

**PETRONET LNG LIMITED
NEW DELHI**

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Website: www.petronetlng.com Email: investors@petronetlng.com
CIN: L74899DL1998PLC093073

NOTICE OF 21TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st (Twenty First) Annual General Meeting of the Members of Petronet LNG Limited (PLL) will be held on Tuesday, 27th day of August, 2019 at 10.30 a.m. at Siri Fort Auditorium, August Kranti Marg, Siri Institutional Area, New Delhi-110049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone as well as Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of Directors and Auditors thereon.
2. To consider declaration of final dividend on equity shares.
3. To appoint a Director in place of Dr. M. M. Kutty (DIN 01943083) who retires by rotation and being eligible offers himself for re-appointment as Director and Chairman of the Company.
4. To appoint a Director in place of Shri Shashi Shanker (DIN 06447938) who retires by rotation and being eligible offers himself for re-appointment as Director of the Company.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as Ordinary Resolution(s) -

5. To appoint Shri D. Rajkumar (DIN 00872597) as Director of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Shri D. Rajkumar (DIN: 00872597), who was nominated by Bharat Petroleum Corporation Ltd. (BPCL) as their nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 2nd November, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director, be and is here by appointed as Director (Nominee Director of BPCL) of the Company, liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

6. To appoint Shri B.C. Tripathi (DIN 01657366) as Director of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Shri B. C. Tripathi (DIN: 01657366), who was nominated by GAIL (India) Ltd. (GAIL) as their nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 3rd November, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director, be and is here by appointed as Director (Nominee Director of GAIL) of the Company, liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

7. To appoint Shri Sanjiv Singh (DIN 05280701) as Director of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Shri Sanjiv Singh (DIN 05280701), who was nominated by Indian Oil Corporation Ltd. (IOCL) as their nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 3rd November, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director, be and is hereby appointed as Director (Nominee Director of IOCL) of the Company, liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

8. To appoint Shri Sunil Kumar Srivastava (DIN 02809123) as an Independent Director of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Shri Sunil Kumar Srivastava (DIN 02809123), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board with effect from 2nd November, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a member in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of three years w.e.f. 2nd November, 2018, not liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

9. To appoint Dr. Siddhartha Shekhar Singh (DIN 06873925) as an Independent Director of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Dr. Siddhartha Shekhar Singh (DIN 06873925), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board with effect from 2nd November, 2018 pursuant to Section 161 of the Act and Articles of Association of the Company and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a member in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of three years w.e.f. 2nd November, 2018, not liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

10. To appoint Shri Arun Kumar (DIN 03570776) as an Independent Director of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Shri Arun Kumar (DIN 03570776), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board with effect from 9th April, 2019 pursuant to Section 161 of the Act and Articles of Association of the Company and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a member in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of three years w.e.f. 9th April, 2019, not liable to retire by rotation, on the terms and conditions as given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.”

11. To ratify the remuneration of Cost Auditor from the Financial Year 2019-20 to Financial Year 2021-22.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and Other Rules, if any, remuneration of Rs. 1,20,000 per annum (Rupees One Lakh Twenty Thousand only) plus out of pocket expenses (Maximum 10% of Rs. 1,20,000) and applicable GST and travel, boarding and lodging would be borne by the Company in case of travel to Plants of the Company, to M/s Chandra Wadhwa & Co., Cost Accountants (Registration No. 000239), Cost Auditor of the Company from the financial year 2019-20 to 2021-22 i.e. for a period of three years, as recommended by the Audit Committee of the Board and approved by the Board of Directors, be and is here by ratified.”

12. To approve Related Party Transactions entered or to be entered by the Company during the Financial Years 2019-20 & 2020-21

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors for contracts/arrangements/ transactions entered/ to be entered with the Related Parties during the financial year 2019- 20 & 2020-21 for supply of goods or service in the Ordinary Course of business and on arm’s length basis, which may exceed the materiality threshold limit i.e.exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

13. To approve Related Party Transaction in relation to transfer of various commercial agreements for supply of goods or services along with rights and obligations in this regard which were entered with Bharat Petroleum Corporation Limited (BPCL) to Bharat Gas Resources Limited (BGRL) on arm’s length basis and not in the ordinary course of business.

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with other the applicable statutory provisions (including any statutory modification(s) thereof for the time being in force), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Related Party Transaction Policy of the Company and transfer by BPCL of its Gas Business Division on a going concern basis to BGRL, a wholly owned subsidiary of BPCL, by way of slump sale, approval of the Members of the Company be and is hereby accorded to the Board of Directors on the recommendation of Audit Committee for the material Related Party Transaction in relation to transfer of various commercial agreements for supply of goods or services along with rights and obligations in this regard which were entered by the Company with BPCL to BGRL, on arm's length basis and not in the ordinary course of business.

RESOLVED FURTHER THAT MD & CEO / Director (Finance) of the Company be and is hereby authorised to take all necessary steps to give effect to the above resolution including finalisation and signing of various agreements as may be required to transfer BPCL's rights and obligations under various agreements with the Company (including any other modification/notices as may be required) and to execute the agreements on behalf of Company.”

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as a Special Resolution(s):

14. To approve amendment in Memorandum of Association (MoA) of the Company

“RESOLVED THAT pursuant to the provisions of Section 4 and Section 13, and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under including any statutory modification or re-enactment thereof for the time being in force and pursuant to Related Party Transaction in relation to transfer of various commercial agreements for supply of goods or services along with rights and obligations in this regard which were entered with Bharat Petroleum Corporation Limited (BPCL) to Bharat Gas Resources Limited (BGRL), the approval of the Members of the Company be and is hereby accorded to the Board of Directors for the amendment in Clause 2 of Part A of Memorandum of Association (MoA) of the Company as per details given below:

Existing	Amended
To approve, ratify and confirm, implement or adopt and carry into effect, as far as the Company is concerned, the Joint Venture Agreement entered into by and among GAIL, ONGC, IOC and BPC for the implementation of projects referred to therein including setting up of import terminals, power generation stations and related facilities and for import, supply and distribution of NG, LNG, CNG and power.	To approve, ratify and confirm, implement or adopt and carry into effect, as far as the Company is concerned, the Promoters' Agreement and the Shareholders' Agreement entered into by and among GAIL (India) Limited (GAIL), Oil and Natural Gas Corporation Limited (ONGC), Indian Oil Corporation Limited (IOC) and Bharat Petroleum Corporation Limited (BPCL) (Bharat Gas Resources Limited subsequently became a party to the Shareholders Agreement by executing a deed of adherence) for the implementation of projects referred to therein including setting up of import terminals, power generation stations and related facilities and for import, supply and distribution of NG, LNG, CNG and power.

RESOLVED FURTHER THAT MD & CEO and/or Company Secretary of the Company, be and is hereby jointly and/or severally authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to the above resolutions including e-filing of various forms with the MCA/Registrar of Companies, NCT of Delhi."

15. To approve amendment in Articles of Association (AoA) of the Company

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and pursuant to Related Party Transaction in relation to transfer of various commercial agreements for supply of goods or services along with rights and obligations in this regard which were entered with Bharat Petroleum Corporation Limited (BPCL) to Bharat Gas Resources Limited (BGRL), the approval of the Members of the Company be and is hereby accorded to the Board of Directors for the necessary amendments in Articles of Association (AoA) of the Company.

RESOLVED FURTHER THAT MD & CEO and / or Company Secretary of the Company, be and is hereby jointly and/or severally authorised to perform and execute all such acts, deeds, matters and things including carrying out of necessary amendments and e-filing of various forms with the MCA / Registrar of Companies, NCT of Delhi as may be deemed necessary, proper or expedient to give effect to the above resolution."

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : 15th July, 2019

(Rajan Kapur)
Vice President-Company Secretary

Notes

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.** A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of special business is annexed herewith. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
3. Members are requested to:-
 - a. bring their copy of Annual Report and Attendance Slip, duly completed and signed, to the meeting.
 - b. quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
 - c. note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 21st August, 2019 to Tuesday, 27th August, 2019 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, declared at the 21st Annual General Meeting of the Company be paid to those shareholders whose names appear:
 - a. As Beneficial Owners at the end of the business hours on Tuesday, 20th August, 2019 as per the list to be furnished by the Depositories (i.e. NSDL and CDSL) in respect of shares held in Electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to all valid transmission and transposition requests lodged with the Registrar and Share Transfer Agent of the Company on or before Tuesday, 20th August, 2019.
7. As per Regulation 40 of Listing Regulations and NSE circular no. NSE/CML/2018/38 dated December 03, 2018 and BSE vide Circular No. LIST/COMP/31/2018-19 dated December 03, 2018 which mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository i.e. NSDL or CDSL except in case of transmission or transposition of securities w.e.f. April 1, 2019. The above said circulars are available at the website of the Company at www.petronetlng.com.

In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their shareholding in dematerialized form. Members may contact the Company or Company’s Registrars and Share Transfer Agents (RTA), M/s Karvy Fintech Private Limited, for any assistance in this regard.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 and circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018 has been issued by SEBI regarding mandatory updation of PAN and Bank Account details against shareholding in the Company in physical form. Members holding shares in physical form are requested to submit their PAN and Bank details to the Company or its RTA. The above said circulars are available at the website of the Company at www.petronetlng.com.

Further, in order to provide protection against fraudulent encashment of dividend warrants, members are requested to provide their Bank Account Number, Name and Address of the Bank / Branch to the Registrar and Share Transfer Agent of the Company i.e. M/s Karvy Fintech Private Limited Karvy Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 (Tel No. 040-67162222, Fax No. 040-23420814, Email: einward.ris@karvy.com, Website : www.karvyfintech.com) in respect of shares held in physical mode to enable them to incorporate the same in the dividend warrant.

Members holding shares in Demat mode are requested to kindly update their Complete Bank Account details and present address details with their respective DPs to receive all the dividend through electronic mode directly in their respective bank accounts. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrant. The Company is obliged to use only the data provided by NSDL / CDSL.

10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic / Demat form, the nomination details may be updated with the respective Depository Participant.
11. **The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of 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 new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years 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 details of the unpaid/unclaimed amounts lying with the Company and details are available on the website of the Company www.petronetng.com and on Ministry of Corporate Affairs' website. The shareholders whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority. The procedure and guideline in this regard are also available on the website of the Company.**
12. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority. The Company is required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules.
13. Members who have not encashed their dividend warrants pertaining to previous seven years or whose dividend is unclaimed / unpaid may approach to the Company or its Registrar & Share Transfer Agent for obtaining the payments thereof upon completion of necessary formalities in the said behalf. In case, the member does not claim the same within aforesaid period, the unclaimed Shares and dividend in this regard will be transferred to IEPF Authority as per IEPF Rules.
14. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.
15. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting at the Registered Office of the Company so that the same may be attended to appropriately.
16. Electronic copy of the Annual Report for the financial year 2018-19 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s)/ RTA for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Annual Report for the financial year 2018-19 is being sent in the permitted mode. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.petronetng.com. Since the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at e-mail address: investors@petronetng.com quoting full details of Folio No./DP, Client ID and name of first / sole holder or to the concerned depository.
17. In order to facilitate the members and to contribute towards Green Initiative, the Company has sent the format alongwith Business Reply Envelope for registering the email id to receive the Communications through email. The Members who have yet not registered/updated their e-mail ids may notify the same to the Company by sending duly filled in Business Reply Envelope.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility through M/s Karvy Fintech Private Limited (KFPL) to exercise their right to vote on resolutions proposed to be considered at the 21st Annual General Meeting (AGM) of the Company by electronic means and the business may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KFPL.
19. The facility for voting through ballot paper shall be made available at the venue of 21st AGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
20. The members who have cast their vote by remote e-voting prior to the 21st AGM may also attend the 21st AGM but shall not be entitled to cast their vote again.
21. The remote e-voting period commences on Friday, 23rd August, 2019 at 9.00 a.m. and ends on Monday, 26th August, 2019 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Tuesday, 20th August, 2019 may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
22. The process and manner for remote e-voting is as under:
- A. In case a Member receives Notice of 21st AGM through email [for members whose email IDs are registered with

the Company/Depository Participant(s)/RTA]:

- i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
 - iii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No/ DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e., Petronet LNG Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR"/ "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.
 - x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id savitajyoti@yahoo.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of [https:// evoting.karvy.com](https://evoting.karvy.com) or call M/s Karvy Fintech Private Limited on 1800 345 4001 (toll free).
- B. In case a Member receives physical copy of the Notice of 21st AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)/ RTA or requesting physical copy] :
 - i. User ID and Initial password as provided.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
23. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. on Tuesday, 20th August, 2019.
 24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 21st AGM and holding shares as of the cut-off date i.e. on Tuesday, 20th August, 2019, may obtain the login ID and password by sending a request at raju.sv@karvy.com.
 25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 21st AGM through ballot paper. A person who is not a member as on cutoff date should treat this Notice for information purposes only.
 26. Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 10.30 a.m. onwards on Tuesday, August 27, 2019. Members can view the proceeding of AGM by logging on to the e-voting website of KFPL at <https://evoting.karvy.com> using their remote e-voting credentials, where the E-voting Event Number ("EVEN") of Company will be displayed.
 27. Ms. Savita Jyoti, Practising Company Secretary (M. No. FCS 3738, CP No. 1796), has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 28. The Chairman shall, at the 21st 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 ballot paper or electronic mode for all those members who are present at the 21st AGM but have not cast their votes by availing the remote e-voting facility.
 29. The Scrutinizer shall after the conclusion of voting at the 21st AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in

the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the 21st AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

30. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at <https://www.petronetlng.com> and on the website of KFPL at <https://evoting.karvy.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.
31. The Notice of the 21st AGM is also placed on the website of the Company at www.petronetlng.com and on the website of KFPL at <https://evoting.karvy.com>.
32. Details of the person who can be contacted for any grievances connected with facility for voting by electronic means: Shri S. V. Raju, DGM M/s Karvy Fintech Private Limited, Karvy Selenium Tower-B, Plot No. 31&32 Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad-500 032 Toll Free No. 1800 345 4001 Email: evoting@karvy.com
33. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 21st Annual General Meeting i.e. Tuesday, 27th August, 2019.
34. The Route Map of the venue of 21st AGM along with prominent land-mark is given in the Annual Report.
35. Annual Listing Fee and Custody fee for the year 2019-20 have been paid to NSE & BSE, wherein Shares of the Company are listed and to NSDL & CDSL respectively
36. **No Gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the Annual General Meeting or afterwards.**

By Order of the Board
For Petronet LNG Limited

Place : New Delhi (Rajan Kapur)
Date : 15th July, 2019 Vice President-Company Secretary

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

Pursuant to provisions of the Articles of Association of the Company and in terms of Section 149, 152 and 161 of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re- enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri D. Rajkumar (DIN: 00872597), who was nominated by Bharat

Petroleum Corporation Ltd. (BPCL) as their nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 2nd November, 2018 and who holds office up to the date of this Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Act, from a Member in writing proposing his candidature for the office of Director of the Company. In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

A brief resume of Shri D. Rajkumar as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which also contains the information as required under Regulation 26(4) of SEBI Listing Regulations is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Except Shri D. Rajkumar, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of members.

Item No. 6

Pursuant to provisions of the Articles of Association of the Company and in terms of Section 149, 152 and 161 of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re- enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri B.C. Tripathi (DIN 01657366), who was nominated by GAIL (India) Ltd. (GAIL) as their nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 3rd November, 2018 and who holds office up to the date of this Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Act, from a Member in writing proposing his candidature for the office of Director of the Company. In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

A brief resume of Shri B.C. Tripathi as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which also contains the information as required under Regulation

26(4) of SEBI Listing Regulations is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Except Shri B.C. Tripathi, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of members.

Item No. 7

Pursuant to provisions of the Articles of Association of the Company and in terms of Section 149, 152 and 161 of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Sanjiv Singh (DIN 05280701), who was nominated by Indian Oil Corporation Ltd. (IOCL) as their nominee Director on the Board of the Company and who was appointed as an Additional Director of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 3rd November, 2018 and who holds office up to the date of this Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Act, from a Member in writing proposing his candidature for the office of Director of the Company. In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

A brief resume of Shri Sanjiv Singh as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which also contains the information as required under Regulation 26(4) of SEBI Listing Regulations is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Except Shri Sanjiv Singh, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of members.

Item No. 8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Shri Sunil Kumar Srivastava (DIN 02809123) as an Additional Director of the Company, with effect from 2nd November, 2018 for a period of three years under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company as an Independent Director of the Company.

Shri Sunil Kumar Srivastava shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has received notice under Section 160 of the Companies Act, 2013 from a member in writing proposing his candidature for the office of Independent Director. The Company has also received a declaration of independence from Shri Sunil Kumar Srivastava. In the opinion of the Board, Shri Sunil Kumar Srivastava fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. Shri Sunil Kumar Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and the same is also available on the website of the Company.

A brief resume of Shri Sunil Kumar Srivastava as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which also contains the information as required under Regulation 26(4) of SEBI Listing Regulations is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Except Shri Sunil Kumar Srivastava, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 8 for the approval of members.

Item No. 9

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Dr. Siddhartha Shekhar Singh (DIN 06873925) as an Additional Director of the Company, with effect from 2nd November, 2018 for a period of three years under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company as an Independent Director of the Company.

Dr. Siddhartha Shekhar Singh shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has received notice under Section 160 of the Companies Act, 2013 from a member in writing proposing his candidature for the office of Independent Director. The Company has also received a declaration of independence from Dr. Siddhartha Shekhar Singh. In the opinion of the Board, Dr. Siddhartha

Shekhar Singh fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. Dr. Siddhartha Shekhar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and the same is also available on the website of the Company.

A brief resume of Dr. Siddhartha Shekhar Singh as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which also contains the information as required under Regulation 26(4) of SEBI Listing Regulations is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Except Dr. Siddhartha Shekhar Singh, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 9 for the approval of members.

Item No. 10

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Shri Arun Kumar (DIN 03570776) as an Additional Director of the Company, with effect from 9th April, 2019 (in supersession of earlier Board resolution passed on 2nd November, 2018) for a period of three years under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company as an Independent Director of the Company.

Shri Arun Kumar shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has received notice under Section 160 of the Companies Act, 2013 from a member in writing proposing his candidature for the office of Independent Director. The Company has also received a declaration of independence from Shri Arun Kumar. In the opinion of the Board, Shri Arun Kumar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. Shri Arun Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and the same is also available on the website of the Company.

A brief resume of Shri Arun Kumar as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which also contains the information as required under Regulation 26(4) of SEBI Listing Regulations is enclosed with the Notice. Your Directors recommend the resolution for approval of the Members.

Except Shri Arun Kumar, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 10 for the approval of members.

Item No. 11

M/s Chandra Wadhwa & Co., Cost Accountants (Regn. No. 000239), were appointed as the Cost Auditors of the Company from the financial year 2019-20 for a period of three years by Board of Directors in its meeting held on May 15, 2019 in terms of Section 148 of the Companies Act, 2013.

Further, in terms of the provisions of Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,20,000 per annum (Rupees One Lakh Twenty Thousand only) plus out of pocket expenses (Maximum 10% of Rs. 1,20,000) and applicable GST and travel, boarding and lodging would be borne by the Company in case of travel to plants of the Company to the Cost Auditors was recommended by the Audit Committee of the Board and approved by the Board of Directors and is required to be ratified by the Shareholders. In view of the above, your Directors recommend the resolution for approval of Shareholders.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 11 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 11 for the approval of members.

Item No. 12

In terms of provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Related Part Transactions Policy of the Company, all material Related Party Transactions shall require approval of the Members of the Company and no related party shall vote to approve such resolutions.

Further, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Further, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the relevant Accounting Standard, the promoter(s)/Investor Shareholder(s)/subsidiary/associate(s)/joint venture(s) qualify as Related Party(s) of the Company and the Company has existing and continuing contracts/arrangements in the ordinary course of business and on arm's length basis with the Related Parties which will continue to exist beyond 31st March, 2019 in addition to the new Contract(s)/transaction(s) to be entered into.

It is difficult to specifically assess the total value of such transactions at this stage, however, it is expected that the aggregate value of all such transactions together would be beyond the threshold limit of materially as specified above.

Your Directors recommend the resolution for approval of members.

None of the Directors in their individual capacity or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 12 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 12 for the approval of members.

Item No. 13

The Company's Shareholding is divided among the Promoters and the Public in the ratio of 50:50. The Promoters of the Company i.e. Bharat Petroleum Corporation Limited (BPCL), GAIL (India) Limited (GAIL), Indian Oil Corporation Limited (IOCL) and Oil and Natural Gas Corporation Limited (ONGC) owns 12.5% each of the total Shareholding of the Company.

BPCL as part of a Corporate Restructuring, has decided to transfer its Gas Business to a wholly owned subsidiary, Bharat Gas Resources Limited (BGRL) on slump sale basis.

In view of the above and as proposed by BPCL, the shareholding of 12.5% i.e. 187500000 shares of Rs. 10/- each which BPCL owns in PLL and various commercial agreements for supply of goods or services along with rights and obligations in this regard which were entered with BPCL will get transferred to BGRL.

In terms of provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Related Part Transactions Policy of the Company, all material Related Party Transactions and transactions which are on arm's length basis and not in ordinary course of business shall require approval of the Members of the Company and no related party shall vote to approve such resolutions.

Further, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into

individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The total estimated value of the Commercial Agreements for supply of goods or services to be transferred as stated above exceed the threshold limit of 10% annual consolidated turnover of the Company as per the last audited financial statements of the Company

In view of the above, the Board of Directors on the recommendation of Audit Committee in their meeting held on 15th May, 2019 accorded its approval for the above said Related Party Transaction. Your Directors recommend the resolution for approval of the Members.

None of the Directors in their individual capacity or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 13 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 13 for the approval of members.

Item No. 14 &15

The Company's Shareholding is divided among the Promoters and the Public in the ratio of 50:50. The Promoters of the Company i.e. Bharat Petroleum Corporation Limited (BPCL), GAIL (India) Limited (GAIL), Indian Oil Corporation Limited (IOCL) and Oil and Natural Gas Corporation Limited (ONGC) owns 12.5% each of the total Shareholding of the Company.

BPCL as part of a Corporate Restructuring, has decided to transfer its Gas Business to a wholly owned subsidiary Bharat Gas Resources Limited (BGRL) on slump sale basis.

In view of the above and as proposed by BPCL, the shareholding of 12.5% i.e. 187500000 shares of Rs. 10/- each which BPCL owns in PLL and various commercial agreements for supply of goods or services along with rights and obligations in this regard which were entered BPCL will get transferred to Bharat Gas Resources Ltd. (BGRL).

In view of the above, the Board of Directors in their meeting held on 15th May, 2019 approved the amendments in Memorandum of Association (MoA) and amendments in Articles of Association (AoA) of the Company and recommended the same for the approval of the Members. A copy of the existing MoA and AoA along with proposed amendments is available on the website of the Company i.e. www.petronetlng.com. Your Directors recommend the resolutions for approval of the Members.

None of the Directors in their individual capacity or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 14 &15 of the Notice. The Board recommends the Special Resolutions set out at Item No. 14 &15 for the approval of Members.

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : 15th July, 2019

(Rajan Kapur)
Vice President-Company Secretary

Brief Resume of Directors retiring by rotation and eligible for re-appointment/ Additional Directors vacating office at 21st AGM and proposed to be appointed

Dr. M. M. Kutty

Dr. M. M. Kutty is Secretary to the Government of India in the Ministry of Petroleum and Natural Gas. He is a member of the Indian Administrative Service with over 32 years' experience at the State and National levels. He has held crucial positions in the Ministry of Urban Development, Ministry of Environment, Forest & Climate Change and Department of Economic Affairs, Ministry of Finance, Government of India.

As Chief Secretary to Government of National Capital Territory of Delhi, he made significant contribution towards good governance and better delivery of services.

His international experience includes serving as Bureau Member and Vice President of Asia Pacific Region for ICCM-5, Strategic Approach to International Chemicals Management (SAICM). Dr.Kutty also served as Director in the Board of Asian Infrastructure Investment Bank (AIIB), Beijing and New Development Bank (NOB), Shanghai as well as Member in the Board of Green Climate Fund (GCF), Songdo, South Korea.

Dr. Kutty has rich experience in the management of Autonomous Bodies, Companies and State Enterprises and served in the Board of many organizations including Delhi Metro Rail Corporation, National Capital Region Transport Corporation and Power Distribution Companies of Delhi.

Dr. Kutty is a Ph.D. In Agriculture from New Delhi, India. He also holds M.A. in Rural Social Development from University of Reading, United Kingdom.

Age – 58 years

Date of Appointment – 12/07/2018

Terms and conditions of Appointment- As per the terms and conditions contained in Articles of Association of the Company.

Dr. M. M. Kutty holds Nil share in the Company.

Dr. M. M. Kutty holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
Indian Strategic Petroleum Reserves Limited	Chairman	Non-Executive	No

Dr. M. M. Kutty is not a Member/Chairman of Committees of Board of Directors in any other Company.

Shri Shashi Shanker

Shri Shashi Shanker, Chairman & Managing Director of Oil and Natural Gas Corporation Ltd. (ONGC) is also a nominee Director

of ONGC on the Board of Petronet LNG Ltd. He is graduated in Petroleum Engineering from Indian School of Mines, Dhanbad (now IIT-ISM) in the year 1982. He is also an MBA with specialization in Financial Management.

Shri Shashi Shanker is credited with spearheading ONGC's deep/ultra-deep water campaign christened 'Sagar Samriddhi'. On the technology front, he steered many new IT ventures on the Enterprise Resource Planning (ERP) and Supervisory Control and Data Acquisition (SCADA) platform which were considered as pioneering; providing real time information besides aiding in extensive analysis and decision making. Under his dynamic leadership as Director (T&FS), ONGC conceptualized a big milestone IT project called "Disha" for creation of a Paperless platform and its implementation is now underway.

He was assigned the responsibility of ambitious Government of India campaigns like 'Make-in-India', 'Digital India' and 'Start-Up-India'.

Age – 58 years

Date of Appointment – 17/10/2017

Terms and conditions of Appointment- Shri Shashi Shanker was nominated by ONGC as per the terms and conditions contained in Articles of Association of the Company.

Shri Shashi Shanker holds Nil share in the Company.

Shri Shashi Shanker holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
Oil and Natural Gas Corporation Limited	Chairman & Managing Director	Executive	Yes
ONGC Petro Additions Limited	Chairman & Director	Non-Executive	No
ONGC Tripura Power Company Limited	Chairman & Director	Non-Executive	No
ONGC Mangalore Petrochemicals Limited	Chairman & Director	Non-Executive	Debt Listed
Mangalore SEZ Limited	Chairman & Director	Non-Executive	No
ONGC Videsh Limited	Chairman & Director	Non-Executive	Debt Listed
Mangalore Refinery and Petrochemicals Limited	Chairman & Director	Non-Executive	Yes

Shri Shashi Shanker is not a Member/Chairman of Audit Committee or Stakeholder Relationship Committee of Board of Directors in any other Company.

Shri D. Rajkumar

Shri D. Rajkumar, Chairman & Managing Director of Bharat Petroleum Corporation Ltd (BPCL) is a nominee Director of BPCL on the Board of Petronet LNG Ltd. He has B. Tech. from IIT, Madras and Management degree from IIM, Bangalore. Prior to his appointment as Chairman & Managing Director, BPCL, he held the post of Managing Director of Bharat PetroResources Ltd. He has 34 years of experience out of which close to 17 years of Board experience in the Boards of BPCL, its Joint venture / Subsidiary Companies. His work experience span across Oil & Gas value chain with expertise ranging in the area of Large Project Management, Pipeline Management, Exploration and Production, Strategic orientation and Mergers & Acquisitions. He has global exposure of working closely with international majors and multinational companies to negotiate strategic deals which are significant not only for the organisation but for the Nation. He has led many consortiums in past to take investment decisions, demonstrating his leading abilities to create value for each stakeholder. He also has extensive exposure to fiscal, legal, contractual and political regimes in foreign countries. He is not related to any of the existing Directors of the Company.

Age – 58 years

Date of Appointment – 02/11/2018

Terms and conditions of Appointment- Shri D. Rajkumar was nominated by BPCL as per the terms and conditions contained in Articles of Association of the Company.

Shri D. Rajkumar holds 800 shares in the Company.

Shri D. Rajkumar holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
Bharat Petroleum Corporation Limited	Chairman & Managing Director	Executive	Yes
Numaligarh Refinery Ltd.	Chairman	Non-Executive	No
Bharat Oman Refineries Ltd.	Chairman	Non-Executive	No
Bharat PetroResources Limited	Director	Non-Executive	No
Bharat Gas Resources Limited	Director	Non-Executive	No

Shri D. Rajkumar is a Member/Chairman of the following Committees of Board of Directors in other Companies –

Name of the Company	Name of the Committee(s)	Membership/ Chairmanship
Bharat Petro Resources Limited	Audit Committee	Chairman

Shri B. C. Tripathi

Shri B. C. Tripathi is the Nominee Director of GAIL (India) Ltd. on the Board of the Company. He is the Chairman and Managing Director since August 1, 2009 of GAIL (India) Ltd. He is a Mechanical Engineer from MNNIT, Allahabad. Under his leadership and sustained efforts, GAIL ranks amongst the Top 10 international LNG portfolio players and also stands elevated to the stature of a Maharatna public sector enterprise. Shri Tripathi has been leading multi-billion dollar infrastructure projects and ardently supporting the Government and stakeholders based on his 35 years of rich experience and consensus-based decision making in shaping energy policies and regulations for the natural gas value chain.

GAIL has strengthened its core businesses across natural gas midstream and downstream chains during the last decade by doubling gas transmission capacity, tripling petrochemicals marketable portfolio and has also forayed into newer game-changing opportunities by securing over 8.0 MTPA long-term LNG from diversified geographies, spread on multiple indexes for supporting India's energy security. In sync with the LNG strategy, GAIL commissioned the beleaguered Dabhol Regas terminal as an owners' engineer and expanded into chartering LNG ships for ensuring a complete play in the LNG trading cycle. In recognition to his pioneering initiatives for transforming GAIL into being a significant player in the international LNG and NG markets, Shri Tripathi was awarded as Best LNG Executive at the 14th CWC Summit, Paris.

Age - 59 years

Date of Appointment – 03/11/2018

Terms and conditions of Appointment- Shri B.C. Tripathi was nominated by GAIL as per the terms and conditions contained in Articles of Association of the Company.

Shri B. C. Tripathi holds Nil share in the Company.

Shri B. C. Tripathi holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
GAIL (INDIA) Limited	Chairman & Managing Director	Executive	Yes

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
GAIL Gas Limited	Chairman	Non-Executive	No
Brahmaputra Cracker and Polymer Limited	Chairman	Non-Executive	No
Mahanagar Gas Limited	Non-Executive Director-Chairman	Non-Executive	Yes

Shri B.C. Tripathi is a Member/Chairman of the following Committees of Board of Directors in other Companies –

Name of the Company	Name of the Committee(s)	Membership/ Chairmanship
GAIL (India) Limited	Corporate Social Responsibility Committee	Chairman
Mahanagar Gas Limited	Nomination and Remuneration Committee	Member

Shri Sanjiv Singh

Mr. Sanjiv Singh is Chairman of Indian Oil Corporation (IndianOil), the country's largest commercial enterprise and the top-ranked Indian corporate in the prestigious Fortune 'Global 500' listing, with revenues of over US\$ 78.5 billion for 2017-18.

As 'The Energy of India,' IndianOil accounts for nearly half of the country's petroleum products consumption. The Maharatna PSU is the country's largest refiner with 11 refineries and owns the largest pipeline network (13,400 km) and a marketing network of over 49,000 customer touch-points.

A chemical engineer from IIT-Roorkee, Mr. Sanjiv Singh joined IndianOil in 1981 and has served the Corporation for over 36 years in many challenging assignments at multiple locations. He rose to be Director (Refineries) on the IndianOil Board in 2014 and took over as Chairman in June 2017.

To accelerate IndianOil's quest to become 'A Globally Admired Company,' Mr. Singh is strongly promoting new ventures and businesses in India and overseas, in Singapore, UAE, Bangladesh, Myanmar, Sri Lanka, Mauritius, Canada and some African countries.

Mr. Singh gives utmost importance to strengthening IndianOil's upstream portfolio by acquiring acreage in diverse geographies across the world as a consortium partner. Major acquisitions have been made in Russia and more recently in UAE and Oman as part of this strategy.

Under Mr. Singh's dynamic leadership, IndianOil has emerged

as the second largest petrochemicals player in the country with sales turnover of Rs. 17,515 crore (US\$ 2.64 billion) for 2017-18. Mr. Singh is also working to expand IndianOil's natural gas business to become the market leader by the year 2030.

Under Mr. Singh's stewardship, Indian Oil is swiftly mainstreaming LPG as a clean and affordable cooking fuel among the poor people, especially in rural India, through social transformation schemes like Pradhan Mantri Ujjwala Yojana and Smokeless Villages that targets all households in a village. These initiative initiatives won global recognition at the 22nd World Petroleum Congress in Istanbul in July 2017.

Mr. Singh also heads the refining subsidiary, Chennai Petroleum Corporation Ltd., and the newly launched Hindustan Urvarak & Rasayan Ltd., a joint venture with NTPC and Coal India that is setting up three world-scale fertiliser plants.

Mr. Singh is also Chairman of Ratnagiri Refinery & Petrochemicals Ltd., a joint venture of the Indian Oil, Bharat Petroleum, Hindustan Petroleum, Saudi Aramco and ADNOC, which is setting up the world's largest refinery-cum-petrochemicals complex of 60 million tonnes per annum on the west coast of India.

As a transformational and visionary business leader, Mr. Sanjiv Singh wields influence far beyond IndianOil.

As Chairman of the Hydrocarbons Sector Skill Council (HSSC), an autonomous body of oil & gas industry in India with participation of 20 entities, Mr. Sanjiv Singh is steering skill development initiatives across the Indian hydrocarbons industry.

A highly respected voice in the hydrocarbons sector in India and abroad, Mr. Singh also holds the position of Vice-President of the Paris-based World LPG Association. His views are sought for major policy decisions as a member of national think-tanks such as the Centre for High Technology, Petroleum Conservation Research Association, Central Pollution Control Board and the prestigious Scientific Advisory Committee of the Petroleum Ministry.

Mr. Sanjiv Singh is an ardent advocate of sustainable development with carbon, water and waste management as the top-line agenda points. Under his active guidance, IndianOil has installed 168 MW of wind-power projects, 41 MW of solar energy farms, converted over 12,600 fuel stations to run on solar energy, and installed rain-water harvesting systems with potential for over 3 billion litres annually.

Mr. Singh is currently spearheading bio-CNG projects across India, which hold great promise for efficient management of municipal waste and pollution arising out of burning of farm stubble. Two ethanol production plants using biomass sources like paddy straw are coming up at Panipat and Gorakhpur.

Mr. Singh was conferred the Fellowship Award-2016 by the Centre for Excellence in Project Management (CEPM) for setting international benchmarks in project execution. He also received the Award for Outstanding Contribution to the Field of Fuel Science by the Central Institute of Mining and Fuel Research. Recently, IIT Roorkee has conferred its prestigious Distinguished Alumnus Award for the year 2018 on Mr. Singh.

Age - 59 years

Date of Appointment – 03/11/2018

Terms and conditions of Appointment- Shri Sanjiv Singh was nominated by IOCL as per the terms and conditions contained in Articles of Association of the Company.

Shri Sanjiv Singh holds 4000 shares in the Company.

Shri Sanjiv Singh holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
Indian Oil Corporation Limited	Director/ Chairman	Executive	Yes
Chennai Petroleum Corporation Limited	Non-Executive Chairman	Non - Executive	Yes
Hindustan Urvarak & Rasayan Limited	Non-Executive Chairman	Non - Executive	No
Ratnagiri Refinery and Petrochemicals Limited	Non-Executive Chairman	Non - Executive	No
Indian Oil tanking Limited	Non-Executive Chairman	Non - Executive	No

Shri Sanjiv Singh is a Member/Chairman of the following Committees of Board of Directors in other Companies –

Name of the Company	Name of the Committee(s)	Membership/ Chairmanship

Shri Sunil Kumar Srivastava

Shri Sunil Kumar Srivastava is Ex-C&MD of Oil India Ltd. having diversified experience of 40 years in foremost senior management position in the large size multi-disciplinary, technical, commercial organizations in the Petroleum and Energy sector.

Age – 64 years

Date of Appointment – 02/11/2018

Terms and conditions of Appointment- Terms and conditions of appointment of Independent Directors is available at the website of the Company at <https://www.petronetlng.com/PDF/AppointmentLetter-NewFormat.pdf>

Shri Sunil Kumar Srivastava holds Nil share in the Company.

Shri Sunil Kumar Srivastava does not holds Directorship/ Chairmanship and nor is a Member/Chairman of Committees of Board of Directors in any other Company.

Dr. Siddhartha Shekhar Singh

Prof. Siddhartha Shekhar Singh is Senior Associate Dean and Associate Professor of Marketing at the Indian School of Business (ISB), Hyderabad and Mohali, India. He was the first director of the Fellow Programme in Management (ISB's doctoral program). He has a Ph.D. (Marketing) from the J. L. Kellogg School of Management, Northwestern University (USA), an MBA (Marketing and Finance) from the University of Illinois at Urbana-Champaign (USA), and a B. Tech. (Electronics & Communications Engineering) from the Indian Institute of Technology, Banaras Hindu University (India).

Prof. Singh's research broadly focuses on a firm's ability to achieve sustainable competitive advantage. His work attempts to help firms identify the "right" customers for acquisition and retention, and more profitably manage relationships with them over time. He researches marketing initiatives such as customer engagement, customer loyalty programs and online customer communities. Some of the other issues that he works on concern the development of financial metrics to evaluate marketing decisions (e.g., customer lifetime value), customer segmentation, purchases, returns, and marketing analytics.

Prof. Singh has co-authored three textbooks and a companion toolkit with Prof. Noel Capon (Columbia University, New York, USA), for MBA students and business executives. The books titled Managing Marketing: An Applied Approach, Managing Marketing: A Concise Approach and Essentials of Managing Marketing, and the companion volume titled The Marketing Toolkit are published by Wiley India. Prof. Singh publishes in world renowned academic journals such as Marketing Science, Management Science, Quantitative Marketing and Economics, Journal of Service Research, Decision Support Systems and Journal of Interactive Marketing. His articles and thoughts appear frequently in popular media outlets such as The Economic Times, Financial Express, Business Standard, Business Today, Businessworld, The Hindu Business Line, Livemint, The Hindustan Times, and The Times of India.

Prof. Singh has a keen interest in new ventures. He has been teaching the New Product Development and Marketing course for the last 15 years in India and the USA. He is a member of the Board of Directors of DLabs, a technology business incubator of the Indian School of Business (ISB) based at Hyderabad. He is a co-founder and strategic advisor at Bsharp Sales Enablers Pvt. Ltd. He has advised numerous startups and regularly participates in various capacities (e.g. juror and speaker) at startup events. Prior to his Ph.D., Prof. Singh worked for several years with Johnson & Johnson (J&J) in Product and Sales Management roles. Hired through J&J's prestigious global leadership development program-the IRDP-his responsibilities included managing several product lines and launching new products for

J&J hospital products group in India. His consulting experience includes firms in a variety of industries (e.g. healthcare, media, high technology, retail).

Age - 46 years

Date of Appointment – 02/11/2018

Terms and conditions of Appointment- Terms and conditions of appointment of Independent Directors is available at the website of the Company at <https://www.petronetng.com/PDF/AppointmentLetter-NewFormat.pdf>

Dr. Siddhartha Shekhar Singh holds Nil share in the Company.

Dr. Siddhartha Shekhar Singh holds Directorship/Chairmanship in the following other Companies:

Name of the Company	Position Held	Category Category (Executive/ Non-Executive/ Independent)	Listed on Stock Exchange
Diabs Incubator Association	Director	Non-Executive	No
International Schools at Business Management (ISBM)	Director	Non-Executive	No

Dr. Siddhartha Shekhar Singh is not a Member/Chairman of Committees of Board of Directors in any other Company.

Shri Arun Kumar

Shri Arun Kumar started his career in the Indian Railways Service of Mechanical Engineers in 1980. He qualified for the Indian Administrative Service (IAS) in 1983 and served for 17 years with the Government of India. In his last assignment, he has worked as Secretary Ministry of Mines, Joint Secretary in the Ministry of Mine, Food processing in Government of India.

He also served as, Principal Secretary, Panchayat & Rural Development Assam besides working in various positions in the Central and State Government.

He has worked in various capacities in State Enterprises and also served on the Boards of NALCO, HCL, MECL as a government nominee. He has been instrumental in passing of the Amendment to the Mines & Minerals Development & Regulation Act, 1957, in the year 2015, the Food Safety and Standards Act 2006, the establishment of National Institute of Food Technology Entrepreneurship & Management Sonipat, as well formulation and implementation and of programmes at the national level. He has a well-grounded understanding of the economic structure of the Indian economy, the legal and regulatory framework and in particular large industries.

He did his Section A&B of Institution of Electrical Engineers, India (Equivalent Electrical Engineering Degree) and Part I & II of Council of Engineering Institutions (UK), Institution of Mechanical Engineers (Equivalent Mechanical Engineering Degree, recognised by Indian Railways).He obtained an M.A. (Economics) from Annamalai University in the year 2000.

Age – 61 years

Date of Appointment – 09/04/2019

Terms and conditions of Appointment- Terms and conditions of appointment of Independent Directors is available at the website of the Company at <https://www.petronetng.com/PDF/AppointmentLetter-NewFormat.pdf>

Shri Arun Kumar Singh holds Nil share in the Company.

Shri Arun Kumar does not holds Directorship/Chairmanship and nor is a Member/Chairman of Committees of Board of Directors in any other Company.

For other details such as the number of meetings of the board attended during the year, 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.