

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
Petronet LNG Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Petronet LNG Limited (CIN: L74899DL1998PLC093073)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Petronet LNG Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the **financial year ended on 31st March, 2019** complied with statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Petronet LNG Limited for the financial year ended on **31st March, 2019** according to the provisions of:
 - (i). The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii). The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
 - (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
 - (g) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009*; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*.

*SEBI Regulations listed at sub-para (v) above,Sl. Nos. (f), (g), (h) and (i) above are not applicable, as there were no corporate decisions/actions during the year under report, attracting these regulations.
 - (vi). Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder.
 - (vii). The Other Laws applicable specifically to the Company are:
 - (a) The Explosives Act, 1884
 - (b) Petroleum and Natural Gas Regulatory Board Act, 2006
 - (c) The Petroleum Act, 1934
 - (d) The Oil Industry (Development) Act, 1974
 - (e) Indian Boilers Act, 1923.
 - (f) The Territorial Waters, Continental Shelf, Exclusive Economic Zone and Other Maritime Zones Act, 1976
 - (g) Merchant Shipping Act, 1983
 - (h) The Electricity Act, 2003

2. We have also examined the compliances with the applicable laws listed under Sl. No. (vii) above on test check basis and Regulations/Standards of the following:
 - (i). SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and listing agreements with Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd ;
 - (ii). Secretarial Standards issued by the Institute of Company Secretaries of India.
3. During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:
 - (a) The composition of the Board did not have sufficient number of Independent directors during the period commencing from 1st April, 2018 till 1st November, 2018 as required under Regulation 17(1) of the SEBI (LODR) Regulations, 2015;
 - (b) The composition of the Audit Committee of the Board of Directors was not in compliance with Regulation 18 of the SEBI (LODR) Regulations, 2015 during the period 1st April, 2018 to 15th May, 2018 due to not having sufficient number of Independent Directors on the Board.
 - (c) The Company has not formulated and adopted policy on Board Diversity till 31st March, 2019 in terms of Schedule II Part D of the SEBI (LODR) Regulations, 2015.
- 3A. We further report that the Company is implementing its Corporate Social Responsibility Policy/Activities as specified in Schedule VII to the Act read with Section 135 of the Act through Petronet LNG Foundation, a Section 8 Company under the Act.
4. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, and Woman Director, Independent Directors and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while dissenting members' views are captured and recorded as part of the minutes.
5. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. We further report that during the audit period, no major decisions having a bearing on Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines, were taken by the members.

This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

Date: 15th May, 2019

Place: New Delhi

For A.N.Kukreja & Co
Company Secretaries
(A.N.Kukreja)
Proprietor
FCS 1070; CP 2318.

To,
The Members of
Petronet LNG Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. During the course of our examination of the books and records of the Company carried out in accordance with generally accepted practices in India, we have neither come across any instance of material fraud on or by the Company, nor the Company has noticed and reported any such case during the year and accordingly the Company has not informed us of any such case.

For A.N.Kukreja & Co
Company Secretaries
(A.N.Kukreja)
Proprietor
FCS 1070; CP 2318.

Date: 15th May, 2019
Place: New Delhi

Management's Reply on the Secretarial Audit Report for the Financial Year 2018-19

Auditor's Observation	Management's Reply
The composition of the Board did not have sufficient number of Independent directors during the period commencing from 1 st April, 2018 till 1 st November, 2018 as required under Regulation 17(1) of the SEBI (LODR) Regulations, 2015.	The Company has appointed sufficient number of Independent Directors and is in compliance with the provisions of Regulation 17 (1) of SEBI (LODR) Regulations, 2015.
The composition of the Audit Committee of the Board of Directors was not in compliance with Regulation 18 of the SEBI (LODR) Regulations, 2015 during the period 1 st April, 2018 to 15 th May, 2018 due to not having sufficient number of Independent Directors on the Board.	The Company has complied with the provisions of Regulation 18(1) of SEBI (LODR) Regulations, 2015 w.e.f. 16 th May, 2018 onwards with the Appointment of one more Independent Director on the Board of the Company w.e.f. 16 th May, 2018.
The Company has not formulated and adopted policy on Board Diversity till 31 st March, 2019 in terms of Schedule II Part D of the SEBI (LODR) Regulations, 2015.	The Board of Directors in their meeting held on 15 th May, 2019 had approved the Policy for Diversity of the Board. Therefore, the Company is in compliance with the provisions of Schedule II Part D of SEBI (LODR) Regulations, 2015 with respect to formulation and adoption of the Policy for Diversity of the Board.