

PETRONET LNG LIMITED

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

NOTICE OF 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th (twenty-seventh) Annual General Meeting (27th AGM)** of the Members of Petronet LNG Limited (PLL) will be held on **Wednesday, 24th September 2025 at 3:30 P.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 2025 together with the Reports of the Board of Directors (along with Annexures thereto) and of the Independent Statutory Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 together with the Report of the Independent Statutory Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of Board of Directors (along with Annexures thereto) and of the Statutory Auditors thereon as well as Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 together with the Report of the Statutory Auditors thereon, be and are hereby received, approved and adopted."

2. To consider declaration of final dividend on equity shares for the financial year 2024-25.

"RESOLVED THAT final dividend @ Rs. 3.00 per share (of the face value of Rs. 10/- each) of the Company for the financial year 2024-25, as recommended by the Board of Directors, be and is hereby approved and declared."

3. To appoint a Director in place of Shri Pankaj Jain (DIN: 00675922), who retires by rotation and, being eligible, offers himself for reappointment as the Chairman of the Company.

"RESOLVED THAT Shri Pankaj Jain (DIN: 00675922), who retires by rotation and, being eligible, be and is hereby reappointed as the Chairman of the Company, liable to retire by rotation."

4. To appoint a Director in place of Shri Milind Torawane (DIN: 03632394), who retires by rotation and, being eligible, offers himself for reappointment as Nominee Director – GMB/ GoG of the Company.

"RESOLVED THAT Shri Milind Torawane (DIN: 03632394), who retires by rotation and, being eligible, be and is hereby reappointed as Nominee Director – GMB/ GoG of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

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

5. **To approve Related Party Transactions entered or to be entered by the Company for the financial year 2026-27**

"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, 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), Related Parties under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2026-27 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. Rs. 1,000 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 as it may deem necessary, expedient or desirable, in order to give effect to this resolution.”

6. To approve the appointment of M/s Akhil Rohtagi & Company, Company Secretaries as Secretarial Auditor of the Company for a period of five years commencing from the financial year 2025-26 to 2029-30

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Akhil Rohtagi & Company, Company Secretaries (Firm Registration Number P1995DE072900) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 to conduct Secretarial Audit of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. To ratify the remuneration of the Cost Auditors for three financial years commencing from the financial year 2025-26

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable to M/s Chandra Wadhwa & Co. (Firm Regn. No. 000239), Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the various units of the Company, for a period of three years commencing from the financial year 2025-26, amounting to Rs. 180,000 per annum plus out-of-pocket expenses (maximum 10% of Rs 1,80,000) plus applicable GST and travel, boarding and lodging in respect of travel to plants at actuals (Air Travel by economy class) be and is hereby ratified.”

By order of the Board
for Petronet LNG Limited

(Rajan Kapur)

GGM & President - Company Secretary
M.No. A10674

Place : New Delhi
Date : 29.08.2025

Notes

1. The Ministry of Corporate Affairs ("MCA") has through its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular no. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 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"), has 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 27th 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 contained herein and also available at the Company's website www.petronetlng.in.

Since this 27th 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 businesses 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.
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 / Nomination/ 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 mail@csraginichokshi.com with a copy marked at evoting@nsdl.co.in.
6. Friday, 4th July 2025 has been fixed as Record Date for the purpose of ascertaining the entitlement of Members to the final dividend of Rs. 3.00 per share (Rupees three only) per share (on the face value of Rs. 10/- each) on the equity shares of the Company for the financial year 2024-25. This is in addition to the Interim Dividend of Rs. 7 per equity share of nominal value of Rs. 10/- each paid by the Company in November 2024.
7. Dividend as recommended by the Board of Directors, if approved at the 27th 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 Friday, 4th July 2025 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 Friday, 4th July 2025.

8. Important instruction for members holding shares in physical form:

- (i) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf
- (ii) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate/ folios; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.petronetlng.in/norms-for-processing-investors-service-requested-by-rta-related-forms> and on RTA's website at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
- (iii) Members are requested to update their records by submitting duly filled and signed relevant form along with the relevant proofs listed in the forms, to the RTA of the Company, Bigshare Services Private Limited by post to Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri {E}, Mumbai – 400093.

Details of the relevant forms are provided herein below:

Type of holder	Process to be followed
Physical Form	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
	Updation of signatures of securities holder
	Form ISR-2
	Declaration to opt out
	Form ISR-3
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures/ bonds etc. held in physical form
	Form ISR-4
Physical Form	Request for transmission of securities by nominee or legal heir
	Form ISR-5
	For nomination as provided in the Rules 19 (1) of the Companies (Share capital and Debenture) Rules, 2014
	Form SH-13
Physical Form	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
	Form SH-14
The forms for updating the above details are available at www.petronetlng.in	
Demat	Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.

9. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution.

Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

The detailed circulars and process are also available on the website of the Company at <https://www.petronetlng.in/sop-for-dispute-resolution-under-the-stock-exchange-arbitration-mechanism>

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. SEBI through its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has opened a special window only for re-lodgement of transfer deeds, which were **lodged prior to the deadline of April 01, 2019** and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from **7th July 2025 till 6th January 2026**. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company/ RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum demat requests.
12. As required by the Income Tax Authorities, please link your PAN and Aadhaar as specified by the Central Board of Direct Taxes (CBDT), if not linked earlier, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the said CBDT circular, as such accounts would be considered non-KYC compliant and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.
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.petronetlng.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. To claim the outstanding dividend from the Company until the amount has not been transferred to IEPF, please submit the below documents to the RTA of the Company:
For shares held in Demat form –
 - Copy of the Demat Account Statement (Client Master List) showing name, address, email, contact detail, demat details and updated bank account details registered against the demat account alongwith an original cancelled cheque leaf.**For shares held in physical form –**
 - Investor Service Request Form ISR-1, Form ISR-2 and Form SH-13 (Nomination Form) duly filled as per the instructions stated therein along with the supporting documents;
 - Original Cancelled cheque leaf bearing the name of the first shareholder or;
 - Bank attested copy of first page of the Bank Passbook/Statement of Account in original and an original cancelled cheque leaf.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report for the financial year 2024-25 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, website of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of NSDL (e-voting agency) at www.evoting.nsdl.com. In case a shareholder wish to obtain physical copy of the Annual Report for FY 2024-25, he/ she may write to the Company at investors@petronetlng.in along with the details of folio/ DP ID- Client ID and address.
16. 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/ invalid PAN/ deleted/ inoperative PAN on account of non-linking of Aadhaar	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during the financial year 2025-26 does not exceed ₹ 10,000, and also in cases where members provide Form 15G (applicable to resident individual shareholder below the age of 60 years)/ Form 15H (applicable to resident individual shareholder 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 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Completed and duly e-filed Form 10F and acknowledgment number **(The form must be filed on the Income Tax e-filing portal).**
- 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.

The aforesaid declarations and documents are required to be submitted by the shareholders on or before **11:59 PM (IST) of Saturday, 23rd August 2025 at tds@bigshareonline.com.**

Members are requested to visit 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>.

17. 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@petronetlng.in.
18. Annual listing fee to NSE & BSE and Custody fee to NSDL & CDSL respectively have been paid for the year 2024-25.
19. No gifts, gift coupons or cash in lieu of gifts shall be given to Members after the completion of AGM or afterwards.
20. M/s Ragini Chokshi & Co., Company Secretaries (Firm Reg. No. BA-92897) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and instant voting process during AGM in a fair and transparent manner.
21. The Chairman shall, at the 27th 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.
22. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company <https://www.petronetlng.in> and on the website of e-voting agency at 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.

23. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 27th AGM i.e. **Wednesday, 24th September 2025.**
24. 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@petronetlng.in** or **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.

25. Instructions for remote e-voting and e-voting during AGM

- a) 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, May 05, 2020 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Therefore, 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.
- b) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- c) 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.
- d) 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.
- e) 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.petronetlng.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** and **www.nseindia.com** respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. **www.evoting.nsdl.com**.
- f) 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, 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, MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 2/2022 dated May 5, 2022, MCA Circular No. 10/2022 dated December 28, 2022, MCA Circular No. 9/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated September 19, 2024.

The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

The remote e-voting period shall begin on Saturday, 20th September 2025 at 9:00 A.M. (IST) and end on Tuesday, 23rd September 2025 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, 17th September 2025, 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, 17th September 2025.

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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 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. 2. Existing IDeAS user can visit the e-services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL 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 & voting during the meeting. 3. If you are not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 (i.e. your sixteen-digit demat account number held 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 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



App Store



Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
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 evoting@nsdl.co.in or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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?

1. 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 mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 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 mail@csraginichokshi.com with a copy marked to 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 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 or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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:

- i. 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@petronetlng.in.
- ii. 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@petronetlng.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.

- iii. Alternatively, shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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 AGM are as under:-

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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.
- c. 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.
- d. 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 AGM through VC/OAVM are as under:

- I. 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
 - II. Members are encouraged to join the Meeting through laptops for better experience.
 - III. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 - IV. 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.
 - V. 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 at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **investors@petronetlng.in**. 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**. These queries will be replied to by the Company suitably by email.
 - VI. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
26. Shareholders may use the following link to register their details or raise their queries:
- <https://www.bigshareonline.com/InvestorLogin.aspx>**
- <https://iconnect.bigshareonline.com/Account/Login>**

By order of the Board
for Petronet LNG Limited

(Rajan Kapur)

GGM & President - Company Secretary
M.No. A10674

Place : New Delhi
Date : 29.08.2025



Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

To approve Related Party Transactions entered or to be entered by the Company for the financial year 2026-27

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 rupees one thousand crore or 10% of the annual consolidated turnover of the Company as per 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).
- (b) **Name of the Director or Key Managerial Personnel (KMP) who is related:** None (other than Shri Sandeep Kumar Gupta, Shri Arun Kumar Singh, Shri Arvinder Singh Sahney and Shri Sanjay Khanna to the extent of being common Board Member of PLL as well as of the Promoter Companies viz. GAIL, ONGC, IOCL and BPCL respectively).
- (c) **Nature of relationship:** GAIL, IOCL, ONGC and BPCL 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 Agreement (SPA) from QatarEnergy LNG S(2) (previously, Ras Laffan Liquefied Natural Gas Company Limited (II)) of Qatar. The long-term GSPAs are materially back-to-back in terms of duration, quantity, price, foreign exchange fluctuation etc. in line with the long-term LNG SPA.
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 Agreement (SPA) from Mobil Australia Resource Company. The long-term GSPAs are materially back-to-back in terms of duration, quantity, price, foreign exchange fluctuation etc. in line with the long-term LNG SPA.
3. Gas Sales and Purchase Agreement (GSPA) of 1.20 MMTPA (as amended from time to time), entered in 2017 with BPCL, IOCL and GAIL, in the ratio of 40:30:30 respectively, with validity till 2040-41: The supplies under the said agreement are expected to commence in the financial year 2025-26. The quantity for the subject agreement will ramp-up gradually. Further for first financial year 2025-26, the initial quantity of LNG to be received under SPAs is 0.50 MMTPA, which will be supplied to BPCL and IOCL. These agreements have been entered as back-to-back arrangement for LNG SPA from ExxonMobil Asia Pacific Pte Ltd. The long-term GSPAs are materially back-to-back in terms of duration, quantity, price, foreign exchange fluctuation etc. in line with the long-term LNG SPA.
4. The Company also has an 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.
5. 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.
6. 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 and ONGC.

As detailed above, the long-term sales and services agreements enabling committed Terminals capacity utilization totalling 15.40 MMTPA (68.44% of the name plate capacity) have 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 2024-25 was Rs 50,982.03 crore. The actual value of material transactions falling under Regulation 23(1) of the Listing Regulations for the Financial Year 2024-25 was Rs. 49,661.01 Crore (97.41% of total consolidated turnover of the Company).

The details of such transactions, as per the audited financial results of FY 2024-25 are as under:

Transactions with the Related Parties in the ordinary course of business during FY 2024-25:

(Rs. in crore)

Nature of Transaction	Party Name	For the year ended 31 st March 2025
Sales of RLNG, Regasification and other services	GAIL	26,737.63
	IOCL	14,605.11
	BPCL	7,237.30
	ONGC	1,080.97
Total		49,661.01

- (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 55% of present imported LNG consumption in the core sectors viz. fertilizers, power, CGD, refineries, petrochemicals etc.

- (g) **Details of proposed Material Related Party Transactions:**

	Related Parties	(i) Tenure of proposed transaction (particular tenure shall be specified)	(ii) Value of Proposed transaction (Rs Crores)-excluding VAT/CST/GST	(iii) Particulars of the proposed transaction	(iv) 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)	(v) 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 2026-27	36,378.81	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 2026-27	20,423.47	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 2026-27	11,280.07	Long term Gas Sale and Purchase Agreement, Spot / Short term sales, Long term and Spot / Short Regasification Agreement		NA
	ONGC	Tenure varies across contracts. Approval being sought for FY 2026-27	7,369.02	Extraction Agreement and Spot /Short term Sales		NA

Assumptions:

INR/USD – 87.9161 one year forward curve value as on 28.04.2025

Brent Oil (USD/bbl) - 82.8336 (as per S&P Global Commodity Insights April 2025 + 20 % markup)

Asian Spot LNG price (USD/MMBtu) – 15.1690 (as per S&P Global Commodity Insights April 2025 + 20 % markup)

The estimated value of material related party transactions falling under Regulation 23(1) of the SEBI LODR Regulations, 2015 for the financial year 2026-27 are likely to exceed Rs. 1,000 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. 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 Ordinary Resolution(s) as set out in Item no 5 of the accompanied Notice for approval of the Members.

Item No. 6

To approve the appointment of M/s Akhil Rohtagi & Company, Company Secretaries as Secretarial Auditor of the Company for a period of five years commencing from the financial year 2025-26 to 2029-30

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders approval to be obtained at the Annual General Meeting.

The Board at its meeting held on July 25, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as independence, industry experience, technical skills, audit team, audit quality reports etc., has approved the appointment of M/s Akhil Rohtagi & Company, Company Secretaries (Firm Registration Number: P1995DE072900), a peer reviewed firm as Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws, for a term of five consecutive years commencing from the FY 2025-26 till the FY 2029-30, subject to approval of the Members.

M/s Akhil Rohtagi & Company, Company Secretaries have an experience running over 30 years having association with both private and large scale public sector companies. The firm has vast experience in the field of public issues, incorporation of companies, secretarial audits, merger & amalgamation, liquidation of companies, compliance of DPE guidelines, various certifications, due diligence for foreign collaborations, banks, other legal and financial matters etc.

Furthermore, M/s Akhil Rohtagi & Company, Company Secretaries have given their consent to act as secretarial auditors of the Company. In terms of the amended regulations, M/s Akhil Rohtagi & Company, Company Secretaries has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s Akhil Rohtagi & Company, Company Secretaries has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest in terms of Regulation 24A of the SEBI Listing Regulations. M/s Akhil Rohtagi & Company, Company Secretaries has further furnished a declaration that they have not taken up any prohibited non- secretarial audit assignments for the Company as per SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Further information in respect of M/s Akhil Rohtagi & Company is encapsulated in the table below:

S.No.	Particulars	Details
1	Number of years of experience of the individual / Firm proposed to be appointed as Secretarial Auditor	30 years
2	Proposed fees payable to the Firm	Rs. 34,000/- (inclusive of out-of-pocket expenses and exclusive of taxes) per year.
3	Terms of appointment	Appointment for a period of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 to conduct Secretarial Audit of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws and approved by the Board.
4	Total Fees paid to previous/outgoing auditor and any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	M/s JMC & Associates were paid ₹49,000 (inclusive of out-of-pocket expenses and exclusive of taxes) for the Secretarial Audit and other reports/ certificates conducted for the financial year 2024-25. The exercise for selection of new secretarial auditor for a period of five years from FY 2025-26 was performed through limited tender process inviting individuals/firms followed by their shortlisting based on a comprehensive assessment criterion. Thereafter, professional fee was discovered based on lowest evaluated quote.
5	Basis of recommendation for appointment including the details in relation to and credentials of the secretarial auditor proposed to be appointed	The background and vast experience of M/s Akhil Rohtagi & Company, Company Secretaries after evaluating and considering various factors such as independence, technical skills, audit team, audit quality reports etc. and the quoted fee.

In addition to the secretarial audit, M/s Akhil Rohtagi & Company, Company Secretaries shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

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.

In order to comply with the statutory provisions and keeping in view background and vast experience of M/s Akhil Rohtagi & Company, Company Secretaries, the Board recommends the Ordinary Resolution as set out in Item No. 6 of the accompanied Notice for approval of the Members.

Item No. 7

To ratify the remuneration of the Cost Auditors for three financial years commencing from the financial year 2025-26

The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s Chandra Wadhwa & Co. (Firm Regn. No. 000239) as Cost Auditors of the Company to conduct the audit of the cost records of the various units of the Company, for three financial years commencing from the financial year 2025-26 at a remuneration of Rs. 180,000 per annum plus out-of-pocket expenses (maximum 10% of Rs 1,80,000) plus applicable GST and travel, boarding and lodging in respect of travel to plants at actuals (Air Travel by economy class).

In accordance with the provisions of Section 148 of the Act read with Rule 14 of 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 by passing an Ordinary Resolution for ratification of the remuneration payable to

the Cost Auditors for three financial years commencing from the financial year 2025-26, as approved by the Board.

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 recommends the Ordinary Resolution as set out in Item No. 7 of the accompanied Notice for approval of the Members.

By order of the Board
for Petronet LNG Limited

(Rajan Kapur)

GGM & President - Company Secretary
M.No. A10674

Place : New Delhi
Date : 29.08.2025

Appeal to Shareholders

100 days Campaign - "Saksham Niveshak" From July 28, 2025 to November 6, 2025

The Investor Education and Protection Fund Authority (IEPFA), under the Ministry of Corporate Affairs, has launched a **100-day campaign titled "Saksham Niveshak", running from 28th July 2025 to 6th November 2025** to create awareness among shareholders to update their KYC details and claim any unpaid or unclaimed dividends to avoid the transfer of such dividend / shares to the Investor Education and Protection Fund.

In alignment with this initiative, the Company urges its shareholder to update their KYC records and claim their unpaid / unclaimed dividends lying with the Company after submitting the documents as specified below -

Documents required to be submitted by shareholders to the RTA / Company holding shares in physical mode*:

1. **Form ISR-1:** Filled and signed, with self-attested KYC documents (PAN, Contact details i.e. postal address, mobile number, email ID).
2. **Form ISR-2:** Filled and signed, with banker's attestation of your signature + original cancelled cheque [with your name printed] or self-attested bank passbook/statement for updating Bank details and specimen signatures.
3. **Form SH-13:** For adding a nominee.
4. **Form ISR-3:** If you wish to opt out of nomination.

*Shareholder can download these forms from Company's website at below link –

<https://petronetlng.in/norms-for-processing-investors-service-requested-by-rta-related-forms>

Documents required to be submitted by shareholders to respective Depository Participant (DP) holding shares in demat mode:

1. Duly signed Request Letter for claiming unpaid Dividend(s)
2. Self-attested copy of Client Master List (after updating KYC details); and
3. Cancelled Cheque

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 Standard on General Meetings

Name of the Director	Shri Pankaj Jain DIN: 00675922	Shri Milind Torawane DIN: 03632394
Date of Birth and Age	28.12.1965 Aged 59 years	30.08.1972 Aged about 53 years
Date of appointment (initial)	14.01.2022	10.04.2023
Qualifications	An IAS Officer, Shri Pankaj Jain is an alumnus of Shri Ram College of Commerce from where he has a Bachelor's degree in Commerce followed by an MBA from FMS Delhi. He is also a qualified Cost Accountant from the Institute of Cost Accountants of India.	Shri Milind Torawane has done Bachelor of Engineering (Electronics & Telecommunication) and Masters in Public Administration at the Maxwell School of Syracuse University, USA.
Expertise in specific functional areas and experience	<p>Shri Pankaj Jain has been serving as Secretary to the Government of India in the Ministry of Petroleum and Natural Gas since 2021. He has wide-ranging experience in governance as well as design and execution of policy across the National and State Governments. This has encompassed the domains of oil and natural gas, financial services (banking, institutional finance and life insurance), industries, power, information technology, livelihoods and MSME promotion.</p> <p>Shri Jain has extensive Board experience as Chairman/Director on the Board of companies in the Petroleum and Natural Gas Sector [Petronet LNG Limited and Indian Strategic Petroleum Reserves Ltd], Banks [PNB, Canara Bank, IDBI Bank], Development Finance Institutions [National Bank for Financing Infrastructure and Development, Exim Bank, SIDBI], Insurers [LIC], Non-Banking Finance Companies, Guarantee Company and Regulators/ Supervisors [International Financial Services Centre Authority (IFSCA) and National Housing Bank].</p>	<p>Shri Milind Torawane, IAS, is Managing Director of Gujarat State Petroleum Corporation Limited.</p> <p>He was Commissioner of Rural Development and Secretary to Government (Rural Department), Panchayats, Rural Housing & Rural Development Department. Further, he has also held various important positions in Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission.</p> <p>He has vast experience of working in the Finance Department of Government of Gujarat, as the Secretary (Expenditure) and also as the Secretary (Economic Affairs).</p> <p>Shri Milind Torawane, IAS, was awarded the best District Development Officer [District - Narmada (Rajpipla)] in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat.</p> <p>He had also served as the Managing Director of Gujarat Alkalies and Chemicals Limited and Gujarat State Investment Limited. He has also served as Director on the Board of various Companies likes Gujarat State Financial Services Ltd, Gujarat State Electricity Corporation Limited, Gujarat Mineral Development Corporation, Gujarat Urja Vikas Nigam Limited etc.</p>

Name of the Director	Shri Pankaj Jain DIN: 00675922	Shri Milind Torawane DIN: 03632394
Board Membership of other Companies/ Corporate Bodies	1. Indian Strategic Petroleum Reserves Limited 2. Oil Industry Development Board	1. Gujarat State Petroleum Corporation Limited 2. Gujarat Gas Limited 3. GSPC LNG Limited 4. Gujarat State Petronet Limited 5. Sabarmati Gas Limited 6. Gujarat State Energy Generation Limited 7. GSPC Pipavav Power Company Limited 8. GSPC India Transco Limited 9. GSPL India Gasnet Limited
Skills and capabilities of Independent Directors	NA	NA
Whether resigned from any listed entity in the last three years	NA	NA
Chairmanship(s)/ Membership(s) of Committees of other Companies*	Nil	Nil
Number of shares held in the Company (self and as a beneficial owner)	Nil	Nil
Remuneration proposed to be paid	Nil	Nil
Last remuneration paid	NA	NA
Terms and conditions of appointment	Nominated by Ministry of Petroleum and Natural Gas on request of our Company as per the terms and conditions contained in the Articles of Association of the Company.	Nominated by GMB/GoG through Gujarat State Petroleum Corporation (GSPC) as per the terms and conditions contained in Dahej LNG Port Terminal Concession Agreement.
Relationship with other Directors or KMP of the Company	Nil	Nil
Number of meetings of the Board attended in the FY 2024-25	Seven out of seven	Five out of seven

*For the determination of committee positions, membership/ chairmanship in Audit Committee and Stakeholders' Relationship Committee is being reckoned.

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.