# PETRONET LNG LIMITED
# NEW DELHI

**Registered Office:** Fourth Floor, Tower-I, World Trade Centre,
Nauroji Nagar, New Delhi - 110029
Tele: +91 11 71233525
Website: www.petronetlng.in
Email: investors@petronetlng.in
CIN: L74899DL1998PLC093073

## NOTICE OF 28th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **28th (twenty-eighth) Annual General Meeting (28th AGM)** of the Members of Petronet LNG Limited (PLL) will be held on **Monday, 28th September 2026 at 3:00 PM (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 2026 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 2026 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 2026 together with the Reports of Board of Directors (along with Annexures thereto) and of the Independent Statutory Auditors thereon as well as Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 together with the Report of the Independent 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 2025-26.

   **"RESOLVED THAT** final dividend @ Rs. 3.00 per share (of the face value of Rs. 10/- each) of the Company for the financial year 2025-26, as recommended by the Board of Directors, be and is hereby approved and declared."

3. To appoint a Director in place of Shri Arun Kumar Singh (DIN: 06646894), who retires by rotation and, being eligible, offers himself for reappointment as the Nominee Director - ONGC of the Company.

   **"RESOLVED THAT** Shri Arun Kumar Singh (DIN: 06646894), who retires by rotation and, being eligible, be and is hereby reappointed as the Nominee Director - ONGC of the Company, liable to retire by rotation."

4. To appoint a Director in place of Shri Arvinder Singh Sahney (DIN: 10652030), who retires by rotation and, being eligible, offers himself for re-appointment as Nominee Director – IOCL of the Company.

   **"RESOLVED THAT** Shri Arvinder Singh Sahney (DIN: 10652030), who retires by rotation and, being eligible, be and is hereby re-appointed as Nominee Director – IOCL 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 material Related Party Transactions entered or to be entered by the Company with the Promoters.

   **"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable statutory provision(s) 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 the material related party transactions 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 period from the date of 28th Annual General Meeting to the date of 29th Annual General Meeting of the Company for supply of goods or availing or rendering of any services in the ordinary course of business and on arm's length basis for an amount exceeding Rs. 3,087 Crore with each related party on such terms and conditions as detailed in the explanatory statement.

**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."

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

6. To approve payment of commission on profits to Directors of the Company commencing from the financial year 2026-27 to the financial year 2030-31.

**"RESOLVED THAT** pursuant to the provisions of Section 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, approval of the Members of the Company be and is hereby accorded for the payment and distribution of a sum not exceeding 1% per annum of the profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, by way of commission on profits to and amongst the Directors of the Company in such amount or proportions and in such manner and in all such respects as may be determined by the Board of Directors from time to time and such payments shall be made for a further period of five years commencing from the financial year 2026-27.

**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."

By order of the Board for Petronet LNG Limited

**(Rajan Kapur)**
GGM & President - Company Secretary
M. No. A10674

Place : New Delhi
Date : 31st August 2026

## Notes

1. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing **("VC")** or Other Audio Visual Means **("OAVM")** without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM.

2. The detailed procedure for participating in the meeting through VC / OAVM is contained herein and available at the Company's website www.petronetlng.in.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. A statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of Special Business is annexed herewith. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed.

6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report for the financial year 2025-26 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 2025-26, he/ she may write to the Company at **investors@petronetlng.in** alongwith the details of folio/ DP ID- Client ID and address. A letter providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.

7. Members are requested to:-
   - quote their Folio No./ Client ID & DP ID in all correspondences 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.

8. 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**.

9. **Friday, 12th June 2026** 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 (of the face value of Rs. 10/- each) on the equity shares of the Company for the

financial year 2025-26. This is in addition to the Interim Dividend of Rs. 7.00 per equity share (of the face value of Rs. 10/- each) paid by the Company in December 2025.

10. Dividend as recommended by the Board of Directors, if approved at the 28th 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, 12th June 2026 as per the list 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, 12th June 2026 in respect of shares held in physical form.

11. 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 dated 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 |
| | Request for transmission of securities by nominee or legal heir | Form ISR-5 |

| Type of holder | Process to be followed | |
|---|---|---|
| | For nomination as provided in the Rule 19 (1) of the Companies (Share capital and Debenture) Rules, 2014 | Form SH-13 |
| | 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 Form** | 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.

12. 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

13. 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.

14. As required by the Income Tax Authorities, Members are requested to link their 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.

15. 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). 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 in the newspapers for attention of the shareholders and 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.

16. To claim the outstanding dividend from the Company until the amount has not been transferred to IEPF, the Members are required to 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.

17. For the purpose, the Investor Education and Protection Fund Authority (IEPFA), under the Ministry of Corporate Affairs, had launched 100 days campaign, under the Ministry of Corporate Affairs, from July 28, 2025 to November 6, 2025 and again from April 1, 2026 to July 9, 2026. This initiative was to create awareness among shareholders to update their KYC details and claim any unpaid or unclaimed dividends in the manner provided herein in the Notice of AGM, to avoid the transfer of such dividend/ shares to the IEPF.

18. Members may note that the Income Tax Act, 2025, ("the IT Act") as amended by the Finance Act, 2026, mandates that dividend paid or distributed by a company on or after April 1, 2026 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 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 393 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 tax year 2026-27 does not exceed Rs.10,000, and also in cases where members are Individual Shareholder providing Form 121 - on fulfilment of prescribed conditions (This form can be submitted only in case the shareholder's tax on estimated total income for tax year 2026-27 is Nil). 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 121 or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393 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 159 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 217 of the Income Tax Rules, 2026
- Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders

- Completed and duly e-filed PAN-based Form 41 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 393 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-mentioned documents, if applicable.

The aforesaid declarations and documents were required to be submitted by the shareholders on or before **Friday, 10th July 2026 by 11:59 p.m. (IST) 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 168 from the e-filing account at https://www.incometax.gov.in/iec/foportal or "View Your Tax Credit" on https://www.tdscpc.gov.in.

19. 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.

20. Annual listing fee to NSE & BSE and custodian fee to NSDL & CDSL respectively have been paid for the year 2025-26.

21. No gifts, gift coupons or cash in lieu of gifts shall be given to Members after the completion of AGM or afterwards.

22. 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.

23. The Chairman shall, at the 28th 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.

24. 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.

25. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 28th AGM i.e. 28th September 2026.

26. 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.

**27. 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 and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 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 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.

d) 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.

e) AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various MCA circulars.

**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 Thursday, September 24, 2026 at 9:00 A.M. (IST) and end on Sunday, September 27, 2026 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. Monday, September 21, 2026, 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 Monday, September 21, 2026.**

**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 | 1. 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.<br><br>2. 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<br><br>3. 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.<br><br>4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.<br><br>NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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. |

| Type of shareholders | Login Method |
|---|---|
| | 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 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.<br>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.<br>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. 1800225533 |

**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<br><br>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<br><br>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<br><br>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) Click on "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 on the check box.

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

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

**Step 2: Cast your vote electronically and join general meeting on NSDL e-voting system**

**How to cast your vote electronically and join general meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **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 - 48867000 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 atleast **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.

28. 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: 31st August 2026

## Special Window for Transfer and Dematerialisation of Physical Securities

Notice is hereby given that, pursuant to SEBI Circular no. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, the Company has opened a special window from February 05, 2026 to February 04, 2027 for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to April 01, 2019 to facilitate ease of investing for investors and to secure their rights in the securities purchased by them. Detailed circular is available at the website of the Company at www.petronetlng.in.

The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien marked/ pledged during the said lock-in period.

Lodgement of legally valid and complete documents for transfer of physical shares, where there is no dispute on ownership will be considered. Securities which have been transferred to Investor Education and Protection Fund (IEPF) shall not be considered under this window for processing.

Investors may submit their request till February 04, 2027, with the Registrar & Share Transfer Agent (RTA) of the Company. Investors must have a demat account and provide the necessary documents as specified in the SEBI circular dated January 30, 2026 while raising request for transfer of physical shares with RTA. Due process shall be followed for such transfer-cum-demat requests.

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

### Item No. 5

**To approve material Related Party Transactions entered or to be entered by the Company with the Promoters**

Securities and Exchange Board of India **("SEBI")** vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, **("Circular")** read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")** has mandated listed companies to follow Industry Standards on 'Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions' **("RPTs") ("ISF Note")**. The ISF Note prescribes minimum information to be provided for review of the Audit Committee and Shareholders for approval of material RPTs.

Transactions of a listed company with its related parties are governed by the provisions of Sections 177 and 188 of the Companies Act, 2013 **("the Act")**, read with the applicable rules framed thereunder, as well as Regulation 23 of the SEBI LODR Regulations and ISF Note.

As per Regulation 23 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 the threshold specified under SEBI LODR Regulations.

RPTs are considered material for PLL if it exceeds Rs. 3,087 Crore **("Material RPTs")**, which is the limit calculated as per the revised scale linked threshold based on annual consolidated turnover of the Company for the FY 2025-26.

The Company obtains approval of the shareholders on omnibus basis every year for material related party transactions which are of routine nature, taking place with each related party. The relevant information was presented to the Audit Committee of the Company at its Meeting held on 12th August 2026 and to the extent required, the same has been incorporated in this Explanatory Statement. The Board, in its Meeting held on 12th August 2026, recommended the same for approval of the shareholders.

The disclosures required under the ISF Note are provided below:

**A (1) Basic details of the related party**

| S. No. | Particulars of the information | Information provided by the management | | | |
|---|---|---|---|---|---|
| 1. | Name of the related party | Bharat Petroleum Corporation Limited (BPCL) | Indian Oil Corporation Limited (IOCL) | GAIL (India) Limited (GAIL) | Oil and Natural Gas Corporation Limited (ONGC) |
| 2. | Country of incorporation of the related party | India | India | India | India |
| 3. | Nature of business of the related party | Refining, marketing and distribution of petroleum products | Refining, pipelines, marketing, petrochemicals, natural gas and alternative energy | Natural gas transmission, marketing, petrochemicals, LPG transmission, city gas distribution and renewable energy | Exploration and Production of Oil and Gas, refining, petrochemicals, Renewables |

**A (2) Relationship and ownership of the related party**

| S. No. | Particulars of the information | Information provided by the management | | | |
|---|---|---|---|---|---|
| | | BPCL | IOCL | GAIL | ONGC |
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Promoter Shareholder | Promoter Shareholder | Promoter Shareholder | Promoter Shareholder |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | NIL | NIL | NIL | NIL |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NIL | NIL | NIL | NIL |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | 12.50% | 12.50% | 12.50% | 12.50% |
| | ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.* | | | | |

**A (3) Details of previous transactions with the related party**

| S. No. | Particulars of the information | Information provided by the management | | | | | |
|---|---|---|---|---|---|---|---|
| | | S. No. | Nature of Transactions in FY 2025-26 | Amount in Rs. Crore | | | |
| | | | | BPCL | IOCL | GAIL | ONGC |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | 1 | Income from sale of RLNG | 6,188.30 | 11,641.25 | 22,032.66 | 0.04 |
| | | 2 | Other operating revenue (including Regas revenue) | 338.44 | 479.01 | 1,493.01 | 14.88 |
| | | 3 | Dividend paid | 187.50 | 187.50 | 187.50 | 187.50 |
| | | 4 | Others | 0.54 | 9.12 | 0.62 | 0.10 |

| S. No. | Transaction undertaken by PLL | BPCL | IOCL | GAIL | ONGC |
|---|---|---|---|---|---|
| | | All figures (in Rs. Crore) | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Q1 2026-27 | Q1 2026-27 | Q1 2026-27 | Q1 2026-27 |
| | | 1,401.83 | 1,459.62 | 1,713.42 | 598.85 |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | | | | |

**A (4) Amount of the proposed transaction(s)**

| S. No. | Particulars of the information | Information provided by the management | | | |
|---|---|---|---|---|---|
| | | BPCL | IOCL | GAIL | ONGC |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Rs. 18,184 Crore* | Rs. 31,944 Crore* | Rs. 55,617 Crore* | Rs. 6,565 Crore* |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes | Yes | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year 2025-26 | 41.81 % | 73.44 % | 127.87 % | 15.09 % |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | NA | NA | NA |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 3.48 % | 3.54 % | 39.14% | 0.99 % |

| S. No. | Particulars of the information | Information provided by the management | | | | |
|---|---|---|---|---|---|---|
| 6. | Financial performance of the related party for the immediately preceding financial year: | **Particulars** | **FY 2025-26 (Rs. Crore) (Standalone basis)** | | | |
| | | | **BPCL** | **IOCL** | **GAIL** | **ONGC** |
| | | Turnover | 5,22,668.25 | 8,86,224.41 | 1,38,696.52 | 1,32,508.14 |
| | | Profit After Tax | 23,303.22 | 36,802.42 | 6,968.3 | 32,894.02 |
| | | Net worth | 95,232.74 | 2,04,544.34 | 74,074.27 | 3,31,770.44 |

*Assumptions:

INR/USD – 97.5271 one-year forward curve value as on 30.04.2026

Brent Oil (USD/bbl)- 123.4881 (as per S&P Global Commodity Insights May 2026 + 20 % Buffer)

Asian Spot LNG price (USD/MMBtu) – 19.4243 (as per LNG Platts Daily forward prices 31 July 2026 for 2026-2027 + 20 % markup)

**A (5) Basic details of the proposed transaction**

| S. No. | Particulars of the information | Information provided by the management | | | |
|---|---|---|---|---|---|
| | | BPCL | IOCL | GAIL | ONGC |
| 1. | Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.) | Sales of LNG, RLNG, Regasification and other services | | | |
| 2. | Details of each type of the proposed transaction | The Company has entered the following agreements / contracts in the ordinary course of business and on arm's length basis:<br><br>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.<br><br>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. | | | |

| S. No. | Particulars of the information | Information provided by the management | | | |
|---|---|---|---|---|---|
| | | BPCL | IOCL | GAIL | ONGC |
| | | 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, have commenced in FY 2026-27. The quantity for the subject agreement will ramp up gradually. Further, for financial year 2026-27 the initial quantity of LNG to be received under SPAs is 0.50 MMTPA, which will be supplied to BPCL and IOCL in ratio of 55:45 respectively. 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.<br>4. Petronet LNG Limited (PLL) is also pursuing assignment of LNG SPA with ExxonMobil Asia Pacific Pte. Ltd. to its subsidiary in Singapore namely Petronet LNG Singapore Pte. Limited (PLSPL). Upon assignment of the LNG SPA with ExxonMobil Asia Pacific Pte Ltd to Petronet LNG Singapore Pte Ltd ("PLSPL"), Petronet LNG Limited (PLL) shall enter into Regasification Agreements with GAIL, BPCL and IOCL for the contracted quantity of 1.20 MMTPA, on a back-to-back basis with the upstream LNG SPA. Such agreements shall be executed with a validity extending up to FY 2040–41, ensuring alignment with the tenure, quantities and overall commercial structure of the long-term LNG arrangements.<br>5. 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.<br>6. 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.<br>7. 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.<br>8. The Company may also undertake other miscellaneous transactions with GAIL, IOCL, BPCL and ONGC towards rent, training expenses, fuel, and other related costs, etc from time to time. | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | Tenure of the transaction is specified in Column A(5) (2). However, the current approval is sought for the period from the date of 28th AGM to the date of 29th AGM of the Company, in terms of SEBI LODR Regulations. | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | |

<table>
<tr><th rowspan="2">S. No.</th><th rowspan="2">Particulars of the information</th><th colspan="4">Information provided by the management</th></tr>
<tr><th>BPCL</th><th>IOCL</th><th>GAIL</th><th>ONGC</th></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td colspan="4">
<table>
<tr><th rowspan="2">Period</th><th colspan="4">Estimated Value of Proposed Transaction (Approx.)</th></tr>
<tr><th>BPCL</th><th>IOCL</th><th>GAIL</th><th>ONGC</th></tr>
<tr><td>FY 2026-27</td><td>Rs. 10,174 Crore</td><td>Rs. 17,849 Crore</td><td>Rs. 31,055 Crore</td><td>Rs. 3,840 Crore</td></tr>
<tr><td>FY 2027-28</td><td>Rs. 8,010 Crore</td><td>Rs. 14,095 Crore</td><td>Rs. 24,562 Crore</td><td>Rs. 2,725 Crore</td></tr>
</table>
</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="4">The above Agreement, together with the Company's sales portfolio comprising long-term, short-term and spot transactions entered into or to be entered into on an arm's length basis, will collectively constitute the majority of the Company's consolidated turnover. Accordingly, these arrangements will be critical to the Company's business operations, providing a stable and secure business model while also contributing to the broader objective of ensuring energy security for the nation.</td></tr>
<tr><td rowspan="10">7.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br><br>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td colspan="4">The proposed transaction is with the Promoters, details of which is given in A(1) and A(2) above.<br><br>None other than Shri Deepak 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, have interest in the proposed transaction.</td></tr>
<tr><th rowspan="2">Name of the director / KMP</th><th colspan="4">Shareholding of the director / KMP, whether direct or indirect, in the related party</th></tr>
<tr><th>BPCL</th><th>IOCL</th><th>GAIL</th><th>ONGC</th></tr>
<tr><td>Shri Akshay Kumar Singh, Managing Director & CEO</td><td>-</td><td>-</td><td>3,999</td><td>-</td></tr>
<tr><td>Shri Pramod Narang, Director (Technical)</td><td>-</td><td>3,900</td><td>-</td><td>-</td></tr>
<tr><td>Shri Saurav Mitra,<br>Director (Finance) & CFO</td><td>-</td><td>2,000</td><td>500</td><td>100</td></tr>
<tr><td>Shri Sanjay Khanna,<br>Nominee Director - BPCL</td><td>15,050</td><td>-</td><td>1,000</td><td>-</td></tr>
<tr><td>Shri Arvinder Singh Sahney<br>Nominee Director - IOCL</td><td>-</td><td>4,650</td><td>-</td><td>-</td></tr>
<tr><td colspan="5">The Directors and KMPs, other than above, have Nil shareholding in the related party(s) i.e. BPCL, IOCL, GAIL and ONGC.</td></tr>
<tr><td colspan="5"></td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
</table>

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

| S. No. | Particulars of the information | Information provided by the management | | | |
|---|---|---|---|---|---|
| | | BPCL | IOCL | GAIL | ONGC |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. |
| 2. | Basis of determination of price. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. | On arm's length basis, on mutual agreement or through bidding or trade on exchange etc. |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | | | | |
| | a. Amount of Trade advance | - | - | - | - |
| | b. Tenure | - | - | - | - |
| | c. Whether same is self-liquidating? | - | - | - | - |

The Board of Directors of the Company and the Audit Committee, at their respective meetings held on 12th August 2026, have approved and recommended aforesaid material RPTs for further approval of the shareholders. The proposed transactions are in the ordinary course of business and are to be entered into on arm's length basis.

Considering that the proposed transactions are the base of PLL's operations / business / revenues, they are in the interest of PLL and its shareholders. A certificate to this effect, duly signed by the Chief Financial Officer and the Whole-time Director, was placed before the Audit Committee and the Board, and the same was reviewed and taken on record.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the accompanied Notice for approval of the Members.

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.

All entities who are related parties of the Company cannot vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

### Item No. 6

### To approve payment of commission on profits to Directors of the Company commencing from the financial year 2026-27 to the financial year 2030-31

The Members of the Company had approved initially in the 9th AGM held on 14th June 2007 (and further in the AGMs held on 30th June 2011, 21st September 2016 respectively) that the payment and distribution of a sum not exceeding 1% per annum of the profits of the Company calculated in accordance with the provisions of Company Law, by way of commission to and amongst the Directors of the Company be paid, in such amount or proportions and in such manner and in all such respects as may be determined by the Board of Directors from time to time and such payments shall be made for a further period of five years, as approved in the respective AGMs.

Similarly, the Members of the Company in the AGM held on 28th September 2021, had approved the payment of commission on profits to Directors of the Company commencing from financial year 2021-22 for a period of five years upto the financial year 2025-26 on the same basis as above.

The details of Commission of the Functional and Independent Directors as decided by the Board from the FY 2021-22 to FY 2025-26 is as follows:

**Details of Commission on Profit**

| FY | Profit for calculating commission as per Section 198 of the CA, 2013 (Rs. in Crore) | Maximum amount of commission - whole-time Directors (including MD& CEO) during particular year (Rs. in lakh) | % of PBT | Maximum amount of commission - Independent Directors during particular year (Rs. in lakh) | % of PBT | Total amount of commission - whole-time Directors (including MD& CEO) and Independent Directors during particular year (Rs. in lakh) | % of PBT |
|---|---|---|---|---|---|---|---|
| 2021-22 | 4,472.14 | 76.50 | 0.0171 | 48.75 | 0.0109 | 125.25 | 0.0280 |
| 2022-23 | 4,336.31 | 76.20 | 0.0175 | 48.50 | 0.0112 | 124.70 | 0.0287 |
| 2023-24 | 4,762.19 | 76.50 | 0.0161 | 48.75 | 0.0102 | 125.25 | 0.0263 |
| 2024-25 | 5,273.78 | 79.50 | 0.0151 | 50.00 | 0.0095 | 129.50 | 0.0246 |
| 2025-26 | 5,162.27 | 79.50 | 0.0154 | 55.00 | 0.0106 | 134.50 | 0.0260 |

The amount of commission in terms of profit before tax (PBT) is marginal in percentage and well within the overall ceiling as prescribed under the Companies Act, 2013.

Section 197 of the Companies Act, 2013 deals with the overall managerial remuneration that can be payable to Directors.

Sub-section 4 of Section 197 of the Companies Act, 2013, inter-alia, provides that the remuneration payable to the directors of a company, including any managing or whole-time director or manager, shall be determined, in accordance with and subject to the provisions of this section, either by the articles of the company, or by a resolution or, if the articles so require, by a special resolution, passed by the company in general meeting and the remuneration payable to a director determined aforesaid shall be inclusive of the remuneration payable to him for the services rendered by him in any other capacity.

Second proviso to Section 197(1) of the Companies Act, 2013, inter-alia, stipulates that the remuneration payable to directors who are neither managing directors nor whole-time directors (Non-executive Directors which include Independent Directors) shall not exceed one per cent of the net profits of the company, if there is a managing director or whole-time director or manager.

Section 197(6) of the Companies Act, 2013 provided that a director or manager may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other.

Article 118 of the Articles of Association of the Company stipulates the following:

Subject to the provisions of Sections 198, 309 and 310 of the Companies Act, 1956

a) a Director who is either in the whole-time employment of the Company or a Managing Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other;

b) a Director who is neither in the whole-time employment of the Company nor a Managing Director may be paid remuneration -

   either

   (i) by way of monthly, quarterly or annual payment with the approval of the Central Government;

   or

   (ii) by way of commission if the Company by Special Resolution authorises such payment.

As per Regulation 17(6) of SEBI (LODR) Regulations, 2015, the board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

The resolution passed by the Members, in its Meeting held on 28th September 2021, for disbursement of commission on profits to Directors was valid till the FY 2025-26. The proposal is to approve distribution of a sum not exceeding 1% per annum of the profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, by way of commission to and amongst the Directors of the Company in such amount or proportions and in such manner and in all such respects as may be determined by the Board of Directors from time-to-time and such payments shall be made for a further period of five years commencing from the financial year 2026-27 in view of the healthy financial position of the Company.

The Board recommends the Special Resolution as set out in Item No. 6 of the accompanied Notice for approval of the Members.

The whole-time Directors including the Managing Director & CEO and Independent Directors are interested or concerned, financially or otherwise in the resolution to the extent of the commission on profits of the Company payable to them. Besides them, none of the other Directors of the Company/ 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.

By Order of the Board for Petronet LNG Limited

**(Rajan Kapur)**
GGM & President - Company Secretary
M. No. A10674

Place: New Delhi
Date: 31st August 2026

## Annexure to AGM Notice:

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

| Name of the Director | Shri Arun Kumar Singh<br>DIN: 06646894 | Shri Arvinder Singh Sahney<br>DIN: 10652030 |
|---|---|---|
| Date of Birth and Age | 06.10.1962<br>Aged about 64 years | 09.10.1970<br>Aged about 56 years |
| Date of appointment (initial) | 14.12.2022 | 29.11.2024 |
| Qualifications | Shri Arun Kumar Singh holds a Mechanical Engineering Degree from the National Institute of Technology, Patna. | Shri Arvinder Singh Sahney has done Chemical Engineering from HBTI, Kanpur. |
| Expertise in specific functional areas and experience | Shri Arun Kumar Singh is the Chairman and CEO of ONGC and the ONGC Group of Companies. He assumed this role on December 7, 2022. Shri Singh additionally serves as the Chairman of ONGC Videsh Limited (OVL), Mangalore Refinery & Petrochemicals Limited (MRPL), ONGC Petro additions Limited (OPaL), Ayana Renewable Power Private Limited, and the ONGC Energy Centre Trust (OECT). The ONGC Group is the leader in the Exploration and Production (E&P) sector in India and also maintains a significant international presence through its wholly owned subsidiary OVL. The group also has notable interests in refining, petrochemicals, power, and renewables.<br><br>An industry stalwart, Shri Singh commands nearly four decades of extensive experience in the Oil & Gas industry.<br><br>Previously, Shri Singh served as the Chairman and Managing Director of Bharat Petroleum Corporation Limited (BPCL), a 'Maharatna' and Fortune Global 500 Company. He also chaired Indraprastha Gas Ltd. (IGL), a Joint Venture City Gas Distribution (CGD) Company listed on Indian Stock Exchanges. He has also held the position of President (Africa & Australia) at Bharat PetroResources Ltd (BPRL), a BPCL subsidiary focused on oil and gas exploration, primarily overseas.<br><br>Shri Arun Kumar Singh is a member of Oil Industry Development Board. He is the Co-Chairman of the Federation of Indian Petroleum Industry's (FIPI) Governing Council. | Shri Arvinder Singh Sahney has over three decades of expertise in the Refinery and Petrochemical sector.<br><br>Shri Sahney presently serves as the Chairman of Indian Oil Corporation Limited. He is non-executive Chairman of Chennai Petroleum Corporation Limited and Ratnagiri Refinery & Petrochemicals Limited. He serves as the Vice-President of the Paris-based World LPG Association (WLGA). He is a Nominee Director on the Board of Petronet LNG Limited.<br><br>He brings extensive experience from working at five of IndianOil's nine refineries. At IndianOil, he has been instrumental in commissioning and optimizing key refinery units, including the 15 MMTPA Paradip Refinery, which has significantly bolstered India's refining capacity and energy security.<br><br>Prior to his appointment as Chairman, he headed IndianOil's Petrochemical vertical, where he was instrumental in the conceptualization of various petrochemical projects, including the upcoming mega Petrochemical Complex at Paradip, poised to significantly expand IndianOil's footprint in the sector.<br><br>A firm believer in people-centric leadership, Shri Sahney has championed Innovation and Digital transformation as drivers of growth and sustainability. His strategic vision and operational excellence have positioned IndianOil as a global energy major, well-equipped to meet the evolving energy needs of the nation. |

| Name of the Director | Shri Arun Kumar Singh<br>DIN: 06646894 | Shri Arvinder Singh Sahney<br>DIN: 10652030 |
| --- | --- | --- |
| | | In line with this vision, he has spearheaded Project SPRINT—a three-year, company-wide transformation programme launched in April 2025 to drive agility, innovation and future-readiness across IndianOil. Anchored in six strategic pillars, SPRINT reflects his commitment to strengthening the company's core businesses while accelerating its evolution into a more customer-focused, cost-efficient and technology-led energy enterprise. |
| Board Membership of other Companies/ Corporate Bodies | 1. Oil and Natural Gas Corporation Limited<br>2. ONGC Videsh Limited<br>3. Mangalore Refinery and Petrochemicals Limited<br>4. ONGC Petro additions Limited<br>5. ONGC Green Limited | 1. Indian Oil Corporation Limited<br>2. Ratnagiri Refinery & Petrochemicals Limited<br>3. Chennai Petroleum Corporation 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 |

| Name of the Director | Shri Arun Kumar Singh<br>DIN: 06646894 | Shri Arvinder Singh Sahney<br>DIN: 10652030 |
|---|---|---|
| Terms and conditions of appointment | Nominated by ONGC as per the terms and conditions contained in the Articles of Association of the Company. | Nominated by IOCL as per the terms and conditions contained in the Articles of Association of the Company. |
| Relationship with other Directors or KMP of the Company | Nil | Nil |
| Number of meetings of the Board attended in the FY 2025-26 | Five out of seven | Three 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.