



# Petronet LNG Limited

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

Phone: 011-23411411, Fax: 011- 23472550, CIN: L74899DL1998PLC093073

Email: [investors@petronetlng.in](mailto:investors@petronetlng.in), Company's website: [www.petronetlng.in](http://www.petronetlng.in)

PAN: AAACP8148D

GST: 07AAACP8148D1ZI

ND/PLL/SECTT/REG. 24A/2022

27<sup>th</sup> May 2022

The Manager  
The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

The Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra East, Mumbai – 400 051

**Sub: Annual Secretarial Compliance Report for the year ended 31st March 2022**

**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find attached herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2022 issued by M/s A.N. Kukreja & Co., Company Secretaries (FCS – 1070 and CP No. – 2318).

This is for your kind information and records please.

Thanking You,

Yours faithfully,

(Rajan Kapur)

CGM & Vice President - Company Secretary

Encl: as above

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**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

**Secretarial Compliance Report of Petronet LNG Limited for the year ended March 31, 2022 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019.**

**The Board of Directors,  
Petronet LNG Limited (CIN: L74899DL1998PLC093073),  
New Delhi.**

For purpose of Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015, compliance audit has been conducted in accordance with **Auditing Standards (CSAS-1 to CSAS -4) and Guidance Notes on ICSI Auditing Standards, ICSI Guidance Note on Code of Conduct for Company Secretaries.** We have examined:

- (a) all the documents and records made available to us and explanation provided by Petronet LNG Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon

For the year ended **31<sup>st</sup> March 2022** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable for Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not applicable for the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not applicable for the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021. (Not applicable for the Review Period)



- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) SEBI (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

	<b>Compliance Requirement (Regulations/ circulars/guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1	Regulation 17 (1)(a) of SEBI (LODR) Regulations, 2015 requires that the Board of a listed entity shall comprise with at least one independent woman director.	The Board did not have at least one independent woman director w.e.f. 31.3.2021 to 12.08.2021	Non-compliance with the provisions of Regulation 17 (1)(a) of SEBI(LODR) Regulations, 2015 w.e.f. 31.3.2021 to 12.08.2021.
2	Regulation 17(1)(a) & (b) of SEBI (LODR) Regulations, 2015 requires that the Board of a listed entity shall comprise of at least one-third Independent Directors and at least one independent woman director.	The Board did not have the required number of independent directors during the periods from 31.3.2021 to 12.8.2021 and from 2.11.2021 to 8.2.2022.	Non-compliance with the provisions of Regulation 17(1) (a) & (b) of SEBI LODR) regulations. 2015 during the periods from 31.3.2021 to 12.8.2021 and from 2.11.2021 to 8.2.2022.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:



	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g., fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
1	BSE and NSE	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 with regard to appointment of at least one independent woman Director	BSE and NSE have separately levied fines of Rs.253700/-including taxes for non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, under Standard Operating Procedure of SEBI.	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations with regard to appointment of at least one independent woman Director.
2.	BSE and NSE	Non-compliance of Regulation 17(1) pf SEBI (LODR) Regulations, 2015 in respect of number of independent directors on the Board.	BSE vide their email dated 20.5.2022 and NSE vide letter No. NSE/List-SOP (COMP/Fines/0823 dated May 20,2022 have levied fine of Rs. 41,300/- including taxes each to be paid within 15 days of date of notice, in accordance with the Standard Operating Procedure	Non-compliance of Regulation 17(1) pf SEBI (LODR) Regulations, 2015 in respect of adequate number of independent directors on the Board.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the years ended 2020-21 and 2021-22.</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>



		<i>(The years are to be mentioned).</i>		
1.	Non-compliance with the provisions of Regulation 17 (1) of SEBI(LODR) Regulations,2015 with regard to appointment of at least one-woman director w.e.f. 31.03.2021.	Non-compliance with the provisions of Regulation 17 (1) of SEBI(LODR) Regulations,2015 with regard to appointment of at least one-woman director w.e.f. 31.03.2021 to 12.08.2021	The Company has complied with Regulation 17 (1) of SEBI(LODR) Regulations,2015 with regard to appointment of at least one independent woman director w.e.f. 13.8.2021. Further, the company has paid fine of Rs. 2,53,700 including taxes each to BSE and NSE on 02.12.2021.	The Company has complied with Regulation 17 (1) of SEBI(LODR) Regulations,2015 with regard to appointment of at least one-woman director w.e.f. 13.8.2021 and also has paid the fines as indicated in the previous column.  Matter stands settled.
2.	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 in respect of number of independent directors on the Board.	Non-compliance of Regulation 17(1) pf SEBI (LODR) Regulations, 2015 in respect of number of independent directors on the Board from 2.11.2021 to 8.2.2022.	The Company has complied with the Regulation 17(1) pf SEBI (LODR) Regulations, 2015 in respect of number of independent directors on the Board w.e.f. 9.2.2022. Further, BSE vide their email dated 20.5.2022 and NSE vide letter No. NSE/List-SOP (COMP/ fines/0823 dated May 20, 2022 have	The company is required to make payment of fine of Rs.41,300/- each to NSE and BSE within 15 days of the date of notice.



			levied fine of Rs. 41,300/- including taxes each to be paid within 15 days of date of notice.	
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For A.N. Kukreja & Co.



(A.N. Kukreja)

Proprietor

FCS 1070; CP 2318

Peer Review Cert.875/2020

FRN: S1995DE014900.



Place: New Delhi

Date: 27<sup>th</sup> May, 2022

UDIN: F001070D000408708