

# PETRONET LNG LIMITED

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## NOTICE TO THE MEMBERS OF THE COMPANY

### Notice pursuant to Section 110 of the Companies Act, 2013 read with applicable Rules of Companies (Management & Administration Rules, 2014)

Petronet LNG Limited (the Company) proposes to incorporate in Main Objects of the Memorandum of Association of the Company (MOA), a new clause to provide consultancy and imparting training in setting up of LNG terminal and its operation and other areas of LNG business.

Pursuant to section 110 of the Companies Act, 1956 read with applicable Rules, the consent of the shareholders for the amendment in the main objects of MOA is required to be obtained by means of a postal ballot. The Company is, therefore, seeking your consent for the proposal as contained in the draft Special Resolution appended below. Accordingly, the draft Special Resolution along with explanatory statement, postal ballot form and self addressed postage pre-paid envelope are being sent to you.

The Company has appointed **Ms. Savita Jyoti, Practicing Company Secretary, Hyderabad as Scrutinizer** for conducting the postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30 pm on **11<sup>th</sup> February, 2016**.

The Scrutinizer, after completion of scrutiny, will submit his report of the Company to the Chairman or a person authorised by him who shall countersign the same. The results of postal ballot will be declared by the Chairman and / or a person authorised by him on or before 12<sup>th</sup> February, 2016 at the Registered Office of the Company. The results will also be put up on the Company's website www.petronetlng.com. If the Resolution is assented to by requisite majority of shareholders by means of postal ballot, the date of declaration of results shall be deemed to be the date of passing of the said resolution. The results of the postal ballot would also be noted at the next Annual General Meeting of the Company.

### SPECIAL RESOLUTION

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (Act) and Rules made there under and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment thereof for the time being in force, the Main Objects Clause of the Memorandum of Association of the Company be and is hereby amended by incorporating a new Clause no. III (A) 3 as under:

**To promote, organize or carry on business of consultancy services and training including consultancy and training in human resource capability building or any field of activity in which the company is engaged in or connected therewith either on its own or through collaboration or Joint Venture."**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

Petronet LNG Limited has now more than a decade of experience in operating and maintaining its world class LNG storage and Re-gasification Terminals in Dahej, Gujarat and also at Kochi, Kerala with combined name plate capacity of 15 MMTPA. The company in line with its vision is expanding the Dahej LNG Terminal capacity to 17.5 MMTPA and also planning to enter into other value chain of LNG business which requires a continuous supply of skilled and trained manpower.

Besides, there is a huge potential for additional LNG storage and re-gasification terminal alongwith the eastern and western coast of Indian sub-continent and other SAARC countries and some of the proposed terminals have started construction activities and few others are under planning. Once these terminals have reached to their final stage of completion, requirement of skilled and trained manpower in the LNG domain will be needed. It will open up opportunity for employees working in existing operating LNG Terminals and consequently created a great challenge of retaining experienced and trained manpower in LNG domain business.

In this backdrop, we propose to set up a LNG Training Centre at Kochi with specific focus on operation and maintenance of LNG storage and re-gasification terminal. The location for setting up this Centre at Kochi has been identified since we have a surplus space available in the newly built Administration Building in the Terminal and this city has a major tourist attraction. Further, the setting up of LNG Training Centre would not require any major capital investment.

For taking up the above activity, it is needed to incorporate a new clause in Main Object Clause of Memorandum of Association of the Company. In terms of provisions of Companies Act, 2013 and rules made thereunder Special Resolution is required to be passed by Shareholders through Postal Ballot for amending the Memorandum of Association of the Company.

In view of the above, it is proposed to amend Clause III (A) of the Memorandum of Association of the Company by incorporating a new clause as stated in the Postal Ballot notice.

Your Directors recommend the Resolution as stated in the Postal Ballot notice to be passed as Special Resolution through Postal Ballot.

None of the Directors and Key Managerial Personnel or their relatives are interested in the above resolution.

**By order of the Board**

**Sd/-**

**(K. C. Sharma)**

**Company Secretary**

Place : New Delhi

Date : 22<sup>nd</sup> December, 2015