

**PETRONET LNG LIMITED
NEW DELHI**

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

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th (Twentieth) Annual General Meeting of the Members of Petronet LNG Limited (PLL) will be held on Friday, 14th day of September, 2018 at 10:00 a.m. at Siri Fort Auditorium, August Kranti Marg, Siri Institutional Area, New Delhi-110049 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon,
2. To consider declaration of final dividend on equity shares.
3. To appoint a Director in place of Shri G. K. Satish (DIN 06932170) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri T. Natarajan (DIN 00396367) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as Ordinary Resolution(s) -

5. To appoint Shri Shashi Shankar (DIN 06447938) as Director 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), Shri Shashi Shankar (DIN: 06447938), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17th October, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 [(Nominee Director of Oil and Natural Gas Corporation Ltd. (ONGC)]of the Company, liable to retire by rotation, the details regarding his appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

6. To appoint Shri V. K. Mishra (DIN 08125144) as Director (Finance) 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), Shri V. K. Mishra (DIN: 08125144), who was appointed as an Additional Director in capacity of Director (Finance) of the Company by the Board of Directors with effect from 18th April, 2018 (date of joining) pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from Shri V. K. Mishra himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 18th April, 2018, on such terms and conditions including remuneration as set out in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting, 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.”

7. To appoint Shri Sidhartha Pradhan (DIN 06938830) as an Independent Director 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), Shri Sidhartha Pradhan (DIN: 06938830), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th May, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who meets the criteria for independence as provided in Section 149 (6) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a member in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of three years w.e.f. 16th May, 2018, not liable to retire by rotation, the details regarding his appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

8. To appoint Dr. M. M. Kutty (DIN 01943083) as Director and Chairman 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), Dr. M. M. Kutty (DIN: 01943083), who was appointed as an Additional Director and Chairman of the Company by the Board of Directors with effect from 12th July, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and Chairman of the Company, liable to retire by rotation, the details regarding his appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

9. To ratify the remuneration of Cost Auditor for the financial year 2018-19

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and Other Rules, if any, remuneration of Rs. 99,990 plus out of pocket expenses and applicable taxes to M/s K. L. Jaisingh & Co., Cost Accountants (Regn. No. 00182), New Delhi, Cost Auditor of the Company for the financial year 2018-19, as recommended by the Audit Committee and approved by the Board, be and is hereby ratified.”

10. To approve Related Party Transactions entered or to be entered by the Company during the financial year 2018-19

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors for contracts/ arrangements/ transactions entered/ to be entered with the Related Parties i.e. promoter(s)/subsidiary/associate(s)/joint venture(s) (viz IOCL, BPCL, GAIL, ONGC, Adani Petronet (Dahej) Port Pvt. Ltd., Petronet LNG Foundation, Indian LNG Transport Co. (No. 4) Pvt. Ltd. Singapore etc.) during the financial year 2018-19 for supply of goods or service in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

To consider and if thought fit, to pass with or without modification(s) the following Resolution(s) as Special Resolution(s)-

11. To re-appoint Dr. Jyoti Kiran Shukla (DIN 03492315) as Independent Director 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), Dr. Jyoti Kiran Shukla (DIN: 03492315), who was re-appointed by the Board of Directors with effect from 31st March, 2018 pursuant to Section 149 of the Act and Articles of Association of the Company, and who meets the criteria for independence as provided in Section 149 (6) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a member in writing proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of three years w.e.f. 31st March, 2018, not liable to retire by rotation, the details regarding her appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting.”

12. To approve recoverable advance given to Shri V. K. Mishra, Director (Finance) of the Company

“RESOLVED THAT pursuant to Section 185 and Rules made thereunder and other applicable provisions, if any, of Companies Act, 2013, approval of the members of the Company be and is hereby accorded to advance loan to Shri V. K. Mishra, Director (Finance) of the Company as per details given in Explanatory Statement attached to this notice pursuant to Section 102 of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.”

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : August 6, 2018

(Rajan Kapur)
Company Secretary

NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of special business is annexed herewith.
3. Members are requested to:-
 - (i) bring their copy of Annual Report and Attendance Slip, duly completed and signed, to the meeting.
 - (ii) quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
 - (iii) note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 8th September, 2018 to Friday, 14th September, 2018 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 20th Annual General Meeting of the Company be paid to those shareholders whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on Friday, 7th September, 2018 as per the list to be furnished by the Depositories in respect of shares held in Electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company on or before Friday, 7th September, 2018.
7. Members holding shares in physical form are requested to notify immediately Change of Address, Bank Account etc., if any, quoting their Folio Number to M/s Karvy Computershare Private Ltd., Karvy Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 (Tel No. 040-67162222, Fax No. 040-23001153, Email: einward.ris@karvy.com, Website : www.karvy.com or www.karvycomputershare.com) to ensure prompt receipt of communications and other corporate actions. Similarly, members holding shares in Electronic / Demat form are requested to notify any change of address and change of bank account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL / CDSL.
8. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to provide their Bank Account Number, Name and Address of the Bank / Branch to the Registrar and Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited in respect of shares held in physical mode and to their respective DPs for Demat mode to enable them to incorporate the same in the dividend warrant.
9. Shareholders may avail the facility of National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS) for receiving direct credit of Dividend to their accounts with the Banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrant.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
11. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/ claim their respective dividend during the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company and details are available on the website of the Company www.petronetlng.com and on Ministry of Corporate Affairs' website. The shareholders whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.
12. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority. The Company is required to

transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules.

13. Members who have not encashed their dividend warrants pertaining to previous seven years may approach to the Company or its Registrar & Share Transfer Agent for obtaining the payments thereof upon completion of necessary formalities in the said behalf.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account/ folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company or its RTA.
15. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.
16. Pursuant to the requirements of Corporate Governance, brief resume of the Directors proposed for appointment/ reappointment are annexed with the Notice.
17. Electronic copy of the Annual Report for the financial year 2017-18 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s)/RTA for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Annual Report for the financial year 2017-18 is being sent in the permitted mode. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.petronetlng.com.

Since the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at e-mail address investors@petronetlng.com quoting full details of Folio No./DP, Client ID and name of first/ sole holder or to the concerned depository.
18. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting at the Registered Office of the Company so that the same may be attended to appropriately.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility through M/s Karvy Computershare Private Limited (KCPL) to exercise their right to vote on resolutions proposed to be considered at the 20th Annual General Meeting (AGM) of the Company by electronic means and the business may be

transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KCPL.

20. The facility for voting through ballot paper shall be made available at the venue of 20th AGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
21. The members who have cast their vote by remote e-voting prior to the 20th AGM may also attend the 20th AGM but shall not be entitled to cast their vote again.
22. The remote e-voting period commences on Monday, 10th September, 2018 at 9.00 a.m. (IST) and ends on Thursday, 13th September, 2018 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 7th September, 2018, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
23. The process and manner for remote e-voting is as under:
 - A. In case a Member receives Notice of 20th AGM through email [for members whose email IDs are registered with the Company/Depository Participant(s)/RTA]:
 - i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser by typing the following URL:<https://evoting.karvy.com>.
 - iii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No/ DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e., Petronet LNG Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you

desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR"/ "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.
- x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Corporate/Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id **savitajyoti@yahoo.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."

- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of [https:// evoting.karvy.com](https://evoting.karvy.com) or call M/s Karvy Computershare Private Limited on 1800 345 4001 (toll free).

B. In case a Member receives physical copy of the Notice of 20th AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)/ RTA or requesting physical copy] :

- i. User ID and Initial password as provided.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

24. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 7th September, 2018.
25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 20th AGM and holding shares as of the cut-off date i.e. Friday, 7th September, 2018, may obtain the login ID and password by sending a request at raju.sv@karvy.com.
26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 20th AGM through ballot paper. A person who is not a member as on cut-off date should treat this Notice for information purposes only.

27. Ms. Savita Jyoti, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
28. The Chairman shall, at the 20th AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the 20th AGM but have not cast their votes by availing the remote e-voting facility.
29. The Scrutinizer shall after the conclusion of voting at the 20th AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 20th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
30. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at [https:// www.petronetlng.com](https://www.petronetlng.com) and on the website of KCPL at [https:// evoting.karvy.com](https://evoting.karvy.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
31. The Notice of the 20th AGM is also placed on the website of the Company at www.petronetlng.com and on the website of KCPL at <https://evoting.karvy.com>.
32. Details of the person who can be contacted for any grievances connected with facility for voting by electronic means:-

Shri S. V. Raju, DGM
M/s Karvy Computershare Private Limited
Karvy Selenium Tower-B, Plot No. 31&32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad-500 032
Toll Free No. 1800 345 4001
Email: evoting@karvy.com
33. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 20th Annual General Meeting i.e. Friday, 14th September, 2018.
34. The Route Map of the venue of 20th AGM along with prominent land-mark is given in the Annual Report.
35. Annual Listing Fee and Custody fee for the year 2018-19 have been paid to NSE & BSE, wherein Shares of the Company are listed and to NSDL & CDSL respectively
36. **No Gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the Annual General Meeting or afterwards.**

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : August 6, 2018

(Rajan Kapur)
Company Secretary

Statement pursuant to Section 102 of the Companies Act, 2013

Item No: 5

Pursuant to the Article 106 and 113 A of the Articles of Association of the Company and in terms of Section 149, 152 and 161 of the Companies Act, 2013 and Rules made thereunder, Shri Shashi Shankar was appointed as Additional Director Nominee Director of Oil and Natural Gas Corporation Ltd. (ONGC) w.e.f. 17th October, 2017 on the Board of the Company and he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing the name of Shri Shashi Shankar as Director of the Company.

In view of the background and vast experience, it will be in the interest of the Company that he continues as Director of the Company. A brief resume of Shri Shashi Shankar as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Shri Shashi Shankar is interested in the resolution to the extent of his appointment as Director.

The other Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No: 6

Shri V. K. Mishra was appointed by Board of Directors of the Company in its meeting held on 8th February, 2018 as Additional Director in the capacity of Director (Finance) for a period of five years from the date of joining the Company. He has joined the Company on 18th April, 2018. The appointment of Whole-time Director is required to be approved by the members in the General Meeting. The terms and conditions of the appointment are as under-

1. **Salary:** Basic pay has been fixed at Rs. 183785/- pm with an annual increment of 5%.
2. **Perquisites**
 - a. **House Rent Allowance (HRA)** limited to the 60% of Basic salary or if he offers a house in your own name/spouse, the same may be taken on lease limited to 60% of the basic salary.
 - b. **Medical Reimbursement:** Reimbursement of medical expenses for self, spouse & three children including dependent parents at actual and Post-Retirement Medical Scheme (PRMS) as per Company Policy.
 - c. **Leave Travel Allowance:** Leave Travel Allowance will be paid by the company for self and family once in a year subject to a ceiling of one and half month's salary.
 - d. **Club Fees:** Reimbursement of club fees, subject to maximum of two clubs.

e. **Personal Accident Insurance Policy:** The Company subject to a maximum premium of Rs. 4000 /- p.a., will provide Personal Accident Insurance Cover as applicable to you.

f. **Furniture at residence** upto Rs. 3 lacs subject to recovery of Rs. 100/- p.m. and payment of 10% maintenance allowance on self-certification basis with option to repurchase at book value after 7 years or on retirement whichever is earlier.

3. Other benefits

- a. Contribution to Provident Fund, Superannuation Fund/Annuity Fund in accordance with the rules of the company and respective acts / trust deed.
- b. Gratuity as per Gratuity Act.
- c. A company owned car with an on-road price upto Rs. 20 Lacs with services of a driver to be provided by the company for official use. The other terms & conditions of the policy shall be governed as per the company's rules.
- d. Telephone/Internet facility at home– at actual.
- e. Leave/Leave Salary as per the rules of the Company.
- f. Commission on profit as decided by the Board on yearly basis subject to and within the ceiling as may be approved by the Shareholders.
- g. The performance incentive would be decided by the NRC based on the performance of the company.
- h. Any and all allowances, perquisites and benefits under the appropriate schemes and rules applicable generally to the officers of the company provided however that the total remuneration shall be within the ceiling prescribed under Schedule V of the Companies Act, 2013.
- i. Either party can give 3 months' notice in writing for closing the contract of appointment.

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

No sitting fees will be paid to Shri V. K. Mishra for attending the meetings of the Board or any Committee thereof.

The tenure of appointment is for a period of 5 years from the date of joining of Company as Director (Finance).

Shri V. K. Mishra holds office as Director (Finance) up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, proposing himself as Director of the Company.

In view of the background and vast experience, it will be in

the interest of the Company that he continues as Director of the Company. A brief resume of Shri V. K. Mishra as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Shri V. K. Mishra is interested in the resolution to the extent of his appointment as Director.

The other Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No: 7

Pursuant to the Article 113A of the Articles of Association of the Company and in terms of Section 149, 152 and 161 of the Companies Act, 2013 and Rules made thereunder read with Schedule IV of the Act, as per recommendation of the Nomination and Remuneration Committee, Shri Sidhartha Pradhan was appointed as an Additional Director in the capacity of Independent Director w.e.f. 16th May, 2018 by the Board of the Company. He meets the criteria for independence as provided in Section 149(6) of the Act.

He holds office as Additional Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, proposing him as Director of the Company.

In view of the background and vast experience, it will be in the interest of the Company that he continues as Director of the Company. A brief resume of Shri Sidhartha Pradhan as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Shri Sidhartha Pradhan is interested in the resolution to the extent of his appointment as Independent Director.

The others Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution

Item No: 8

Pursuant to the Article 113A of the Articles of Association of the Company and in terms of Section 149, 152 and 161 of the Companies Act, 2013 and Rules made thereunder, Dr. M. M. Kutty, was appointed an Additional Director and Chairman of the Company w.e.f. 12th July, 2018 by the Board of Directors.

He holds office as Additional Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing the name of Dr. M. M. Kutty as Director of the Company.

In view of the background and vast experience, it will be in the interest of the Company that he continues as Director of

the Company. A brief resume of Dr. M. M. Kutty as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith the Notice. Your Directors recommend the resolution for approval of the members.

Dr. M. M. Kutty is interested in the resolution to the extent of his appointment as Director.

The others Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No: 9

M/s K. L. Jaisingh & Co., Cost Accountants (Regn. No. 00182), were appointed as the Cost Auditors of the Company by Board of Directors in its meeting held on 21st May, 2018 in terms of Section 148 of the Companies Act, 2013 for the financial year 2018-19.

Further, in terms of the provisions of Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors were recommended by the Audit Committee and approved by the Board of Directors and are required to be ratified by the Shareholders. In view of the above, your Directors recommend the resolution for approval of Shareholders.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in passing of the said resolution.

Item No: 10

In terms of provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Related Part Transactions Policy of the Company, all material Related Party Transactions shall require approval of the Members of the Company and the Related Party shall abstain from voting on such resolutions.

Further, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Further, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the relevant Accounting Standard, the promoter(s)/subsidiary/associate(s)/joint venture(s) (viz. IOCL, BPCL, GAIL, ONGC, Adani Petronet (Dahej) Port Pvt. Ltd., Petronet LNG Foundation, Indian LNG Transport Co. (No. 4) Pvt. Ltd. Singapore etc.) qualify as Related Party(s) of the Company and the Company has existing and continuing contracts/arrangements in the ordinary course of business and on arm's length basis with the Related Parties which will continue to exist beyond 31st March, 2018 in addition to the new Contract(s)/transaction(s) to be entered into.

It is difficult to specifically assess the total value of such transactions at this stage, however, it is expected that the aggregate value of all such transactions together would be beyond the threshold limit of materially as specified above.

Your Directors recommend the resolution for approval of members.

The Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No: 11

Dr. Jyoti Kiran Shukla was appointed as Independent Director w.e.f. 31st March, 2015 for a period of three (3) years by the Members of the Company in 17th Annual General Meeting held on 24th September, 2015, and her term was expired on 31st March, 2018. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto 5 consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 consecutive years on the Board of a Company.

In line with the aforesaid provisions of Companies Act, 2013 and Rules made thereunder and in view of her long & rich experience, continued valuable guidance to the Management, the Board of Directors of the company recommends the re-appointment of Dr. Jyoti Kiran Shukla as Independent Director of the Company for a period of 3 years w.e.f. 31st March, 2018. Pursuant to Section 160 of the Act, the Company has received a notice from a member in writing proposing her candidature for the office of Director for re-appointment as Independent Director on the Board of the Company for a period of 3 years w.e.f. 31st March, 2018, she meets the criteria for independence as provided in Section 149(6) of the Act.

Your Directors recommend the resolution for approval of Members as Special Resolution.

Dr. Jyoti Kiran Shukla is interested in the resolution to the extent of her appointment as Independent Director.

The other Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

Item No: 12

Shri V. K. Mishra was appointed by the Board of Directors as Additional Director in the capacity of Director (Finance) of the Company w.e.f. 18th April, 2018. The resolution in respect to his appointment is part of the Notice of this AGM vide item no. 6. The terms and conditions of his appointment are also part of the explanatory statement to the above said item. Further, the Board authorised Nomination and Remuneration Committee to finalise his terms and conditions and benefits in respect to his appointment. Accordingly, the Nomination and Remuneration Committee finalise the same which inter-alia includes taking over existing House Building Advance (HBA) at GAIL as recoverable advance for the

Company, the details of which are as follows :

Purpose : Recoverable Advance
Amount of loan : Rs. 14,18,644
Rate of Interest : Nil
Recovery Period : 36 Months

In terms of the provisions of Section 185 of Companies Act, 2013, the Company may grant Recoverable advance to directors with the approval of Members by passing a special resolution in the General Meeting.

Your Directors recommend the resolution for approval of members as Special Resolution.

Shri V. K. Mishra is interested in the resolution to the extent of the Recoverable advanced given to him.

The other Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : August 6, 2018

(Rajan Kapur)
Company Secretary

Brief Resume of Directors retiring by rotation and eligible for re-appointment/ Additional Directors vacating office at 20th AGM and proposed to be appointed

Shri G. K. Satish

Shri G. K. Satish is the Director (Planning & Business Development) of Indian Oil Corporation Ltd. (IOCL) and is also a nominee Director of IOCL on the Board of the Company.

He is a Mechanical Engineer from NIT, Surat and a Post Graduate in Management from MDI, Gurgaon. He has over 30 years' experience in various disciplines in Indian Oil like Terminal Operations, Logistics, Shipping, International Trade, Business Development, Natural Gas Business, Human Resources and Corporate Communications. He oversees the company's expansion in business activities like Petrochemical and foray into the Exploration & Production, Natural Gas, and Alternate Energy & Sustainable Development etc.

Shri G. K. Satish holds Nil share in the Company.

Shri G. K. Satish holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held
Green Gas Ltd.	Chairman
Indian Oil Corporation Ltd.	Director
Indoil Montney Ltd.	Director
Indoil Global B.V.	Director

Shri G. K. Satish is not a Member/Chairman of Committees of Board of Directors in any other Company.

Shri T. Natarajan

Dr. T. Natarajan, IAS is presently Managing Director of Gujarat State Petroleum Corporation Limited. He is a nominee director of Gujarat maritime Board (GMB) on the Board of the Company.

Dr. T. Natarajan, IAS is B.E. (Mining Engineering) and an MBA (Finance & Marketing). He also holds Doctorate in Management. Dr. T. Natarajan, IAS served as Joint Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Limited. He worked in Industrial Finance Corporation for 2 years and has also held distinguished positions in the Government of Gujarat including Commissioner, Technical Education, Commissioner, Geology & Mining as well as Secretary, Economic Affairs, Finance Department. He has served as a Director of Gujarat Mineral Development Corporation Limited, Gujarat Industrial Development Corporation Limited, Gujarat Urban Development Company Limited, Gujarat State Electricity Corporation Limited and Bhavnagar Energy Co. Ltd.

Shri T. Natarajan holds Nil share in the Company.

Shri T. Natarajan holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held
Gujarat State Petroleum Corporation Limited	Managing Director
Gujarat State Petronet Limited	Joint Managing Director
Gujarat State Energy Generation Limited	Chairman
Guj Info Petro Limited	Chairman
Sabarmati Gas Limited	Chairman
Gujarat Gas Limited	Director
GSPC Pipavav Power Company Limited	Director
GSPL India Gasnet Limited	Director
GSPL India Transco Limited	Director

Shri T. Natarajan is a Member of the following Committees of Board of Directors in other Companies –

Name of the Company	Name of Committee	Position Held
Gujarat State Petroleum Corporation Limited	• Audit Committee	Member
Gujarat State Petronet Limited	• Audit Committee • Stakeholders' Relationship Committee	Member Member
Gujarat Gas Limited	• Audit Committee	Member

Shri Shashi Shanker

Shri Shashi Shanker, Chairman & Managing Director of Oil and Natural Gas Corporation Ltd. (ONGC) is also a nominee Director of ONGC on the Board of the Company. He is graduated in Petroleum Engineering from Indian School of Mines, Dhanbad (now IIT-ISM) in the year 1982. He is also an MBA with specialization in Financial Management.

Shri Shashi Shanker is credited with spearheading ONGC's deep/ultra-deep water campaign christened 'Sagar Samridhhi'. On the technology front, he steered many new IT ventures on the Enterprise Resource Planning (ERP) and Supervisory Control and Data Acquisition (SCADA) platform which were considered as pioneering; providing real time information besides aiding in extensive analysis and decision making. He was assigned the responsibility of ambitious Government of India campaigns like

'Make-in-India', 'Digital India' and 'Start-Up-India'.

Shri Shashi Shanker holds Nil share in the Company.

Shri Shashi Shanker holds Directorship / Chairmanship in the following other Companies:

Name of the Company	Position Held
Oil and Natural Gas Corporation Limited	Chairman & Managing Director
ONGC Videsh Limited	Chairman
Mangalore Refinery and Petrochemicals Limited	Chairman
ONGC Petro additions Limited	Chairman
ONGC Mangalore Petrochemicals Limited	Chairman
Mangalore SEZ Ltd.	Chairman
ONGC Tripura Power Company Limited	Chairman

Shri Shashi Shanker is not a Member/Chairman of Committees of Board of Directors in any other Company.

Shri V. K. Mishra

Shri Vinod Kumar Mishra, assumed the charge of Director (Finance) at Petronet LNG Limited (PLL), New Delhi, on 18th April, 2018. He is a Chartered Accountant and also holds a degree in MBA (Finance) and Law.

Prior to joining PLL, he was Chief General Manager (Finance) at GAIL (India) Limited. He possesses vast experience in financial management, corporate finance, treasury management etc. He also held the position of Director in GAIL Global USA, INC, Houston(USA), a wholly subsidiary company of GAIL(India) Limited.

Shri V. K. Mishra holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held
Petronet LNG Foundation	Director

Shri V. K. Mishra is not a Member/Chairman of Committees of Board of Directors in any other Company

Shri Sidhartha Pradhan

Shri Sidhartha Pradhan joined Indian Revenue Service in 1977 batch. In his last assignment, he has worked as Member of the High Level Committee (HLC), appointed by the Finance Minister, to interact with Trade and Industry on Tax Laws. Prior to that, he was posted as Vice-Chairman, Income Tax Settlement Commission, Additional Bench-1, New Delhi from 22nd June, 2012 till 11th June 2014. His previous posting in Central Government was as Additional Secretary, Department of Disinvestment in the Ministry of Finance.

He has worked in various capacities, both in Central Government and Government of Orissa. Worked as Additional Commissioner and Commissioner, Income Tax (Central), Delhi. He also worked as Secretary, Public Enterprises, Government of Orissa from 1995-2000 and as Special Secretary (Commerce), Government of Orissa. He was nominated as a Member of the Task Force

constituted by Government of Orissa for restructuring the Power Sector in 1992. He was deeply involved in various Committees constituted in this regard for restructuring the Orissa State Electricity Board.

He did his Senior Cambridge at Stewart School Cuttack; B.A. (Pol Science) from Ravenshaw College Cuttack; M.A. (Pol. Science) from JNU, New Delhi, M. Phil from JNU; LLB from Utkal University and MBA from University of HULL, England.

Shri Sidhartha Pradhan holds Nil share in the Company.

Shri Sidhartha Pradhan holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held
Mayfair Hotels & Resorts Limited	Director
IVC Association	Director
United Bank	Director

Shri Sidhartha Pradhan is not a Member/Chairman of Committees of Board of Directors in any other Company.

Dr. M. M. Kutty

Dr. M.M. Kutty is Secretary to the Government of India in the Ministry of Petroleum and Natural Gas. He is a member of the Indian Administrative Service with over 32 years' experience at the State and National levels. He has held crucial positions in the Ministry of Urban Development, Ministry of Environment, Forest & Climate Change and Department of Economic Affairs, Ministry of Finance, Government of India.

As Chief Secretary to Government of National Capital Territory of Delhi, he made significant contribution towards good governance and better delivery of services.

His international experience includes serving as Bureau Member and Vice President of Asia Pacific Region for ICCM-5, Strategic Approach to International Chemicals Management (SAICM). Dr. Kutty also served as Director in the Board of Asian Infrastructure Investment Bank (AIIB), Beijing and New Development Bank (NOB), Shanghai as well as Member in the Board of Green Climate Fund (GCF), Songdo, South Korea.

Dr. Kutty has rich experience in the management of Autonomous Bodies, Companies and State Enterprises and served in the Board of many organizations including Delhi Metro Rail Corporation, National Capital Region Transport Corporation and Power Distribution Companies of Delhi.

Dr. Kutty is a Ph.D. In Agriculture from New Delhi, India. He also holds M.A. in Rural Social Development from University of Reading, United Kingdom.

Dr. M. M. Kutty holds Nil share in the Company.

Dr. M. M. Kutty holds Directorship / Chairmanship in the following other Companies:

Name of the Company	Position Held
Indian Strategic Petroleum Reserves Limited	Chairman

Dr. M. M. Kutty is not a Member/Chairman of Committees of Board of Directors in any other Company.

Dr. Jyoti Kiran Shukla

Dr. Jyoti Kiran Shukla is an Independent woman Director on the Board of Directors of the Company. She has done Ph.D., M. Phil., MA (Economics) from Delhi School of Economics and she has researched and written extensively on economic policy and development. She started her career from the Institute of the Development Studies, Jaipur and has worked as faculty member at the National Institute of Technology, Nagpur about twelve years. She later acted in leadership position as director of reputed management institute in the private sector and also act as vice chancellor for a short duration.

She is author of four books and about 70 research papers. She has been contributing to Journals and newspapers as analyst and columnist.

Dr. Jyoti Kiran Shukla holds Nil share in the Company.

Dr. Jyoti Kiran Shukla holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held
Petronet LNG Foundation	Director
ICSI Institute of Insolvency Professionals	Member

Dr. Jyoti Kiran Shukla is not a Member/Chairman of Committees of Board of Directors in any other Company.