



Petronet LNG Limited

Regd. Office: World Trade Centre, Babar Road, Barakhamba Lane, New Delhi – 110001
Phone: 011-23411411, Fax: 011- 23472550, CIN: L74899DL1998PLC093073
Email: investors@petronetlng.com, Company's website: www.petronetlng.com

CS/PLL/Listing/2019

30th May, 2019

The Manager
The Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

The Manager
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai – 400 051

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find attached herewith the Annual Secretarial Compliance Report issued by M/s A.N. Kukreja & Co., Practicing Company Secretaries and Secretarial Auditor of the Company for the Financial Year 2018-19.

This is for your kind information and records please.

Thanking you.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Rajan Kapur".

(Rajan Kapur)

Vice President-Company Secretary

Encl: As above

Secretarial Compliance Report of Petronet LNG Limited for the year ended 31stMarch 2019 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019

The Board of Directors,
Petronet LNG Limited (CIN: L74899DL1998PLC093073),
New Delhi

We have examined:

- (a) all the documents and records made available to us and explanation provided by Petronet LNG Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon

For the year ended 31stMarch, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -- (Not applicable for Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -- (Not applicable for the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ; --- (Not applicable for the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; --- (Not applicable for the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (i) SEBI (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;



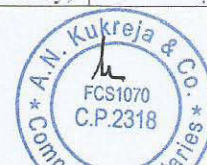
and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17 (1) of SEBI (LODR) Regulations, 2015	Non-compliance pertaining to the composition of the Board in respect of not having sufficient number of Independent Directors on the Board of the Company during the period commencing from 1 st April, 2018 till 1 st November, 2018.	The Company has appointed sufficient number of Independent Directors and complied with the provisions of Regulation 17 (1) of SEBI (LODR) Regulations, 2015 w.e.f. 2 nd November, 2018.
2	Regulation 18 of SEBI (LODR) Regulations, 2015	The composition of audit committee was not in terms of Regulation 18 during the period April 1st, 2018 to May 15th, 2018 due to not having sufficient number of Independent Directors on the Board.	The Company has complied with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 from 16 th May, 2018 onwards.
4	Schedule II Part D of SEBI (LODR) Regulations, 2015	In term(s) of Schedule II Part D of SEBI (LODR) Regulations, 2015 the Company has not formulated and adopted the policy on Board Diversity till March 31st, 2019.	The Company has complied with the provisions of Schedule II Part D of SEBI (LODR) Regulations, 2015 with respect to formulation and adoption of the policy for Diversity of the Board w.e.f. 15 th May, 2019.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

S.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE and NSE	For non-compliance of provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015, pertaining to composition of the Board of Directors	The Company has paid fines amounting to Rs. 542800/- and Rs. 200600/- inclusive of GST for non-compliance, as explained, to each of the stock exchanges, namely,	The Company has complied with order.




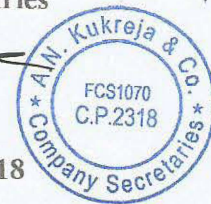
	<p>in respect of not having sufficient number of Independent Directors on the Board of the Company during the period commencing from 1st April, 2018 till 1st November, 2018, BSE and NSE had imposed fines on the Company in terms of the said Regulations and Standard Operating Procedure vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018 issued by the Securities and Exchange Board of India.</p>	<p>the BSE and NSE, in respect of two quarters ended 30th September 2018 and 31st December, 2018, respectively, in pursuance of the said Regulations read with the SEBI Standard Operating Procedure within prescribed time.</p>	
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended 2017-18 - NA (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

For A.N. Kukreja & Co.
Company Secretaries


(A.N.Kukreja)
Proprietor
FCS 1070; CP 2318



Date: 15th May, 2019
Place: New Delhi