM NO. 2

### **To appoint Shri Sanjay Khanna (DIN: 09485131) 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 Sanjay Khanna (DIN: 09485131), 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 19<sup>th</sup> May 2025 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.”

#### **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, 23<sup>rd</sup> May 2025 (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 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, 30 <sup>th</sup> May 2025 from 9:00 a.m. (IST)
Conclusion of e-voting	Saturday, 28 <sup>th</sup> June 2025 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, 23<sup>rd</sup> May 2025.
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 Friday, 28<sup>th</sup> June 2025 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. We urge members to support our commitment to environment 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.

## 12. Important instruction for members holding shares in physical form:

- (i) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/sep-2024/1727418250017.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf)
- (ii) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.petronetlng.in/norms-for-processing-investors-service-requested-by-rta-related-forms> and on RTA's website at [Bigshare Services Pvt Ltd \(bigshareonline.com\)](https://www.bigshareonline.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
- (i) Members are requested to update their records by submitting duly filled and signed relevant form along with the relevant proofs listed in the forms, to the RTA of the Company, Bigshare Services Private Limited by post to Office No. S6-2 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri {E} Mumbai – 400093.

Details of the relevant forms are provided herein below:

Type of holder	Process to be followed	
Physical Form	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>



	Declaration to opt out	<a href="#">Form ISR-3</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>
	Request for Transmission of Securities by Nominee or Legal Heir	<a href="#">Form ISR-5</a>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and Debenture) Rules, 2014	<a href="#">Form SH-13</a>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	<a href="#">Form SH-14</a>
	The forms for updating the above details are available at <a href="http://www.petronetlng.in">www.petronetlng.in</a>	
<b>Demat</b>	Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.	

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.

13. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11<sup>th</sup> August 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution.

Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

The detailed circulars and process are also available on the website of the Company at <https://www.petronetlng.in/sop-for-dispute-resolution-under-the-stock-exchange-arbitration-mechanism>.

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

- i) The e-voting period begins at 9:00 a.m. (IST) on Friday, 30<sup>th</sup> May 2025 and ends on Saturday, 28<sup>th</sup> June 2025 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, 23<sup>rd</sup> May 2025 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<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>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as</li> </ol>



	<p>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>
Individual Shareholders holding securities in demat mode with CDSL	<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> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The</li> </ol>





	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 e-voting 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on 022- 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<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 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:
- Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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?**

- 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.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
- Now you are ready for e-voting as the Voting page opens.
- 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.
- 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 022- 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior 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.
15. Any clarifications in this regard may be addressed to the RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
16. Shareholders may use the following link to register their details or raise their queries –  
– <https://www.bigshareonline.com/InvestorLogin.aspx>  
<https://iconnect.bigshareonline.com/Account/Login>

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

**sd/-  
Rajan Kapur  
Company Secretary**

**Dated: 24<sup>th</sup> May 2025  
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**

Pursuant to Section 152 of the Companies Act, 2013, every director shall be appointed by the company in general meeting.

Section 161(1) of the Companies Act, 2013 provides that the articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an Additional Director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

In terms of Section 196 (4) of the Companies Act, 2013, the appointment, the terms and conditions of appointment of whole-time director and the remuneration payable shall be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution in the next general meeting of the Company.

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.

Pursuant to the provisions of Article 111 of the Articles of Association of the Company, Shri Saurav Mitra was appointed by Board of Directors of the Company, in its meeting held on 16<sup>th</sup> April 2025, on the recommendation of the Search Committee, the Nomination and Remuneration Committee and the Audit Committee of the Board, as an Additional Director in the capacity of Director (Finance) & Chief Financial Officer of the Company for a period of five years from the date of joining.

Shri Saurav Mitra joined the Company as Director (Finance) & Chief Financial Officer of the Company on 22<sup>nd</sup> April 2025.

His brief profile is as under:

Shri Saurav Mitra (DIN: 07684414), aged 56 years is an Associate Member of Institute of Cost Accountant of India (ACMA). He is a seasoned finance professional with a distinguished career spanning more than three decades in Indian Oil Corporation Limited (IOCL) and its overseas subsidiary, Lanka IOC PLC. At Lanka IOC, he held key leadership position of CFO, where he played a crucial role in driving financial strategy and operational excellence during a phase of significant business consolidation and growth.



At IOCL, in the capacity of Executive Director (Internal Audit) at the Corporate Office, he led enterprise-wide audit initiatives that not only ensured compliance and management control systems but also delivered strategic value through enhanced risk management and governance frameworks. His contributions in project finance were critical in ensuring the financial viability and structured execution of high-value infrastructure and energy projects. He was involved in large mobilisation of funds from domestic and international markets and took investment decisions in large infrastructure projects.

A forward and strategic thinking leader, he has been instrumental in digital transformation projects, fostering innovation and notably pioneering the enterprise-wide Vendor Invoice Management System at IOCL. Apart from above, he has been pivotal in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, finalization of various Agreements, Pricing, Marketing, Mergers & Acquisitions, Taxation, Regulatory aspects etc.

Renowned for his team management skills, he is known for nurturing high-performance cross-functional teams and fostering a culture of accountability and continuous learning.

Shri Saurav Mitra 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.

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.

The terms and conditions of his appointment are attached as Appendix-1 to 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 Shri Saurav Mitra is appointed as Director (Finance) & Chief Financial Officer of the Company.

Accordingly, regularisation of appointment of Shri Saurav Mitra (DIN: 07684414) as Director (Finance) & Chief Financial Officer of the Company is being put up to the shareholders for seeking their approval by way of ordinary resolution through the process of this Postal Ballot. Shri Saurav Mitra, if appointed, shall not be liable to retire by rotation.

Except Shri Saurav Mitra, 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 shareholders.





## 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.

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 Sanjay Khanna (DIN: 09485131), Director (Refineries) with additional charge of C&MD, Bharat Petroleum Corporation Limited (BPCL) was nominated as Nominee Director (BPCL) on the Board of the Company by BPCL pursuant to Article 106 of the Articles of Association.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, appointed Shri Sanjay Khanna (DIN: 09485131) as an Additional Director (Nominee Director of BPCL) of the Company w.e.f. 19<sup>th</sup> May 2025 to hold office upto next General Meeting or three months, whichever is earlier.

His brief profile is as under:

Shri Sanjay Khanna (DIN: 09485131), aged 56 years, is a chemical engineering graduate from National Institute of Technology, Tiruchirapalli and postgraduate in Finance Management from Mumbai University. He has over 3 decades of experience in refinery operations and technical services.

He anchored several prestigious projects for setting up new process units in Refineries at Mumbai, Kochi and Numaligarh.

Prior to becoming Director (Refineries), he headed Kochi and Mumbai Refineries of BPCL. As executive Director of Kochi Refinery, he played a key role in commissioning the first 'Niche Petrochemical' project of BPCL, Propylene Derivative Petrochemical Project (PDPP).

Shri Sanjay Khanna also serves as a Director on the Boards of Bharat Petroleum Corporation Limited, Bharat Petro Resources Limited and Ratnagiri Refinery and Petrochemicals Limited. Additionally, Shri Khanna is also the current Chairperson of 'Technical Committee for Petroleum Refineries' under Ministry of Petroleum and Natural Gas (MoPNG).

Shri Sanjay Khanna 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 Sanjay Khanna (DIN: 09485131) as Nominee Director (BPCL) on the Board is being put up to the shareholders for seeking their approval by way of ordinary resolution through the process of this Postal Ballot. Shri Sanjay Khanna, 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 Sanjay Khanna, 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 shareholders.

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

**sd/-  
Rajan Kapur  
Company Secretary**

**Dated: 24<sup>th</sup> May 2025  
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 Saurav Mitra DIN: 07684414	Shri Sanjay Khanna DIN: 09485131
Date of Birth and Age	16.11.1968 (56 years)	11.05.1969 (56 years)
Date of Appointment (initial)	Appointment w.e.f. 22 <sup>nd</sup> April 2025	Appointment w.e.f. 19 <sup>th</sup> May 2025
Qualifications	Associate Member of Institute of Cost Accountant of India (ACMA)	Shri Sanjay Khanna is a chemical engineer from National Institute of Technology, Tiruchirapalli and postgraduate in Finance Management from Mumbai University.
Expertise in specific functional areas and Experience	<p>Shri Saurav Mitra is a seasoned finance professional with a distinguished career spanning more than three decades in Indian Oil Corporation Limited (IOCL) and its overseas subsidiary, Lanka IOC PLC. At Lanka IOC, he held key leadership position of CFO, where he played a crucial role in driving financial strategy and operational excellence during a phase of significant business consolidation and growth.</p> <p>At IOCL, in the capacity of Executive Director (Internal Audit) at the Corporate Office, he led enterprise-wide audit initiatives that not only ensured compliance and Management control systems but also delivered strategic value through enhanced risk management and governance frameworks. His contributions in project finance were critical in ensuring the financial viability and structured execution of high-value infrastructure and energy projects. He was involved in</p>	<p>Shri Sanjay Khanna has over 3 decades of experience in refinery operations and technical services.</p> <p>He anchored several prestigious projects for setting up new process units in Refineries at Mumbai, Kochi and Numaligarh.</p> <p>Prior to becoming Director (Refineries), he headed Kochi and Mumbai Refineries of BPCL. As executive Director of Kochi Refinery, he played a key role in commissioning the first 'Niche Petrochemical' project of BPCL, Propylene Derivative Petrochemical Project (PDPP).</p> <p>Shri Sanjay Khanna also serves as a Director on the Boards of Bharat Petro Resources Limited and Ratnagiri Refinery and Petrochemicals Limited. Additionally, Shri Khanna is also the current Chairperson of</p>



	<p>large mobilisation of funds from domestic and international markets and took investment decisions in large infrastructure projects.</p> <p>A forward and strategic thinking leader, he has been instrumental in digital transformation projects, fostering innovation and notably pioneering the enterprise-wide Vendor Invoice Management System at IOCL. Apart from above, he has been pivotal in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, finalization of various Agreements, Pricing, Marketing, Mergers &amp; Acquisitions, Taxation, Regulatory aspects etc.</p> <p>Renowned for his team management skills, he is known for nurturing high-performance cross-functional teams and fostering a culture of accountability and continuous learning.</p>	<p>‘Technical Committee for Petroleum Refineries’ under Ministry of Petroleum and Natural Gas (MoPNG).</p>
Board Membership of other Companies/ Corporate Bodies	<p>1. Petronet LNG Foundation</p> <p>2. Petronet Energy Limited</p> <p>3. Petronet LNG Singapore Pte. Ltd.</p>	<p>1. Bharat Petroleum Corporation Limited</p> <p>2. Bharat Petroresources Limited</p> <p>3. Ratnagiri Refinery and Petrochemicals Limited</p>
Skills and capabilities of Independent Directors	NA	NA
Whether resigned from any listed entity in the last three years	Yes, Indian Oil Corporation Limited	NA
Chairmanship(s)/ Membership(s) of Committees of other Companies*	Nil	Nil



Last Remuneration paid	NA	NA
Number of shares held in the Company (self and as a beneficial owner)	100	400
Remuneration proposed to be paid	As per Appendix-1 to this Notice	Nil
Terms and Conditions of Appointment	As per Appendix-1 to this Notice	Nominated by BPCL as per the terms and conditions contained in the Articles of Association of the Company.
Relationship with other Directors or KMP of the Company	None	None
Number of meetings of the Board attended since appointment	One out of one Meeting	One out of one Meeting

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



## Appendix-1

**The terms and conditions of appointment of Shri Saurav Mitra (DIN: 07684414) as Director (Finance) & Chief Financial Officer are as under:**

1. **Salary:** Total Fixed Pay is **Rs. 1,32,00,000/-**. The detailed CTC Structure is attached as **Annexure-A**. Shall be eligible for first annual Increment effective 1<sup>st</sup> April 2026 and thereafter, year-on-year basis as per Company Policy.
2. **Other benefits** (as per company policy)
  - a. Company owned car
  - b. Telephone/Fax/Internet facility
  - c. Leave/Leave Salary
  - d. Corporate Club Membership
  - e. Personal Accident Insurance
  - f. Group Term Life Insurance
  - g. Post-Retirement Medical Scheme
  - h. Any other benefit as per company approved policy
3. The performance incentive would be decided by the Nomination and Remuneration Committee of the Board on a year-on-year basis based on the performance of the company.
4. Any and all allowances, perquisites and benefits under the appropriate schemes and rules applicable generally to the officers of the company shall be provided, however that the total remuneration shall be within the ceiling prescribed under Schedule V of the Companies Act, 2013.
5. The appointment will be subject to termination by three-month notice in writing on either side.

Commission on profit, if any decided by the Board on a yearly basis subject to and within the ceiling as may be approved by the Shareholders.

The tenure of appointment is for a period of 5 years, from the date of taking over the charge of Director (Finance) & CFO, Whole-time Key Managerial Personnel.

The appointment and other service terms will be subject to the relevant provisions of the Companies Act, 2013 as amended from time to time.



No sitting fees shall be paid for attending the meetings of the Board or any Committee thereof.

**Annexure-A**

<b>Total Fixed Pay</b>		<b>₹ 1,32,00,000</b>
Monthly Basic		₹ 4,40,000
<b>Annual Basic Pay (A)</b>		<b>₹ 52,80,000</b>
<b>Retirals (B)</b>	PF	₹ 6,33,300
	SBF/NPS	₹ 7,92,000
	Gratuity	₹ 2,53,846
<b>Total (B)</b>		<b>₹ 16,79,446</b>
<b>Flexi Pay (C)</b>		<b>₹ 62,40,554</b>
HRA		₹ 31,68,000
Fuel Charges		₹ 2,00,000
Vehicle Maintenance		
Driver Wages		
Medical reimbursement		₹ 4,40,000
LTA @ 1.5 times of Basic Pay		₹ 6,60,000
Furniture Advance & Maint.		₹ 72,857
Education Allowance		₹ 2,400
Final Special Allowance		₹ 16,97,297
<b>Incentive/Variable Pay (D)*</b>		<b>₹ 33,00,000</b>
<b>Final CTC (A+B+C+D)</b>		<b>₹ 1,65,00,000</b>

\* The CTC has been arrived at based on highest Company performance rating and the final payout may vary based on actual Company performance rating.

**Date: 24<sup>th</sup> May 2025**

**Place: New Delhi**