



Petronet LNG Limited

Regd. Office: World Trade Centre, Babar Road, Barakhamba Lane, New Delhi – 110001

Phone: 011-23411411,, **CIN:** L74899DL1998PLC093073

Email: investors@petronetlng.in, **Company's website:** www.petronetlng.in

Letter No. _____

Dated: _____

Name of the Director

Designation

Address

Dear Sir,

We are pleased to inform you that upon approval of Board of Directors of the Company, you are being appointed as an Additional Director (Independent Director) on the Board of the Company w.e.f. _____ for a period of three years. The appointment is governed by the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of the Company. Further, the appointment will be put up to the Shareholders for their approval in the next General Meeting or within three months from the date of appointment whichever is earliest for regularization in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The following may also be kindly noted in respect of your appointment:

1. The term 'Independent Director' should be considered as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. The provisions contained in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall apply as regards Performance Evaluation of the Independent Director is concerned.
3. The Board of Directors may, if deems fit, invite you for being appointed in one or more existing Committee(s) or any such Committee that may be set up in future. Your appointment in such Committee(s) will be subject to the applicable statutory provisions.
4. Your role and duties will be those normally required of an Independent Director under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, there are certain duties prescribed for all Directors both Executive and Non-executive, which are as under:
 - a) You shall act in accordance with Company's Memorandum and Articles of Association.
 - b) You shall act in good faith in order to promote objectives of the Company for the benefit of its Members as a whole and in the interest of the Company.
 - c) You shall discharge your duties with due and reasonable care, skill and diligence.
 - d) You shall not involve yourself in a situation in which you may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company.

Dahej LNG Terminal:

GIDC Industrial Estate, Plot No. 7/A, Dahej
Taluka Vagra, Distt. Bharuch - 392130 (Gujarat)
Tel.: 02641-257249 Fax: 02641-257252

Kochi LNG Terminal:

Survey No. 347, Puthuvypu
P.O. 682508, Kochi
Tel.: 0484-2502268

- e) You shall not achieve or attempt to achieve under undue gain or advance either to yourself or to your relatives, partners or associates.
- f) You shall not assign the office of Director and any assignments so made shall be void.
- g) You shall also comply with the provision regarding maximum number of Directorship as contained in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- h) The Independent Director are also required to abide to the provisions of Code of Conduct for Independent Directors as provided in Schedule IV of Companies Act, 2013. A copy of which is annexed for ready reference.
- i) Further, there are certain other Code of Conduct and Practices & Procedures for all Directors, which are required to be abide by the Independent Directors also. A copy of such relevant Codes are attached herewith for ready reference.
- j) You will not be an employee of the Company and this letter shall not constitute contract of employment.
- k) You will be paid remuneration by way of sitting fees for attending meeting(s) of the Board and its Committee(s) as may be decided by the Board of Directors from time to time.
- l) Further, you may also be paid remuneration by way of commission on profit(s) as may be approved by the Board and shareholders from time to time.
- m) The sitting fees, presently paid to Independent Directors is Rs. 40,000/- and Rs. 30,000/- per meeting of the Board or Committee respectively of the Board of Directors.
- n) In addition to the remuneration described as above, the Company will reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties as specified in Articles of Association of the Company.
- o) All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following cessation to third party without prior clearance from Competent Authority unless required by the law or by the rules of any Stock Exchange or other Regulatory Authority.
- p) The Company has “Directors and Officers Liability Insurance” and Independent Directors are covered in that insurance.
- q) The Company must be informed by the Director of any relation with any other Director or may have material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when transaction or arrangement comes up at the Board meeting so that the minutes may record your interest appropriately and records to be updated accordingly. Further, the details regarding any relation with the Directors of the Company may be informed as on the date of appointment and from time to time as and when there is change.
- r) You shall give the general notice, pursuant to the statutory requirements, if you are entering in any contract with particular person or firm or Company.
- s) In addition to the above said documents, the following Forms / Documents are also required to be completed and duly signed by your goodself. The same should be sent to the Company Secretary.

Forms to be filled and signed:

- **Form DIR-2** pursuant to Section 152 (5) of the Companies Act, 2013. Please also provide **brief profile, one passport size photo**, copy of **Identity Proof (PAN Card)**, **Address Proof (Aadhar Card)** and **Passport**.
- **Form MBP-1** as required under Section 184(1) of the Companies Act, 2013. This general notice of interest is to be given every year. However, if there is any change during the year, the same may also be informed to us for information of the Board of Director in its next meeting.
- **Details of Membership / Chairmanship** held by you in Committees of the Board of other Companies in which you are Director.
- **Form DIR-8** pursuant to Section 164(2) of Companies Act, 2013.
- **Code of Conduct** for Board members and Senior Management Official of PLL
- **Details of Shareholding in PLL** pursuant to Code for prevention of Insider Trading in the Securities of Petronet LNG Limited.
- **Inter-se relationship** with other directors of the Company.
- **List of Relatives**
- **Declaration of Independency** pursuant to Section 149(6) of Companies Act, 2013 pertaining to Director.

If you are willing to accept these terms of appointment relating to your appointment as an Independent Director of the Company, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely,

(_____)
MD & CEO

I hereby acknowledge the receipt to accept the terms set out in this letter.

Signature :

Name :

Date :