

# **PETRONET LNG LIMITED**

## **CODE FOR PREVENTION OF INSIDER TRADING IN THE SECURITIES OF PETRONET LNG LIMITED (PLL)**





## Code for prevention of Insider Trading in the Securities of Petronet LNG Limited (PLL)

### 1. BACKGROUND

- 1.1 In line with SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Board of Petronet LNG Limited (PLL) at its meeting held on 28.05.2004 had approved the “Code of Internal Procedures and Conduct for Prevention of Insider Trading in dealing with the securities of PLL” which became effective from 01.06.2004.
- 1.2 SEBI vide notification dated 15.01.2015 repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992 and replaced the same with SEBI (Prohibition of Insider Trading) Regulations, 2015 to put in place a framework for prohibition of Insider Trading in securities and to strengthen the legal framework thereof. Accordingly, the Board of PLL at its meeting held on 30.07.2015 had approved and adopted ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’ and ‘Code of Conduct to Regulate, Monitor and Report trading by Insiders of the securities of PLL’, which became effective from 15.05.2015.
- 1.3 Thereafter, SEBI vide notification dated 31.12.2018 notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which amended the SEBI (Prohibition of Insider Trading) Regulations 2015 and would become effective from 01.04.2019.
- 1.4 Accordingly, the new code ‘**Code for Prevention of Insider Trading in the Securities of Petronet LNG Limited (PLL)**’ in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall become effective from 01.04.2019 as approved by the Board.

### 2. OBJECTIVE OF THE CODE

- 2.1 The Code aims to ensure confidentiality of Unpublished Price Sensitive Information (UPSI) and prevent misuse of such information. The Code encourages timely reporting and adequate disclosure of price sensitive information by the Promoter(s), Director(s), Key Managerial Personnel, certain specified employees and other Connected Person. Further, the Code also endeavors to put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI (Prohibition of Insider Trading) Regulations 2015 to prevent insider trading.

### 3. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

- 3.1 To ensure fair disclosure of events and occurrences that could impact price discovery for securities issued by PLL in the market, the Promoter(s), Director(s), Key Managerial Personnel and certain specified employees of PLL shall abide by the principles stated in the “Code of practices and procedure for fair disclosure of unpublished price sensitive information” provided at **Appendix - I**.

### 4. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

- 4.1 To maintain confidentiality of UPSI shared by Insiders in the ordinary course of business, a policy for determination of “legitimate purposes” for sharing such UPSI with outsiders is provided at **Appendix - II**.



## 5. DEFINITIONS

5.1 **“Company” / “PLL”** means Petronet LNG Limited.

5.2 **"Connected Person" means,**

- i) Designated Person;
- ii) Any person who is or has during the six months prior to the concerned act been associated with PLL, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary relationship or holds any position including a professional or business relationship between himself and PLL, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access;
- iii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
  - (a) Immediate relative of connected person mentioned at (ii) above;
  - (b) an associate company or subsidiary company of PLL;
  - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - (i) a banker of the company; or
  - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

5.3 **"Designated Employee"** shall mean –

- (i) Key Managerial Personnel;
- (ii) All executives of PLL in Senior Management;
- (iii) All employees of the Secretariats of the Functional Directors of PLL;
- (iv) All employees of the Secretarial Department;
- (v) All employees of the Finance & Account and IT Department of the Company;
- (vi) All officers of Corporate Internal Audit, Marketing, Corporate Strategy and Corporate Communications;
- (vii) Any other employee of PLL to be notified by the Compliance Officer, from time to time, with the approval of the MD & CEO of PLL;



5.4 **"Designated Person" shall mean –**

- (i) Promoter(s);
- (ii) Director(s);
- (iii) Chief of Corporate Ethics
- (iv) Designated Employees;
- (v) Designated Employees of material subsidiaries of PLL.

***Explanation:** For the purpose of clause (v) above, "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of PLL and its subsidiaries in the immediately preceding accounting year.*

5.5 **"Directors"** means Directors on the Board of PLL including Independent Directors, Promoter's Nominee Director and other Nominee Director.

5.6 **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

5.7 **"Immediate Relative"** means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

5.8 **"Insider"** means any person who is:

- (i) a connected person; or
- (ii) in possession of or having access to UPSI;

5.9 **"Key Managerial Personnel"** means –

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Whole-Time Director;
- iii. the Chief Financial Officer;
- iv. the Company Secretary;

5.10 **"Promoter"** shall have the meaning as defined under Articles of Association of the Company as amended from time to time.

**"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

5.11 **"Securities"** means the securities issued by PLL from time to time such as Equity Shares and Debentures, which are listed or proposed to be listed on a Stock Exchange and derivatives thereof.

5.12 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

5.13 **"Trading day"** means a day on which the recognized stock exchanges are open for trading.

5.14 **"Trading Window"** means a trading period in which PLL securities can be traded.



5.15 **"Unpublished price sensitive information"** (UPSI) means any information, relating to PLL or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

- i) financial results;
- ii) dividends;
- iii) change in capital structure;
- iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- v) Changes in Key Managerial Personnel.

## 6. APPLICABILITY

6.1 This code shall be applicable and binding on the Insiders and their immediate relative as defined above.

## 7. COMPLIANCE OFFICER

7.1 The Company Secretary of PLL shall act as the Compliance Officer for the purpose of this Code and in the absence of the Company Secretary, or such other officer of PLL as authorized by MD & CEO in this regard.

## 8. RESTRICTIONS ON COMMUNICATION / SHARING OF UPSI AND TRADING BY INSIDERS

8.1 Communication or procurement of UPSI:

- (i) All information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (ii) No person shall procure from or cause the communication by any Insider of UPSI, relating to PLL or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

***Explanation:** "Legitimate Purposes" shall mean sharing of the UPSI by an Insider with outside agencies / parties in the ordinary course of business for carrying out his duties. Please refer to policy for determination of "legitimate purposes" as provided at Appendix-II.*

- (iii) The Compliance Officer shall maintain a structured digital database containing the name of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available.
- (iv) All Designated Persons need to ensure that details of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.



## 8.2 Trading when in possession of UPSI:

- (i) No Insider or their immediate relative shall either on their behalf or on behalf of any other person, trade in securities of PLL when in possession of any UPSI.
- (ii) When an Insider or their immediate relative trades in securities while in possession of UPSI, their trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- (iii) The onus of establishing that the Insider or their immediate relative was not in possession UPSI shall be on them.

## 9. TRADING WINDOW

9.1 Unless otherwise specified by the Compliance Officer, the Trading Window shall remain closed for the following events, atleast 7 days prior and 48 hours after the information is generally available except in respect of Sr. No. (i) as mentioned below for which the Trading Window shall remain close from the end of every quarter till 48 hours after the declaration of financial results:

- i) Declaration of quarterly and annual financial results;
- ii) Declaration of dividend;
- iii) Change in capital structure e.g. further issue of securities by way of public / rights /bonus, buyback of securities, etc.
- iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions

9.2 No Insider shall deal in any transaction involving the purchase or sale of the PLL's securities, either in their own name or in the name of their immediate relative, during the Trading Window Closure period as mentioned above.

9.3 The remaining days of a year other than the days mentioned under clause 9.1 above shall be called "Valid Trading Window".

9.4 All Insiders or their immediate relative shall conduct their dealings in the securities of PLL only in the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of PLL during the next six months following the prior transaction.

9.5 If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction is not applicable for trades carried out in accordance with an approved trading plan.

9.6 The Compliance Officer can grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the provisions of this code.

9.7 The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed as per prescribed format (**Appendix- III**).



## 10. TRADING PLANS

- 10.1 An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan as per prescribed format (**Appendix – IV**).
- 10.2 Such Trading Plan shall:
- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
  - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by PLL and the second trading day after the disclosure of such financial results;
  - (iii) entail trading for a period of not less than twelve months;
  - (iv) not entail overlap of any period for which another Trading Plan is already in existence;
  - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - (vi) not entail trading in securities for market abuse.
- 10.3 The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 10.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. In such event the compliance officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid violation of clause 8.2 above.

- 10.5 Upon approval of the Trading Plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## 11. PRE-CLEARANCE OF TRADES

- 11.1 A Designated Person or their immediate relative, who intends to trade in the securities of PLL above the minimum threshold limit of a traded value in excess of Rs. 10 Lakhs, either in a single transaction or multiple transactions within a period of seven days shall obtain pre-clearance of the transaction as per the pre-clearance procedure as described hereunder.



- 11.2 Application for pre-clearance shall be made only during Valid Trading Window period. Application submitted during Trading Window Closure period shall be invalid.
- 11.3 No Designated Person or their immediate relative shall apply for pre-clearance of any proposed trade if they are in possession of UPSI even during Valid Trading Window period.
- 11.4 A Designated Person or their immediate relative shall make a pre-clearance application to the Compliance Officer in the prescribed format (**Appendix – V**) alongwith an undertaking stating that they have not contravened the provision of Insider Trading Code.
- 11.5 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the preclearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately to the applicant but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.
- 11.6 The Compliance Officer shall maintain a Register of pre-clearance for trading in securities of PLL as per prescribed format (**Appendix – VI**).
- 11.7 The Designated Person or their immediate relative shall execute their order in respect of securities of the PLL within seven trading days from the date of approval of preclearance and details of such transaction shall be disclosed to the Compliance Officer within 2 days from the completion of such transaction.
- 11.8 If the order is not executed within said period, the Insider shall obtain fresh pre-clearance.
- 11.9 The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

## 12. DISCLOSURES

- 12.1 Designated Person would be required to make disclosures to the Compliance Officer as per details given below:
- 12.2 Initial Disclosure

| By Whom                   | What to be disclosed  | When to be disclosed                                       | Form  |
|---------------------------|---|--|---|
| Promoter / Director / KMP | Holding of securities of PLL as on date of appointment as Director / KMP or becoming Promoter | Within seven days of such appointment or becoming Promoter | As per format provided at <b>Appendix - VII</b> |
| Designated Person         | 1. Disclose name & PAN (or any other identifier authorized                                    | Within 30 days of  | As per format provided at                       |





|  |  |                                     |                               |
|--|--|-------------------------------------|-------------------------------|
|  | <p>by law) of the following persons:</p> <p>a) Immediate Relatives</p> <p>b) Persons with whom the designated person shares a material financial relationship</p> <p>c) Phone, mobile &amp; cell numbers which are used by the above persons</p> <p>2. Names of educational institutions from which the designated person has graduated</p> <p>3. Names of past employers</p> <p><i>Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.</i></p> | <p>becoming a Designated Person</p> | <p><b>Appendix - VIII</b></p> |
|--|--|-------------------------------------|-------------------------------|

12.3 Continual Disclosure

| <b>By Whom</b>           | <b>What to be disclosed</b>                           | <b>When to be disclosed</b>  | <b>Form</b>  |
|--------------------------|---|--|--|
| <p>Designated Person</p> | <p>Number of such securities acquired or disposed</p> | <p>Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakh or such other value as may be specified.</p> <p><i>Explanation - disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.</i></p> | <p>As per format provided at <b>Appendix - X</b></p> |



|  |  |  |  |
|--|--|--|--|
| PLL to the Stock Exchange(s) where securities are listed | Details of above disclosure by Designated Person   | Within two trading days of receipt of disclosure or becoming aware of such disclosure  |  |
| Designated Person  | 1. Disclose name & PAN (or any other identifier authorized by law) of the following persons:<br>a) Immediate Relatives<br>b) Persons with whom the designated person shares a material financial relationship<br>c) Phone, mobile & cell numbers which are used by the above persons | 1. Within 30 days of the end of the financial year.<br>2. Whenever there is a change in the information vis-à-vis their last disclosure, within 30 days from such change.<br>3. Annual statement of all holdings in securities of the Company as at 31 <sup>st</sup> March within 30 days of the end of the financial year | As per format provided at <b>Appendix - IX</b> |

#### 12.4 Disclosure by other connected person

PLL may at its discretion require any other connected person or class of connected person to make disclosures of holdings and trading in securities of PLL in prescribed format (**Appendix - XI**) at such frequency as may be determined by PLL in order to monitor compliance with this Code.

### 13. WHISTLE BLOWER POLICY/VIGIL MECHANISM

13.1 Any PLL employee may report any instances of leak of UPSI as per the process mentioned in the Whistle Blower Policy / Vigil Mechanism of the Company. The Whistle Blower Policy / Vigil Mechanism is hosted on the website of the company [www.petronetlng.com](http://www.petronetlng.com).

### 14. DUTIES OF COMPLIANCE OFFICER

14.1 The Compliance Officer inter-alia shall be responsible for:

- (i) Compliance of policies, procedures, maintenance of records under this code and monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of PLL.
- (ii) Putting up a report to the Audit Committee, on the following matters, at the end of the financial year:
  - Window Closure Period;
  - Trading Plan;
  - Pre-clearances application;



- Disclosure to Stock Exchange under this code;

(iii) Maintenance of records of disclosures made under this Code for a period of 5 years.

## **15. PENALTY FOR CONTRAVENTION OF INSIDER TRADING CODE**

- 15.1 Any Designated Employee or their immediate relative who trades in securities of PLL or communicates any UPSI in contravention of this Code may be penalized and appropriate disciplinary action would be taken by the Competent Authority against such employee as provided in PLL Code of Conduct for employees.
- 15.2 In case trading in securities or communication of UPSI is done in contravention of this Code by an Insider, other than a Designated Employee, then the Compliance Officer may report such case to the SEBI for taking appropriate action. The reporting to SEBI would be in addition to the action envisaged as per the terms of the contract / agreement for the Breach of contract / agreement.
- 15.3 In case an Insider or their immediate relative executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in clause 9.4 of the Insider Trading Code, the profits from such trade shall be liable to be disgorged and transferred to the Investors Education and Protection Fund of SEBI.

## **16. POWER OF SECURITIES AND EXCHANGE BOARD OF INDIA**

The action by PLL shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendment thereof.

## **17. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, may be reported by the Compliance Officer to SEBI and report thereof shall be put up to the Audit Committee.

## **18. AMENDMENT TO THE CODE**

Any amendments in the Code, consequent upon amendment to the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be done with the approval of the Board of Directors of PLL. However, Compliance Officer is authorized to make changes, if any, in the format of disclosure forms as may be notified by SEBI from time to time.

## **19. DETAILS OF THE COMPLIANCE OFFICER**

Any clarification with regard to the Code may be addressed to the Compliance Officer at the address given below:

Company Secretary  
Petronet LNG Limited  
World Trade Centre, Babar Road, Barakhamba Lane,  
New Delhi - 110001



Email – [investors@petronetlng.com](mailto:investors@petronetlng.com)

## **20. DISCLAIMER**

The Insider Trading Code enumerated above is a framework for prohibition of Insider Trading in Securities of PLL. However, it is the responsibility of every Insider to familiarise and ensure compliance with this Code, SEBI (Prohibition of Insider Trading) Regulations or any amendment thereof and other applicable laws.



## APPENDIX – I

### **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

A Designated Person, as defined in clause 5.4 of the Insider Trading Code, shall abide by the following principles of fair disclosure of unpublished price sensitive information for fair disclosure of events and occurrences that could impact price discovery for its securities in the market:

#### **1. Prompt public disclosure of Unpublished Price Sensitive Information**

PLL will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreement executed with the stock exchanges, SEBI Insider Regulations and other applicable laws. PLL shall make prompt disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available. PLL shall disseminate the Unpublished Price Sensitive Information uniformly and universally without any selective disclosure.

#### **2. Persons Responsible for disclosure of Information**

The Compliance Officer will deal with the dissemination and disclosure of Unpublished Price Sensitive Information on receipt of information in this regard duly approved by MD & CEO / Director (Finance). In addition to Compliance Officer, the following persons may also communicate with the Investors/media:

- Managing Director & CEO
- Director (Finance), being Chief Investor Relations Officer

#### **3. Prompt disclosure of information that get disclosed inadvertently or selectively**

PLL shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the stock exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the knowledge of the Compliance Officer, the Compliance Officer would be informed by the relevant Officer of the Company about the same as soon as possible and the Compliance Officer shall take such action to ensure that such information is generally available as per the procedure mentioned at Clause 2 above.

#### **4. Appropriate response to queries on news reports**

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. MD & CEO in consultation with Director (Finance) may also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary.



## **5. Information shared with analyst and research personnel**

PLL shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information.

PLL shall make transcripts or record of proceedings of conference call and also other investor relations conferences and place it on the official website of the Company to ensure official confirmation and documentation of disclosure made.

## **6. Unpublished Price Sensitive Information on need to know basis**

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.



## APPENDIX – II

### **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

The sharing of UPSI by an Insider shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

1. The UPSI shall be shared only on 'need to know' basis.
2. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations as well as Insider Trading Code of PLL.
3. The Insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
4. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI.
5. The Insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of PLL's Insider Trading Code.



**APPENDIX – III**

**REGISTER OF PERIOD OF CLOSURE OF TRADING WINDOW**

| <b>S. No.</b> | <b>Date of notifying Trading Window Closure</b> | <b>Start Date of Trading Window Closure</b> | <b>Last Date of Trading Window Closure</b> | <b>Purpose for closure of Trading Window</b> |
|---------------|---|---|--|--|
|               |   |   |  |  |
|               |   |   |  |  |
|               |   |   |  |  |
|               |   |   |  |  |





**APPENDIX – IV**

**APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S)**

To,

The Compliance Officer  
Petronet LNG Limited  
1st Floor, World Trade Centre,  
Barakhamba Lane, Babar Road,  
New Delhi – 110 001

Dear Sir,

I, Shri / Smt. ...., an Insider of PLL intend to deal in securities of PLL during the financial year ..... as per details given below:

|                          |  |
|--------------------------|--|
| <b>Name</b>              |  |
| <b>Emp. Code, if any</b> |  |
| <b>Designation</b>       |  |
| <b>Department</b>        |  |
| <b>PAN</b>               |  |
| <b>Email id</b>          |  |

Details of proposed Trading Plan in securities of PLL:

| Name | Relationship | Opening balance as on 01.04.<br>..... | Trading Plan details |                          |          | Closing balance as on 31.03..... | DP Id. / Client Id. or Folio No. |
|------|--------------|---------------------------------------|----------------------|--------------------------|----------|----------------------------------|----------------------------------|
|      |              |                                       | Date                 | Transaction (Buy / Sell) | Quantity |                                  |                                  |
|      |              |                                       |                      |                          |          |                                  |                                  |
|      |              |                                       |                      |                          |          |                                  |                                  |
|      |              |                                       |                      |                          |          |                                  |                                  |



## **UNDERTAKING**

I understand that public disclosure of the above mentioned Trading Plan would be made by PLL by notification to the Stock Exchanges. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the plan;
3. I shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by PLL and the second trading day after the disclosure of such financial results;
4. I shall not entail overlap of any period for which another Trading Plan is already in existence;
5. I shall not entail trading in securities for market abuse.
6. The Trading Plan shall not be commenced, if any unpublished price sensitive information was in my possession at the time of formulation of the plan and the same has not become generally available at the time of the commencement of implementation.

Date :  
Place :

Signature :



APPENDIX – V

**APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES**

To

The Compliance Officer  
Petronet LNG Limited  
1st Floor, World Trade Centre,  
Barakhamba Lane, Babar Road,  
New Delhi – 110 001

Dear Sir,

I, Shri / Smt. ...., an Designated Person of PLL intend to carry out transaction(s) in the securities of PLL as per the details given below:

|                          |  |
|--------------------------|--|
| <b>Name</b>              |  |
| <b>Emp. Code, if any</b> |  |
| <b>Designation</b>       |  |
| <b>Department</b>        |  |
| <b>PAN</b>               |  |
| <b>Email id</b>          |  |

| <b>S. No.</b> | <b>Name of the person</b> | <b>Nature of relationship</b> | <b>No. of securities held as on the date of application</b> | <b>Folio No. / DP ID &amp; Client ID</b> | <b>Nature of transaction (Buy / Sell)</b> | <b>Estimated number of securities to be dealt</b> | <b>Estimated consideration value</b> |
|---------------|---------------------------|-------------------------------|---|--|---|---|--------------------------------------|
| 1             | 2                         | 3                             | 4   | 5  | 6   | 7   | 8                                    |
|               |                           |                               |   |  |   |   |                                      |
|               |                           |                               |   |  |   |   |                                      |
|               |                           |                               |   |  |   |   |                                      |
|               |                           |                               |   |  |   |   |                                      |



## UNDERTAKING

In this connection I solemnly confirm and declare:

- a) THAT I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) THAT in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer about such "Unpublished Price Sensitive Information" and that I shall completely refrain from dealing in the securities of PLL till the time such information becomes public;
- c) THAT I have not contravened the Insider Trading Code as notified by PLL from time to time.
- d) THAT I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of Clause 11 of the Insider Trading Code of PLL.

Signature : \_\_\_\_\_  
Date : \_\_\_\_\_  
Place : \_\_\_\_\_

---

### FOR OFFICE USE

Date & time of receipt of the Application :  
Date & time of communication of the pre-clearance or otherwise :  
Reasons for not giving pre-clearance, if any :

Signature of the Compliance Officer / Authorised Officer



APPENDIX – VI

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

| Sl. No. | Name | Designation | Department | Date & Time of Receipt of Pre-Clearance Application | Name of person in whose name transaction is being made | Relationship |
|---------|------|-------------|------------|---|--|--------------|
| 1       | 2    | 3           | 4          | 5   | 6  | 7            |
|         |      |             |            |   |  |              |
|         |      |             |            |   |  |              |
|         |      |             |            |   |  |              |

| Nature of Transaction (Buy / Sell) | Estimated no. of securities | Estimated Consideration | Date of communication of the clearance by the Compliance Officer | Reasons for non-clearance, if any | No. of securities actually traded and date of transaction |
|------------------------------------|-----------------------------|-------------------------|--|-----------------------------------|---|
| 8                                  | 9                           | 10                      | 11   | 12                                | 13  |
|                                    |                             |                         |  |                                   |   |
|                                    |                             |                         |  |                                   |   |
|                                    |                             |                         |  |                                   |   |



APPENDIX – VII

**INITIAL DISCLSOURE ON BECOMING A DIRECTOR / KMP / PROMOTER**

Name of the Company : \_\_\_\_\_

ISIN of the Company : \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of PLL and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015**

| Name, PAN, CIN / DIN & address with contact nos. | Category of Person (Promoters / KMP / Directors / immediate relatives / others etc.) | Date of appointment of Director / KMP or date of becoming Promoter | Securities held at the time of becoming Promoter / appointment of Director / KMP |     | % of Shareholding |
|--|--|--|--|-----|-------------------|
|  |  |  | Type of security (For eg. – Shares, Warrants, Debentures etc.)                   | No. |                   |
| 1  | 2  | 3  | 4  | 5   | 6                 |
|  |  |  |  |     |                   |

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of PLL and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015**

| Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP |                                      |                               | Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP |                                      |                               |
|---|--------------------------------------|-------------------------------|---|--------------------------------------|-------------------------------|
| Contract specification  | Number of units (contracts lot size) | Notional value in Rupee terms | Contract specification  | Number of units (contracts lot size) | Notional value in Rupee terms |
| 7   | 8                                    | 9                             | 10  | 11                                   | 12                            |
|   |                                      |                               |   |                                      |                               |

*Note: In case of options, notional value shall be calculated based on premium plus strike price of option*

Name and Signature :  
 Designation :  
 Date :  
 Place :



**APPENDIX – VIII**

**FORMAT FOR INITIAL DISCLOSURE BY DESIGNATED PERSON**

A) Initial disclosure (within 30 days of becoming Designated Person)

| <b>Name<br/>(Designated Person /<br/>Immediate Relative /<br/>Person with whom<br/>Designated Person<br/>shares a material<br/>financial relationship)</b> | <b>Relationship</b> | <b>PAN or any other<br/>identifier authorized<br/>by law</b> | <b>Phone, Mobile,<br/>Cell no.</b> |
|--|---------------------|--|------------------------------------|
| 1  | 2                   | 3  | 4                                  |
|  |                     |  |                                    |

B) One-time disclosure by Designated Person

|   |  |
|---|--|
| <b>Educational Institute from which the<br/>Designated Person has graduated</b> |  |
| <b>Names and address of past employers</b>                                      |  |

Name and Signature :  
Designation :  
Date :  
Place :



**APPENDIX – IX**

**FORMAT FOR CONTINUAL DISCLOSURE BY DESIGNATED PERSON**

A) Continual disclosure (within 30 days from date of any changes or within 30 days of end of financial year)

| <b>Name<br/>(Designated Person /<br/>Immediate Relative /<br/>Person with whom<br/>Designated Person<br/>shares a material<br/>financial relationship)</b> | <b>Relationship</b> | <b>PAN or any other<br/>identifier authorized<br/>by law</b> | <b>Phone, Mobile,<br/>Cell no.</b> |
|--|---------------------|--|------------------------------------|
| 1  | 2                   | 3  | 4                                  |
|  |                     |  |                                    |

B) One-time disclosure by Designated Person

|   |  |
|---|--|
| <b>Educational Institute from which the<br/>Designated Person has graduated</b> |  |
| <b>Names and address of past employers</b>                                      |  |

C) Details of transaction/ shareholding in own name

| <b>No. of<br/>shares held<br/>as on<br/><br/>_____<br/>(date of<br/>previous<br/>disclosure)</b> | <b>Date of<br/>transaction</b> | <b>Details of shares<br/>purchased during<br/>the year</b> |                      | <b>Details of shares sold<br/>during the year</b> |                      | <b>No. of<br/>shares held<br/>as on<br/><br/>_____<br/>(date of<br/>present<br/>disclosure)</b> | <b>Folio<br/>No./ DP<br/>ID &amp;<br/>Client<br/>ID</b> |
|--|--------------------------------|--|----------------------|---|----------------------|---|---|
|  |                                | <b>No.</b>   | <b>Consideration</b> | <b>No.</b>  | <b>Consideration</b> |   |   |
|  |                                |  |                      |   |                      |   |   |





D) Details of transaction/shareholdings of Relative(s)

| Name of the Relative(s) if the transaction is in the name of the Relative(s), PAN No. & address with telephone number | Relationship | No. of shares held as on _____<br>(date of previous disclosure) | Date of transaction | Details of shares Purchased |       | Details of shares sold |       | No. of shares held as on _____<br>(date of present disclosure) | Folio No. / DP ID & Client ID |
|---|--------------|---|---------------------|-----------------------------|-------|------------------------|-------|--|-------------------------------|
|   |              |   |                     | No.                         | Value | No.                    | Value |  |                               |
|   |              |   |                     |                             |       |                        |       |  |                               |
|   |              |   |                     |                             |       |                        |       |  |                               |

I declare that I have not entered into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction and have also not take positions in derivatives transactions in the shares of the Company.

Name and Signature :  
 Designation :  
 Date :  
 Place :



**APPENDIX – X**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company : Petronet LNG Limited

ISIN of the company : INE347G01014

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

| Name, PAN, CIN/DIN, & address With contact nos. | Category of Person (Promoters/ KMP / Directors/ immediate relative to / others etc.) | Securities held prior to acquisition/ disposal                            |                           | Securities acquired/Disposed  |     |       |   | Securities held post acquisition/disposal                                  |                           | Date of allotment of advice/acquisition of shares/ sale of shares specify |    | Date of intimation to company | Mode of acquisition / disposal (on market / public / rights / preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|---|--|---|---------------------------|---|-----|-------|---|--|---------------------------|---|----|-------------------------------|---|
|   |  | Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/Pledge/ Revoke/ Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From  | To |                               |   |
| 1   | 2  | 3   | 4                         | 5   | 6   | 7     | 8   | 9  | 10                        | 11  | 12 | 13                            | 14  |
|   |  |   |                           |   |     |       |   |  |                           |   |    |                               |   |

*Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*



**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

| Trading in derivatives (Specify type of contract, Futures or Options etc.) |                         |                |  |                |  | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|
| Type of contract   | Contract specifications | Buy            |  | Sell           |  |  |
|  |                         | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) |  |
| 15   | 16                      | 17             | 18                                     | 19             | 20                                     | 21                                       |
|  |                         |                |  |                |  |  |

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:



APPENDIX – XI

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

**Details of trading in securities by other connected persons as identified by the company**

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition / disposal                             |                           | Securities acquired / Disposed  |     |       |   | Securities held post acquisition/disposal                                  |                           | Date of allotment advice/acquisition of shares/sale of shares specify |    | Date of intimation to company | Mode of acquisition/disposal (on market/public/rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc. ) |
|---|-------------------------|---|---------------------------|---|-----|-------|---|--|---------------------------|---|----|-------------------------------|--|
|   |                         | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | No. and % Of Shareholding | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From  | To |                               |  |
| 1   | 2                       | 3   | 4                         | 5   | 6   | 7     | 8   | 9  | 10                        | 11  | 12 | 13                            | 14   |
|   |                         |   |                           |   |     |       |   |  |                           |   |    |                               |  |

*Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*



**Details of trading in derivatives by other connected persons as identified by the company.**

| Trading in derivatives (Specify type of contract, Futures or Options etc.) |                         |                |  |                |  | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|
| Type of contract   | Contract specifications | Buy            |  | Sell           |  |  |
|  |                         | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) |  |
| 15   | 16                      | 17             | 18                                     | 19             | 20                                     | 21                                       |
|  |                         |                |  |                |  |  |

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name

Signature:

Place: