

# PETRONET LNG LIMITED

CIN : L74899DL1998PLC093073

Regd. Office : 1st Floor, World Trade Centre, Babar Road, Barakhamba Lane, New Delhi- 110 001.

Tele: +91 11 23411411, 23472525 Fax: +91 11 23472550

Website : www.petronetlng.com Email : webmaster@petronetlng.com



## Notice of Postal Ballot

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,

The Members,

Notice is hereby given to the Members of Petronet LNG Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (the "Companies Act") (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of Members of the Company by passing resolutions by way of Postal Ballot, for the following Special Business(s):-

### **ITEM NO. 1: Creation of Mortgage and / or Charge on all or any of the Movable and / or Immovable Properties of the Company**

**"RESOLVED THAT** pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made there under, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to mortgage or charge, in addition to the mortgage/charges created and/or to be created by the Company, in such form and manner and with such ranking and at such time and times and on such terms and conditions as the Board may think fit, the whole or substantially the whole of the Company's any one or more undertakings or all undertakings, including the present or future properties, whether movable or immovable, as the case may be, in favour of public financial institutions, banks, other financial institutions and other secured lenders (hereinafter collectively referred to as the "Lenders"), who may be extending or participating in extending loans and/or syndicated loans and/or securing loans in Rupees and/or Foreign currencies, as the case may be, to enable it to obtain loan or financial accommodation in any other form, up to such amount as the Board, in its absolute discretion may deem necessary and/or expedient together with interest at the agreed specified rates, compound interest, liquidated damages, commitment charges, premium on repayment and all other monies including any increase on account of revaluation/devaluation/fluctuation in the rates of foreign currencies involved, payable by the Company to any of the Lenders and/or Agents and/or in terms of their respective loan Agreements/ Hypothecation Agreements/ Letters of Sanction/Memorandum of Terms and Conditions/executed/entered into or to be executed/entered into by the Company in favour of the Lenders and/or their Agents, in respect of the said loans and/or financial assistance and/or guarantees.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle and execute with the aforesaid Lenders such documents, deeds, and writings/agreements as may be required for creating the aforesaid mortgage(s), and/or charge(s) and for reserving the aforesaid rights in their favour as the Board, as the case may be, in its absolute discretion deem fit and to do all such acts, deeds and things, in the manner as may be necessary or proper for giving effect to creating mortgages and charges as aforesaid".

### **ITEM NO. 2: Increase in Borrowing Powers up to Rs. 20,000 Crore**

**"RESOLVED THAT** pursuant to Section 180 (1)(c) and all other applicable provisions and Rules, if any, of the Companies Act, 2013, the consent of the Members be and is hereby accorded to the Board of Directors to borrow

such sums of money (including by way of debentures secured or unsecured, loans or otherwise), at any time or from time to time as may be required for the purpose of the business of the Company in excess of the aggregate of the paid up share capital of the Company and its free reserves i.e. to say, reserves not set apart for any specific purpose, subject to the condition that such borrowing together with the money which is already borrowed (apart from temporary loans obtained by the Company from its bankers in the ordinary course of business) shall not at any time exceed Rs. 20,000 Crore."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing as aforesaid."

**ITEM NO. 3: Raising Funds up to Rs. 1,000 Crore through issue of Secured / Unsecured Non-convertible Debentures through Private Placement**

**"RESOLVED THAT** pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 and Rules made there under, consent of the Members be and is hereby accorded to the Board of Directors of the Company to raise funds up to Rs. 1,000 Crore through issue of Secured / Unsecured non-convertible debentures through private placement in one or more tranches during the financial year ended on 31st March, 2015.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of bonds/debentures including but not limited to the face value, issue price, issue size, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Debentures as they may, in their absolute discretion, deem necessary."

**By order of the Board of Directors  
For Petronet LNG Limited**



**(K. C. Sharma)  
Company Secretary**

Place : New Delhi

Date : 16<sup>th</sup> June, 2014

**NOTES :-**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 13<sup>th</sup> June, 2014.
3. The Company has appointed Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad-500094 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Courier along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link [www.petronetlng.com](http://www.petronetlng.com) or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited, Unit: Petronet LNG Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad, fill in the details and send the same to the Scrutinizer.

5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E- voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Karvy Computershare Private Limited for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from [www.petronetng.com](http://www.petronetng.com) or <https://evoting.karvy.com>.

**The instructions for e-voting are as under:**

(a) Procedure & instructions for E-voting

- (i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'  
(ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company .
Password	Your Unique password is printed on the Postal Ballot Form.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) Please contact our toll free No. **18003454001** for any further clarifications.  
(iv) Members can cast their vote online from 27<sup>th</sup> June, 2014 (1000 Hours) and ends on 26<sup>th</sup> July, 2014 (1730 Hours).  
(v) After entering these details appropriately, click on "LOGIN".  
(vi) Members holding Shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your-password with any other person and take utmost care to keep your password confidential.  
(vii) You need to login again with the new credentials.  
(viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.  
(ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.  
(x) On the voting page, you will see Resolution Description and against the same the option 'FOR AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total

shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL " and accordingly modify your vote.

- (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate / Institutional Members (Corporate / FIs/ FIIs/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name Event No."

**(b) In case of Shareholders' receiving Postal Ballot Form by Post :**

- (i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xii) of (a) above, to cast vote.

- (c) 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 Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.: **18003454001**)
  - (d) If you, are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
  - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 1730 Hours) on 26<sup>th</sup> July, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted. Assent / Dissent received after 26<sup>th</sup> July, 2014 would be strictly treated as if reply from the shareholder has not been received.
8. The voting period ends on the close of working hours (i.e. 1730 hours) on 26<sup>th</sup> July, 2014. The e-voting module shall also be disabled by M/s Karvy Computershare Private Limited for voting thereafter.
9. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 13<sup>th</sup> June 2014.
10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in NCT of Delhi.
11. The Scrutinizer will submit her report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website [www.petroneitng.com](http://www.petroneitng.com) and

also on the website of M/s Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.

12. The Board of Directors has appointed Company Secretary of the Company as the persons responsible for the entire postal ballot process.
13. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 1100 hours to 1300 hours up to the date of declaration of the result of Postal Ballot.

#### **Annexure I to the Notice**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

##### **Item no. 1: Creation of Mortgage and / or Charge on all or any of the Movable and / or Immovable Properties of the Company.**

As per Section 180 (1) (a) of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create, mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The operations of the Company have increased substantially and in order to meet the growing funds requirement of the Company. Additional funds are required to be raised by creation of security on the immovable/movable properties of the Company.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice by Postal Ballot.

In view of the aforesaid provisions, you are requested to pass the special resolution as set out in Postal Ballot Notice of Company.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

##### **Item no. 2: Increase in Borrowing Powers upto Rs. 20,000 Crore**

The Members of the Company in the 12th Annual General Meeting held on 24th June, 2010 accorded their approval to the Board of the Company to borrow up to Rs. 15,000 Crore to meet the project and other expenses. To meet the financing requirement of expansion of Dahej Terminal, construction of LNG Terminal at Gangavaram and other capital expenditure requirement, the Company would need to borrow additional money from Banks/ Financial Institutions in the years to come.

Since the Company would need additional borrowing, it is proposed that the borrowing limits be increased from the present limit of Rs. 15,000 Crore to Rs. 20000 Crore. In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, fresh approval of Shareholders is needed to enhance the borrowing limits by way of Special

Resolution to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Hence, your Directors recommend the resolution for approval of the Shareholders as a Special Resolution.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

**Item no. 3: Raising Funds up to Rs. 1,000 Crore through issue of Secured / Unsecured Non-convertible Debentures through Private Placement**

Board of Directors in its meeting held on 30th July, 2013 approved the proposal to raise Rs. 1,000 Crore through issuance of non convertible debentures on private placement basis. However, in terms of provisions of Section 42 of Companies Act, 2013 and rules made there under, a Company shall not make a private placement of its securities unless the proposed offer of securities has been previously approved by the Shareholders of the Company by a special resolution.

The Company proposes to issue such securities at a coupon pegged to securities issued by AAA rated companies with a margin of not more than 150 bps over such issuances for a similar tenor. The Company proposes to issue such securities for a period upto 10 years.

Ministry of Corporate Affairs, Govt (MCA) vide its different notifications has notified certain Sections of the Companies Act, 2013 and various Rules made there under which are effective from 1st April, 2014. In this connection, it is stated that as per provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable rules for making private placement of unsecured/secured non convertible bonds/debenture upto Rs. 1,000 Crore during the financial year 2014-15 in one or more tranches to such person or persons, who may or may not be the bond/debenture holder of the Company, approval of the Shareholders of the Company is required by way of Special Resolution.

Hence, your Directors recommend the resolution for approval of the Shareholders as a Special Resolution.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

**By order of the Board of Directors  
For Petronet LNG Limited**



**(K. C. Sharma)  
Company Secretary**

Place : New Delhi

Date : 16<sup>th</sup> June, 2014.

# PETRONET LNG LIMITED

Regd. Office : 1st Floor, World Trade Centre, Babar Road, Barakhamba Lane, New Delhi- 110 001  
Tele: +91 11 23411411, 23472525 Fax: +91 11 23472550 Website : www.petronetlng.com  
Email : webmaster@petronetlng.com CIN : L74899DL1998PLC093073



## POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

SERIAL No.

1. **Name(s) of Member(s)**  
(Including joint holders, if any)  
(in block letters)

2. **Registered address of the sole/first named Member**

3. **Registered folio No./ DP ID No./Client ID No.\***  
(\*Applicable to investors holding shares in dematerialized form)

4. **Number of shares held**

5. I/We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 16<sup>th</sup> June, 2014 of Petronet LNG Limited (the "Company") by conveying / sending my / our assent or dissent to the said Special Resolutions by placing the tick (✓) mark in the appropriate box below:-

Item No.	Item	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Creation of Mortgage and / or Charge on all or any of the Movable and / or Immovable Properties of the Company			
2	Increase in Borrowing Powers upto Rs. 20,000 Crore			
3	Raising Funds up to Rs. 1,000. Crore through issue of Secured/ Unsecured Non-convertible Debentures through Private Placement			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

E-mail: \_\_\_\_\_ Tel / Mobile No.: \_\_\_\_\_

## ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

**Note:**  
Please read the instructions printed overleaf carefully before exercising your vote.  
Last date for receipt of Postal Ballot Forms by Scrutinizer is 26<sup>th</sup> July, 2014.

## INSTRUCTIONS

1. A Shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne by the Company. Envelopes containing Postal ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company/ R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad-500094 appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before 26<sup>th</sup> July, 2014 (i.e. 1730 Hours). Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. A Shareholder can apply for duplicate Postal Ballot Form through an email at svraju@karvy.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before 26<sup>th</sup> July, 2014 (i.e. 1730 Hours). For any clarification(s), please contact M/s Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder(s) on the cut-off date i.e. 13<sup>th</sup> June, 2014.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company announced on 4<sup>th</sup> August, 2014.