

# PETRONET LNG LIMITED

## NEW DELHI

### Registered Office:

World Trade Centre, Babar Road, Barakhmaba Lane, New Delhi- 110 001  
Tele: +91 11 23411411, 23472525, Fax: +91 11 23472550  
Website: www.petronetlng.in , Email: investors@petronetlng.in  
CIN: L74899DL1998PLC093073

## NOTICE OF 24<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 24<sup>th</sup> (twenty-fourth) Annual General Meeting (24th AGM) of the Members of Petronet LNG Limited (PLL) will be held on **Wednesday, 21<sup>st</sup> September 2022 at 10:00 A.M. (IST)** via Video Conference (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022 together with the Reports of the Board of Directors and of the Statutory Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 together with the Report of the Statutory Auditors thereon.
2. To consider declaration of final dividend on equity shares for the financial year 2021-22.
3. To appoint a Director in place of Shri Srikant Madhav Vaidya (DIN: 06995642), who retires by rotation and, being eligible, offers himself for re-appointment as Director of the Company.
4. To appoint a Director in place of Shri Arun Kumar Singh (DIN: 06646894), who retires by rotation and, being eligible, offers himself for re-appointment as Director of the Company.
5. To appoint Statutory Auditors of the Company and fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) be and is hereby appointed as Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the twenty-ninth AGM to be held in the year 2027, with statutory audit fees (including limited review) of INR 26,00,000 per annum plus applicable GST and out-of-pocket (OPE) i.e. travel, boarding and lodging for site visit to PLL’s plant locations and local conveyance for Delhi/ NCR, capped at 15% of total annual contract value of each financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

### SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution(s) as Ordinary Resolution(s):

#### 6. To approve Related Party Transactions entered or to be entered by the Company for the financial year 2023-24

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 188 of the Companies Act, 2013 (‘the Act’), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Related Party Transactions Policy of the Company, and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into contracts/ arrangements and/ or continuing with material Related party Transaction with GAIL (India) Limited (GAIL), Indian Oil Corporation Limited (IOCL), Oil and Natural Gas Corporation Limited (ONGC), Bharat Petroleum Corporation Limited (BPCL) and their affiliates, Related Parties under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year 2023-24 for supply of goods or availing or rendering of any services in the ordinary course of business

and on arm's length basis, which may exceed the materiality threshold limit i.e. Rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

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

**7. To ratify the remuneration of Cost Auditor from the Financial Year 2022-23 to Financial Year 2024-25**

**"RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,50,000 per annum (Rupees One Lakh fifty Thousand only) plus out-of-pocket expenses (Maximum 10% of Rs. 1,50,000) and applicable GST and travel, boarding and lodging would be borne by the Company in case of travel to plants of the Company, payable to M/s Ramanath Iyer & Co., Cost Accountants (Registration No. 000019), Cost Auditor of the Company for a period of three years i.e. from the financial year 2022-23 to 2024-25, as recommended by the Audit Committee of the Board and approved by the Board of Directors, be and is here by ratified."

**By Order of the Board  
For Petronet LNG Limited**

**Sd/-**

**(Rajan Kapur)**

**CGM & Vice President-Company Secretary**

**Place : New Delhi**

**Date : 23<sup>rd</sup> August 2022**

## Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has through its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, General Circular no. 3/2022 dated May 5, 2022, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively, General Circular no. 2/2022 dated May 5, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 24th AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith and also available at the Company's website [www.petronetlng.in](http://www.petronetlng.in).

Since this 24<sup>th</sup> AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for this meeting. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

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. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed.
3. **Members are requested to participate on first-come-first-serve basis as the participation through VC / OAVM will be closed on expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or more is not restricted on first-come-first-serve basis. Members can login and join 15 (fifteen) minutes prior to the scheduled time of AGM and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.**
4. Members are requested to:-
  - quote their Folio / Client ID & DP ID Nos. in all correspondence with the RTA / Company.
  - register their e-mail IDs / PAN / Bank Account Details with RTA / Company / Respective Depository Participants (DP).
  - visit the website of the Company to follow updates on AGM and the Company .
  - note that in case of joint holders attending the meeting, only such joint holder whose name is first in the register of member will be entitled to vote.
5. Institutional / Corporate Members (i.e. other than individuals / HUF / NRI etc.) intending their authorized representative(s) to attend the Meeting through VC / OAVM on their behalf and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail through its registered e-mail address at [sachincs2022@gmail.com](mailto:sachincs2022@gmail.com) with a copy marked at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. **Tuesday, 5<sup>th</sup> July 2022** has been fixed as Record Date for the purpose of ascertaining the entitlement of Members for final dividend for the financial year ended 31<sup>st</sup> March 2022.
7. Dividend as recommended by the Board of Directors, if approved at the 24<sup>th</sup> AGM of the Company will be paid to those shareholders, subject to deduction of tax at source, whose names appear:
  - i. as Beneficial Owners at the end of the business hours on **Tuesday, 5<sup>th</sup> July 2022** as per the list to be furnished by the Depositories (i.e. NSDL and CDSL) in respect of shares held in electronic form, and
  - ii. as Members in the Register of Members of the Company on **Tuesday, 5<sup>th</sup> July 2022**.
8. As per SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request namely, i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; and viii. Transposition.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their shareholding in dematerialized form. Members may contact the Company or Company's Registrar and Share Transfer Agent (RTA), [investor@bigshareonline.com](mailto:investor@bigshareonline.com), for any assistance in this regard.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com). The forms for updating the same are available at [www.petronetng.in](http://www.petronetng.in).

Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

11. Members are requested to submit their Bank details to the Company or our RTA to receive all the dividend through electronic mode directly in their respective bank accounts. In case of shares held in dematerialised mode, kindly register the details with Depository Participant(s) with whom the investors maintain their demat account. In case of shares held in physical form, the investors may register the details with the RTA, Bigshare Services Private Limited.
12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com), to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Bigshare Services Private Limited either by email to <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> or by post to Office No. S6-2 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E) Mumbai – 40009	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and Debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures/ bonds, etc., held in physical form	Form ISR 4
	The forms for updating the above details are available at <a href="http://www.petronetng.in">www.petronetng.in</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

13. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the 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 shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of IEPF Authority.

Hence, the Company urges to all the shareholders to encash / claim their respective dividend during the prescribed period. The Company has, from time-to-time, sent necessary intimation / published notices to the shareholders, requesting them to claim their unpaid dividends and also regarding the transfer of shares in respect of unclaimed dividend to IEPF Authority. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company at [www.petronetng.in](http://www.petronetng.in). The shareholders whose dividend / shares are transferred to the IEPF Authority can now claim their dividend / shares from the Authority by following the refund procedure as detailed on the website of IEPF Authority. The procedure and guidelines in this regard are also available on the website of the Company.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the

Company or the Depository Participant(s). The Annual Report of the Company, circulated to the Members of the Company, is also made available on the Company's website i.e. [www.petronetlng.in](http://www.petronetlng.in), website of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (e-voting agency) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

15. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%*or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2022-23 does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2022-23 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforesaid declarations and documents are required to be submitted by the shareholders on or before 28th August 2022.

Members are requested to visit [www.petronetlng.in](http://www.petronetlng.in) for more instructions and information on this subject.

Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies

Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM. Members may send their request for inspection by sending an email to [investors@petronetng.in](mailto:investors@petronetng.in).

17. Annual Listing Fee to NSE & BSE and Custody fee to NSDL & CDSL for the year 2022-23 have been paid.
18. M/s Agarwal S. & Associates, Practising Company Secretary (Firm Reg. No. P2003DE049100), 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.
19. The Chairman shall, at the 24<sup>th</sup> 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 electronic mode for all those members who attend the said meeting via VC / OAVM but have not cast their votes by availing the remote e-voting facility.
20. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company <https://www.petronetng.in> and on the website of e-voting agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.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. The results shall also be displayed on the notice board at the Registered Office of the Company.
21. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 24<sup>th</sup> AGM i.e. 21<sup>st</sup> September 2022.
22. The Notice of the 24<sup>th</sup> AGM is also placed on the website of the Company at [www.petronetng.in](http://www.petronetng.in) and on the website of e-voting agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
23. Members desirous of seeking/ obtaining any information / clarifications concerning the accounts and operations of the Company or intending to raise any query are requested to write to the Company at least 10 days before the date of meeting mentioning their name demat account number/folio number, email id, mobile number at [investors@petronetng.in](mailto:investors@petronetng.in) or [agmparticipant@bigshareonline.com](mailto:agmparticipant@bigshareonline.com). The same will be replied by the Company suitably. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
24. No Gifts, gift coupons or cash in lieu of gifts shall be given to Members after the completion of AGM or afterwards.

### Instructions for remote e-voting and e-voting during AGM

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.petronetng.in](http://www.petronetng.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 2/2022 dated May 5, 2022.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

**The remote e-voting period begins on Saturday, 17<sup>th</sup> September 2022 at 9:00 A.M. (IST) and ends on Tuesday, 20<sup>th</sup> September 2022 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The**



**Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, 14<sup>th</sup> September 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 14<sup>th</sup> September 2022.**

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders:

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachincs2022@gmail.com](mailto:sachincs2022@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@petronetng.in](mailto:investors@petronetng.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@petronetng.in](mailto:investors@petronetng.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@petronetlng.in](mailto:investors@petronetlng.in). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**By Order of the Board  
For Petronet LNG Limited**

**Place : New Delhi  
Date : 23<sup>rd</sup> August 2022**

**Sd/-  
(Rajan Kapur)  
CGM & Vice President-Company Secretary**

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

### Item No. 6

As per Regulation 23(4) of SEBI LODR Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. All entities who are related parties of PLL cannot vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Petronet LNG Limited has entered into various agreements for Sale of LNG & Regasified LNG and providing regasification services at its terminals.

The particulars of contracts, arrangements and transactions are as under:

- (a) Name of the Related Party(s): GAIL (India) Limited (GAIL), Indian Oil Corporation Limited (IOCL), Oil and Natural Gas Corporation Limited (ONGC) and Bharat Petroleum Corporation Limited (BPCL) and their affiliates. GAIL, IOCL, ONGC and BPCL are the promoters of Petronet LNG Limited.
- (b) Name of the Director or Key Managerial Personnel (KMP) who is related: None (other than Shri Manoj Jain, Shri Shrikant Madhav Vaidya, Dr. (Ms.) Alka Mittal and Shri Arun Kumar Singh to the extent of being common Board Member of PLL as well as of the Promoter Companies viz. GAIL, IOCL, ONGC and BPCL respectively).
- (c) Nature of relationship: GAIL, IOCL, ONGC and BPCL and their affiliates are the promoters of Petronet LNG Limited and are related party(s) under the Companies Act, 2013 and the SEBI Regulations, 2015.
- (d) Nature, Material Terms of contracts, arrangements and transactions:

The Company has entered into the following agreements / contracts in the ordinary course of business and on arm's length basis:

1. Gas Sales and Purchase Agreement (GSPA) of 7.50 MMTPA (as amended from time-to-time), entered in 2003 with GAIL, IOCL and BPCL, in the ratio of 60:30:10 respectively, with validity till 2028: These agreements have been entered as back-to-back arrangement for LNG Sale and Purchase Agreements from RasGas of Qatar. The Long-Term Sales Agreements are materially back-to-back in terms of duration, quantity, price, foreign exchange fluctuation etc. in line with the long-term LNG Purchase contracts.
2. Gas Sales and Purchase Agreement (GSPA) of 1.425 MMTPA (as amended from time to time), entered in 2010 with BPCL, IOCL and GAIL, in the ratio of 40:30:30 respectively, with validity till 2035: These agreements have been entered as back-to-back arrangement for LNG Sale and Purchase Agreements from Mobil Australia Resource Company. The Long-Term Sales Agreements are materially back-to-back in terms of duration, quantity, price, foreign exchange fluctuation etc. in line with the long-term LNG Purchase contracts.
3. The Company also has Agreement with ONGC Limited for extraction of higher hydrocarbons from LNG imported which is replenished through LNG sourced on long-term/short-term/spot basis and is valid till 2028. This contract is for a volume of upto 0.973 MMTPA.
4. The Company also has long-term capacity regasification services agreements including Agreement for 2.5 MMTPA Capacity with GAIL, 1.5 MMTPA with IOCL and 1 MMTPA with BPCL at Dahej Terminal, valid till 2036. These long-term capacity regasification agreements are firm commitment contracts, on use or pay basis.
5. Further, the Company also supplies LNG/RLNG to the above said related parties on spot/short-term basis from time-to-time in its normal course of business. In addition, the Company also provides regasification and other related services to GAIL, IOCL, BPCL, ONGC and their affiliates.

As detailed above, the long-term sales and services agreements enabling committed Terminals capacity utilization totalling 14.9 MMTPA (66.22% of the name plate capacity) has been entered with related parties out of current nameplate capacity of Company's Dahej and Kochi Terminals of 17.5 MMTPA and 5 MMTPA respectively.

- (e) Monetary value: The consolidated turnover of the Company for FY 2021-22, as per the audited financial results was Rs 43,16,857 lac. The actual value of material transactions falling under Regulation 23(1) of the Listing Regulations for the Financial Year 2021-22 was Rs. 41,67,171 lac (96.53 % of total consolidated turnover of the Company).

The details of such transactions, as per the audited financial results of FY 2021-22 are as under:

**Transactions with the Related Parties in the ordinary course of business during FY 2021-22**

(Rs in lac)

Nature of Transaction	Party Name	For the year ended 31 March 2022
Sales of RLNG, Regasification and other services	GAIL	22,22,983
	IOCL	11,47,227
	BPCL	6,05,683
	ONGC	1,91,278
<b>Total</b>		<b>41,67,171</b>

(f) Justification: All the above Agreements and transactions entered/to be entered on arm's length basis forms more than 96% of the Company's consolidated turnover and is critical to the business of the Company. These contracts provide a secured business model to the Company while ensuring energy security to the nation by making available around 62% of present imported LNG consumption in the core sectors viz. fertilizers, power, CGD, refineries, petrochemicals etc.

(g) Details of proposed Material Related Party Transactions:

Nature of Transaction	Related Parties	Tenure of proposed transaction (particular tenure shall be specified)	Value of Proposed transaction (Rs Crores)- Excluding VAT/CST/ GST	Particulars of the proposed transaction	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders
Sales and Regasification services	GAIL	Tenure varies across contracts. Approval being sought for FY 2023-24.	36,653.54	Long term Gas Sale and Purchase Agreement, Spot / Short term sales, Long term and Spot / Short Regasification Agreement	Not comparable due to the ongoing fluctuation in the Brent and USD-INR. (Refer Assumptions)	NA
	IOCL	Tenure varies across contracts. Approval being sought for FY 2023-24.	19,826.62	Long term Gas Sale and Purchase Agreement, Spot / Short term sales, Long term and Spot / Short Regasification Agreement		NA
	BPCL	Tenure varies across contracts. Approval being sought for FY 2023-24.	9,862.22	Long term Gas Sale and Purchase Agreement, Spot / Short term sales, Long term and Spot / Short Regasification Agreement		NA

Nature of Transaction	Related Parties	Tenure of proposed transaction (particular tenure shall be specified)	Value of Proposed transaction (Rs Crores)- Excluding VAT/CST/ GST	Particulars of the proposed transaction	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders
	ONGC	Tenure varies across contracts. Approval being sought for FY 2023-24.	12,257.42	Extraction Agreement and Spot / Short term Sales	Not comparable due to the ongoing fluctuation in the Brent and USD-INR. (Refer Assumptions)	NA

**Assumptions:**

INR/USD 81

Brent Oil (USD/bbl) 105.85 (as per IHS Markit August 2022)

Asian Spot LNG price (USD/MMBtu) 32.67 (as per IHS Markit August 2022)

The estimated value of material related party transactions falling under Regulation 23(1) of the Listing Regulations for the financial year 2023-24 are likely to exceed Rs. 1000 crore or 10 percent of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company, whichever is lower for subsisting contracts, arrangements and transactions entered into or to be entered into. Since all the existing contracts are long term which will start expiring from the financial year 2028 onwards, therefore, the approval of the Shareholders have been sought for the financial year 2023-24. The shareholders had already accorded approvals for such material related party transactions since applicability of the relevant provisions in this regard w.e.f. 01.12.2015.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

**Item No. 7:**

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules").

The Board, on the recommendation of the Audit Committee, has approved the remuneration of Rs. 1,50,000 per annum (Rupees One Lakh fifty Thousand only) plus out-of-pocket expenses (Maximum 10% of Rs. 1,50,000) and applicable GST and travel, boarding and lodging to be borne by the Company in case of travel to plants of the Company to M/s Ramanath Iyer & Co., Cost Accountants (Registration No. 000019) to conduct the audit of the cost records of the Company for a period of three years i.e. from the financial year 2022-23 to 2024-25.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for a period of three years i.e. from the financial year 2022-23 to 2024-25.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any. The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

**By Order of the Board  
For Petronet LNG Limited**

Sd/-

(Rajan Kapur)

CGM &amp; Vice President-Company Secretary

Place : New Delhi

Date : 23<sup>rd</sup> August 2022



## Annexure to AGM Notice

### Disclosure under Reg. 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of the Director	Shri Srikant Madhav Vaidya (DIN: 06995642)	Shri Arun Kumar Singh (DIN: 06646894)
Date of Birth and Age	07.08.1963 (59 years)	06.10.1962 (59 years)
Date of Appointment (initial)	01.07.2020	10.08.2020
Qualifications	Chemical Engineer from the National Institute of Technology, Rourkela	Mechanical Engineer from National Institute of Technology, Patna (Formerly BCE, Patna)
Expertise in specific functional areas and Experience	<p>Shri Shrikant Madhav Vaidya heads the 'Fortune 500' energy company, Indian Oil Corporation Ltd; India's largest oil refiner and fuel retailer. He has over 35 years of extensive experience in the downstream petroleum industry. He is among the select technocrats in the Indian oil &amp; gas space, with rich expertise in the entire gamut of refinery-petrochemicals integration.</p> <p>Shri Vaidya remains a firm votary of responsible growth and environmental stewardship for a better world. With future-ready business acumen and a people-centric leadership style, Mr Vaidya is an ardent believer in the power of innovation, leveraging technology and harnessing the R&amp;D prowess to ensure future-attuned business growth. He has been championing petrochemical integration, promoting biofuels &amp; hydrogen economy, and spearheading pioneering energy solutions to strengthen the nation's energy security.</p>	<p>Shri Arun Kumar Singh is Chairman and Managing Director of Bharat Petroleum Corporation Limited (BPCL), a 'Maharatna' and a Fortune Global 500 Company. He also holds additional charge of Director (Marketing) in BPCL.</p> <p>Shri Singh has more than 36 years of experience in Oil &amp; Gas industry, he has headed various Business Units and Entities in BPCL such as Retail, LPG, Pipelines, Supply Chain Optimization, etc. He also held the position of President (Africa &amp; Australasia) in Bharat PetroResources Ltd. (BPRL), a wholly owned Subsidiary of BPCL, engaged in exploration of Oil &amp; Gas, largely overseas.</p>
Board Membership of other Companies/Corporate Bodies	<ul style="list-style-type: none"> <li>(i) Indian Oil Corporation Limited</li> <li>(ii) Chennai Petroleum Corporation Limited</li> <li>(iii) Ratnagiri Refinery and Petrochemicals Limited</li> <li>(iv) Indian Oiltanking Limited</li> <li>(v) Petroleum Conservation Research Association (PCRA)</li> <li>(vi) Indian Oil Foundation</li> <li>(vii) Federation of Indian Petroleum Industry</li> <li>(viii) Oil Industry Development Board</li> <li>(ix) Oil Industry Safety Directorate</li> <li>(x) Centre for High Technology</li> <li>(xi) Hindustan Uravrak &amp; Rasayan Limited</li> <li>(xii) Hydrocarbon Sector Skill Council</li> <li>(xiii) World LPG Association, Paris</li> </ul>	<ul style="list-style-type: none"> <li>(i) Bharat Petroleum Corporation Limited</li> <li>(ii) Bharat Gas Resources Limited</li> <li>(iii) Bharat Oman Refineries Limited</li> <li>(iv) Indraprastha Gas Limited</li> <li>(v) Bharat PetroResources Limited</li> </ul>
Skills and capabilities of Independent Directors	N.A.	N.A.
Whether resigned from any listed entity in the last three years	No	No

Name of the Director	Shri Srikant Madhav Vaidya (DIN: 06995642)	Shri Arun Kumar Singh (DIN: 06646894)
Chairmanship(s)/ Membership(s) of Committees of other Companies	Nil	Nil
Number of shares held in the Company (self and as a beneficial owner)	2,600	Nil
Remuneration proposed to be paid	Nil	Nil
Terms and Conditions of Appointment	Nominated by IOCL as per the terms and conditions contained in the Articles of Association of the Company.	Nominated by BPCL as per the terms and conditions contained in the Articles of Association of the Company.
Relationship with other Directors or KMP of the Company	Nil	Nil
Number of meetings of the Board attended in the FY 2021- 22	7 out of 9	7 out of 9
<i>For other details regarding meetings of the board / committees of the board, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.</i>		

### HEALTH NOTE ON CORONAVIRUS (COVID 19)

This notice of meeting has been prepared on the basis that PLL will conduct its AGM through video conferencing only. We continue to monitor the rapidly developing situation, including the latest Government guidance. The health and safety of shareholders and PLL employees are of paramount importance.

Given the circumstances, shareholders should be aware that arrangements for the AGM may change at short notice. The government has advised against unnecessary travel and discouraged large gatherings.

PLL will provide updates on its website regarding any changes to the meeting and or its proceedings at [www.petronetlng.in](http://www.petronetlng.in)