



**PETRONET LNG LIMITED  
NEW DELHI**

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Website: [www.petronetlng.com](http://www.petronetlng.com) Email: [investors@petronetlng.com](mailto:investors@petronetlng.com)  
CIN: L74899DL1998PLC093073

**NOTICE OF 9<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that 9<sup>th</sup> Extra-ordinary General Meeting of the Members of Petronet LNG Limited (PLL) will be held on Monday, 15<sup>th</sup> day of March, 2021 at 2.00 p.m. via Video Conference (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

**SPECIAL BUSINESSES:**

- 1. To consider and approve Material Related Party Transactions and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereof for the time being in force) and the 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 into with GAIL (India) Limited, Indian Oil Corporation Limited, Oil and Natural Gas Corporation Limited (ONGC), Bharat Petroleum Corporation Limited and their affiliates, Related Parties under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2021-22 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. 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 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.”

2. **To re-appoint Shri Sidhartha Pradhan (DIN: 06938830), as Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of Members of the Company be and is hereby accorded for re-appointment of Shri Sidhartha Pradhan (DIN: 06938830), who was re-appointed as Independent Director by the Board in its Meeting held on 11.02.2021, for a period of three years w.e.f 16.5.2021 after the date of completion of his existing tenure on 15.05.2021, not liable to retire by rotation.”

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

Place : New Delhi  
Date : 16.2.2021

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

## Notes

- 1) In view of the massive outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA), through Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and Circular No.17/2020 dated 13<sup>th</sup> April 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the EGM through video conferencing (VC) or other audio visual means (OAVM) and dispensed with physical presence of the Members at a common venue.

Similarly, Securities and Exchange Board of India (SEBI) through Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 has also given certain relaxations in this regard. In terms of the said SEBI and MCA Circulars, this Extra-Ordinary General Meeting (EGM) of the Members is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the EGM 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.com](http://www.petronetlng.com).

- 2) Since this 9<sup>th</sup> EGM 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 and Attendance Slip are not annexed to this Notice.
- 3) 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 Regulations 26(4) and 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.
- 4) **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 EGM. 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 9<sup>th</sup> EGM and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.**
- 5) Members are requested to:-
  - i. quote their Folio / Client ID & DP ID Nos. in all correspondence with the RTA / Company.
  - ii. register their e-mail IDs / PAN / Bank Account Details with RTA / Company / respective Depository Participants (DP).
  - iii. visit the website of the Company to follow updates on 9<sup>th</sup> EGM and Company .
  - iv. 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.

- 6) 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 [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- 7) As per Regulation 40 of SEBI Listing Regulations and NSE circular no. NSE/CML/2018/38 dated December 03, 2018 and BSE vide Circular No. LIST/COMP/31/2018-19 dated December 03, 2018 requests for effecting transfer of securities shall not be processed w.e.f April 1, 2019 unless the securities are held in the dematerialized form with a depository i.e. NSDL or CDSL except in case of transmission or transposition of securities. The above said circulars are available at the website of the Company at [www.petronetlng.com](http://www.petronetlng.com).

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), [agmparticipant@bigshareonline.com](mailto:agmparticipant@bigshareonline.com), for any assistance in this regard.

- 8) 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.
- 9) 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 details may be updated with the respective Depository Participant.
- 10) 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.
- 11) 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.petronetlng.com](http://www.petronetlng.com). 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.

12) (a) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of EGM along with the explanatory statement 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 Notice 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](http://www.petronetlng.com), 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 CDSL (e-voting agency) at [www.evotingindia.com](http://www.evotingindia.com).

**(b) Manner of registering / updating email addresses:**

- (i) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investors@petronetlng.com](mailto:investors@petronetlng.com) or to the RTA at [tds@bigshareonline.com](mailto:tds@bigshareonline.com)
- (ii) Members holding shares in dematerialized mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat account.

13) Since the 9<sup>th</sup> EGM will be held through VC/ OAVM, the route map is not annexed in this Notice.

14) No gifts, gift coupons or cash in lieu of gifts shall be given to Members after the completion of 9<sup>th</sup> EGM or afterwards.

15) Shri Sachin Agarwal, Practising Company Secretary (M. No. 5774, CP No. 5910), 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.

16) The Chairman shall, at the 9<sup>th</sup> EGM, 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 will attend the said meeting via VC / OAVM but have not cast their votes by availing the remote e-voting facility.

- 17) The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at [www.petronetng.com](http://www.petronetng.com) and on the website of e-voting agency at [www.evotingindia.com](http://www.evotingindia.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.
- 18) The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 9<sup>th</sup> EGM i.e. 15<sup>th</sup> day of March, 2021.
- 19) In terms of Regulation 44 of SEBI (LODR) Regulations, 2015; the Company is providing one-way live webcast of the proceedings of the 9<sup>th</sup> EGM for the shareholders on March 15, 2021 from 2:00 P.M onwards till conclusion of Extra Ordinary General Meeting. You may access the same at CDSL's website at [www.evotingindia.com](http://www.evotingindia.com).
- 20) Members desirous of seeking/ obtaining any information / clarifications concerning the business to be transacted at 9<sup>th</sup> EGM 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.com](mailto:investors@petronetng.com) 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.

## **21) Instructions for e-voting and joining the EGM**

### **1. For Remote e-voting and e-voting during EGM :-**

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020. The 9<sup>th</sup> EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) for which the platform shall be provided by Central Depository Services (India) Limited (CDSL). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. 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 MCA Circulars dated April 08, 2020 and April 13, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency.

3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 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 EGM without restriction on account of first-come first-served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting. In this regard a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative may be sent to the Company.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.petronetlng.com](http://www.petronetlng.com). 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. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The EGM being convened through VC/OAVM shall be in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

**THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Thursday, 11<sup>th</sup> March, 2021 from 9.00.a.m (IST) and ends on Sunday, 14<sup>th</sup> March, 2021 till 5.00.p.m.(IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 8<sup>th</sup> March, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Petronet LNG Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 **Company at [investors@petronetlq.com](mailto:investors@petronetlq.com) and to RTA at [agmparticipant@bigshareonline.com](mailto:agmparticipant@bigshareonline.com).**

2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) **Company at [investors@petronetlq.com](mailto:investors@petronetlq.com) and to RTA at [agmparticipant@bigshareonline.com](mailto:agmparticipant@bigshareonline.com).**

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

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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 EGM 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 company's email id i.e. [investors@petronetlq.com](mailto:investors@petronetlq.com). 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.

## **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM 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 available during the EGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM.

### **(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@petronetlmg.com](mailto:investors@petronetlmg.com)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

Details of the person who can be contacted for any grievances connected with facility for voting by electronic means: Rajesh Mishra, Client Executive, RTA Bigshare Services Private Limited, [Rajeshm@bigshareonline.com](mailto:Rajeshm@bigshareonline.com) phone no.022-62638206.

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

**Place : New Delhi  
Date : 16.2.2021**

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

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“Act”) READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Businesses covered under Item No. 1 and 2 of the accompanying Notice dated 16.2.2021.

### **ITEM NO.1**

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 the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company. 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.

(b) Name of the Director or Key Managerial Personnel (KMP) who is related: None (other than Shri Manoj Jain, Shri Shrikant Madhav Vaidya, Shri Shashi Shanker 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 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, valid till 2036. These long term capacity regasification agreements are firm commitment contracts, on 100% 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 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 2019-20, as per the audited financial results was Rs 35,45,200 lac. The actual value of material transactions falling under Regulation 23(1) of the Listing Regulations for the Financial Year 2019-20 was Rs. 34,08,103 lac (96.13% of total consolidated turnover of the Company). The details of such transactions, as per the audited financial results of FY 2019-20 are as under:

**Transactions with the Related Parties in the ordinary course of business during FY 2019-20**

(Rs in lac)

<b>Nature of Transaction</b>	<b>Party Name</b>	<b>For the year ended 31 March 2020</b>
Sales of RLNG, Regasification and other services	GAIL	18,31,518
	IOCL	10,03,972
	BPCL	4,52,077
	ONGC	1,20,535
<b>Total</b>		<b>34,08,103</b>

The estimated value of material transactions falling under Regulation 23(1) of the Listing Regulations for the financial year 2021-22 are likely to exceed 10 percent of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company and subsisting contracts, arrangements and transactions entered into or to be entered into. The shareholders had already accorded similar

approvals for such material related party transactions since applicability of the relevant provisions in this regard w.e.f. 01.12.2015.

(f) Any other information relevant or important for the Members to make a decision on a proposed transaction: All the above Agreements and transactions entered/to be entered on arm's length basis forms more than 95% 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 65% of present imported LNG consumption in the core sectors viz. fertilizers, power, CGD, refineries, petrochemicals etc.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution no. 1 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. 2**

Shri Sidhartha Pradhan (DIN: 06938830) was re-appointed by the Board as an Independent Director with effect from 16.05.2021, in terms of provisions of Section 149 (10) of the Companies Act, 2013, Rules made thereunder, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a period of three years from the date of completion of existing tenure of three years i.e. May 15, 2021. In terms of Section 149 (10) of the Companies Act, 2013, subject to the provisions of Sec. 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report.

Accordingly, approval of the Members by way of Special Resolution is required for re-appointment of Shri Sidhartha Pradhan (DIN: 06938830), for his second term of three years w.e.f 16.05.2021 in terms of Section 149 (10) of the Companies Act, 2013.

Declaration has been received from Shri Sidhartha Pradhan (DIN: 06938830) that he meets the criteria of Independence prescribed under Section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Relevant document(s) referred in respect of the said item is/are open for inspection by the Members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the last date of receipt of e-Voting.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution no. 2 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.

**Details of Director seeking re-appointment - Shri Sidhartha Pradhan**

<b>Name</b>	Shri Sidhartha Pradhan
<b>Age</b>	68 years
<b>Date of Appointment</b>	16.05.2018
<b>Educational Qualification</b>	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
<b>Expertise in Specific Area</b>	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 has worked as Additional Secretary, Special Secretary and Secretary, Department of Public Enterprises, Government of Orissa from April, 1991 to July, 2000. Currently, he is Member of a High Level Committee of Ministry of Petroleum & Natural Gas relating to Petroleum Sector Restructuring. 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. His previous posting in Central Government was as Additional Secretary, Department of Disinvestment in the Ministry of Finance.
<b>Terms and conditions/ of Appointment</b>	Terms and conditions of appointment of Independent Directors is available at the website of the Company at <a href="https://www.petronetlng.com/IDAppointmentLetters.php">https://www.petronetlng.com/IDAppointmentLetters.php</a>
<b>Disclosure of relationship between Directors inter-se in Petronet LNG Limited</b>	No such relationship between Directors inter-se.
<b>Directorship held in other Companies</b>	(i) Central Depository Services (India) Limited (ii) Mayfair Hotels & Resorts Limited (iii) Creative Port Development Private Limited (iv) PGIM India Trustees Private Limited (v) IVC Association
<b>Membership/ Chairmanship of committees*</b>	(i) Petronet LNG Limited – Audit Committee – Member



	(ii) Central Depository Services (India) Limited – Audit Committee - Chairman
<b>No. of shares held in PLL</b>	Nil
<b>Attendance in Board meetings during FY 2019-2020</b>	7 out of 7

\*Only Membership/chairmanship in the Audit Committee and Stakeholders' Relationship Committee is considered

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

**Place : New Delhi  
Date : 16.2.2021**

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

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**HEALTH NOTE ON CORONAVIRUS (COVID 19)**

This notice of meeting has been prepared on the basis that PLL will conduct this EGM 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 EGM 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.com](http://www.petronetlng.com)