

PETRONET LNG LIMITED
NEW DELHI

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CIN: L74899DL1998PLC093073



NOTICE OF 19TH ANNUAL GENERAL MEETING - 2017

NOTICE is hereby given that the 19th (Nineteenth) Annual General Meeting of the Members of Petronet LNG Limited (PLL) will be held on Friday, the 15th day of September, 2017 at 10:00 A.M. at Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi, 110010 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended 31st March, 2017.
2. To declare a dividend for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Shri K. D. Tripathi (DIN 07239755) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Subir Purkayastha (DIN 06850526) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Shri D. K. Sarraf (DIN 00147870) who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Statutory Auditors, fix their remuneration and in connection therewith, to pass with or without modification(s) the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under M/s T.R. Chadha & Co. LLP, Chartered Accountants (Regn. No. 006711N), New Delhi, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration of Rs. 10.50 Lakh (Rupees Ten Lakh and Fifty Thousand) plus out of pocket expenses and applicable service tax."

SPECIAL BUSINESS

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

7. **"RESOLVED THAT** pursuant to provisions of Article 106 of Articles of Association and Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules, if any, Shri G. K. Satish (DIN 06932170), Nominee Director of Indian Oil Corporation Ltd. (IOCL), who has been appointed on 21st September, 2016 as Additional Director of the Company by Board of Directors under Section 161 of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."
8. **"RESOLVED THAT** pursuant to provisions of Article 106 of Articles of Association and Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules, if any, Dr. T. Natarajan (DIN 00396367), Nominee Director of Gujarat Maritime Board (GMB), who has been appointed on 21st September, 2016 as Additional Director of the Company by Board of Directors under Section 161 of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."
9. **"RESOLVED THAT** pursuant to provisions of Article 106 of Articles of Association and Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules, if any, Shri D. Rajkumar (DIN 00872597), Nominee Director of Bharat Petroleum Corporation Ltd. (BPCL), who has been appointed on 1st October, 2016 as Additional Director of the Company by Board of Directors under Section 161 of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in

respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

10. **“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 99,990/- plus out of pocket expenses and applicable tax to M/s K. L. Jaisingh & Co., Cost Accountants (Regn. No. 00182), New Delhi, Cost Auditor of the Company for the financial year 2017-18, as recommended by the Audit Committee and approved by the Board, be and is hereby ratified.”

11. **“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 (including any statutory modification(s) thereof for the time being in force), Rules made thereunder and 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 i.e. promoter(s)/subsidiary/associate(s)/joint venture(s) (viz IOCL, BPCL, GAIL, ONGC, Adani Petronet (Dahej) Port Pvt. Ltd., Petronet LNG Foundation, Indian LNG Transport Co. (No. 4) Pvt. Ltd. Singapore etc.) during the financial year 2017-18 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 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.”

12. **“RESOLVED THAT** pursuant to provisions of Article 111 of Articles of Association of the Company and Section 149, 152, 196, 197, Schedule V and all other applicable provisions, If any, of the Companies Act, 2013 and Rules made there under subject to the approval of the Central Government, if required and such alterations / modifications, if any, that may be affected by the above mentioned body in that

behalf, approval of the Members be and is hereby accorded to the appointment of Shri Subhash Kumar (DIN 07905656) as Director (Finance) for a period of five years w.e.f. the date of joining i.e. 5th August, 2017 on the terms and conditions as stated in Explanatory Statement, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

13. **“RESOLVED THAT** pursuant to provisions of Article 111 of Articles of Association of the Company and Section 149, 152, 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, subject to the approval of the Central Government, if required, and such alterations / modifications, if any, that may be affected by the above mentioned body in that behalf, approval of the Members be and is hereby accorded to the extension of tenure of Shri Rajender Singh (DIN 06435374) as Director (Technical) for a further period till he attains the age of 60 years w.e.f. 14th November, 2017 on the existing terms and conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of extension and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

14. **“RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to permit Foreign Institutional Investors (FII’s) registered with the Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate

limit of 40% (Forty percent) of the paid up equity Share Capital of the Company, provided, that the shareholding of each FII on its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limit as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof from time to time).

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to do all such acts, deeds, things and take all such steps as he may think fit and proper for giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 30% to 40% without requiring to secure any further approval of the Members of the Company."

By Order of the Board
For **Petronet LNG Limited**



(K. C. Sharma)

Company Secretary

Place : New Delhi

Date : August 14, 2017.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item No. 7 to 14 as set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL NOT VOTE EXCEPT ON A POLL. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
3. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting.

4. The Company had issued a Postal Ballot Notice dated 19th May, 2017 for obtaining Shareholder's approval by way of Special Resolution(s) in respect of the following item:

- Increase of Authorised Share Capital of the Company including Alteration of Clause V of Memorandum of Association of the Company.
- Issue of Bonus Shares by way of Capitalisation of Reserves.

The Result of the Postal Ballot were declared on 20th June, 2017 and Special Resolution(s) as set out in the Postal Ballot Notice have been passed by the Members with an overwhelming majority as more than 90% of votes were casted in favour of Resolution(s) as per Scrutnizer's Report and the results of Postal ballot were also hosted at the website of the Company

5. In case of Joint holders attending the Meeting, only such Joint holder, who is higher in the order of names will be entitled to vote.
6. All documents referred to the accompanying Notice and the Explanatory Statement(s) are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday and Sunday between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
7. Members/Proxies should bring the Attendance Slip duly filled for attending the Meeting.
8. Members are requested to bring their copies of the Annual Report to the Meeting.
9. Members holding Shares in physical mode are requested to notify the change in their Address/ Bank Account/ update E-mail ID to M/s Karvy Computershare Pvt. Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, the Registrar & Share Transfer Agent (R&T Agent) of the Company.
10. Members holding shares in De-mat mode are requested to notify the change in their Address / Bank Account/update E-mail ID to their respective Depository Participant(s) (DPs).
11. Members must quote their Folio Number / De-mat Account No. in all correspondence with the Company/R&T Agent.

12. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting in term of Clause 14 of Secretarial Standard (SS) 2 pertaining to distribution of Gifts at Annual General meeting.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 9th September, 2017 to 15th September, 2017 (both days inclusive). The dividend on equity shares, as recommended by the Board of Directors, subject to the approval of Members in the Annual General Meeting, will be paid on and after 3rd October, 2017 to the Members or their Mandates whose name appear on the Company's Register of Members on 9th September, 2017 in respect of physical Shares and in respect of Dematerialized Shares, the dividend will be payable to the beneficial owner of the shares whose name appear in the statement of beneficial ownership furnished by NSDL and CDSL at close of business hours on 9th September, 2017.
14. In order to avail the facility of Electronic Clearing System (ECS) for receiving direct credit of dividend to his / their respective account with Bank(s), the Members holding equity shares in Physical Mode are requested to provide their Bank Account details to M/s Karvy Computershare Pvt. Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, the Registrar & Share Transfer Agent (R & T Agent) of the Company.
15. Pursuant to SEBI circular, Members holding shares in dematerialize form are requested to provide/ update their Bank Account details to their respective Depository Participants (DP) with whom maintain their demat account.
16. Entry to the Auditorium will be strictly against entry slip available at the counters at the venue and against exchange of Attendance Slip.
17. Any briefcase / bags / eatables will not be allowed to be taken inside the Auditorium.
18. Annual Listing Fee and Custody fee for the year 2017-18 have been paid to all Stock Exchanges, wherein Shares of the Company are listed, as well as Custodian i.e. NSDL & CDSL respectively.
19. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board

Resolution authorizing their representative to attend and vote on their behalf in the Meeting.

NOTE ON TRANSFER OF DIVIDEND AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

20. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has deposited the amount lying in Unpaid/Unclaimed Dividend account for the financial year 2006-07, 2007-08, 2008-09 & 2009-10 to Investor Education and Protection Fund.

E-voting Facility

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering a facility to its Members to cast their vote by electronic means in respect of the above mentioned businesses to be transacted at the Eighteenth Annual General Meeting.

Notice of Annual General Meeting together with E-voting process has been sent to all the Shareholders separately. A Shareholder can apply for duplicate E-voting instruction Form together with AGM Notice through an e-mail at raju.sv@karvy.com, if so required.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 7

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder, Shri G. K. Satish Nominee Director of Indian Oil Corporation Ltd., was appointed as Additional Director w.e.f. 21st September, 2016 on the Board of the Company and he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Shri G. K. Satish as Director of the Company.

A brief resume of Shri G. K. Satish as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders.

Shri G. K. Satish is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO: 8

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder, Dr. T. Natarajan Nominee Director of Gujarat Maritime Board (GMB), was appointed as Additional Director w.e.f. 21st September, 2016 on the Board of the Company and he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Dr. T. Natarajan as Director of the Company.

A brief resume of Dr. T. Natarajan as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders.

Dr. T. Natarajan is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO: 9

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder, Shri D. Rajkumar Nominee Director of Bharat Petroleum Corporation Ltd. (BPCL), was appointed as Additional Director w.e.f. 1st October, 2016 on the Board of the Company and he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Shri D. Rajkumar as Director of the Company.

A brief resume of Shri D. Rajkumar as required in terms of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders.

Shri D. Rajkumar is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO: 10

M/s K. L. Jaisingh & Co., Cost Accountants (Regn. No. 00182), were reappointed as the Cost Auditors of the Company by Board of Directors in its meeting held on 9th May, 2017 in terms of Section 148 of the Companies Act, 2013 for the financial year 2017-18.

Further, in terms of the provisions of Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors were recommended by the Audit Committee and approved by the Board of Directors and are required to be ratified by the Shareholders. In view of the above, your Directors recommend the resolution for approval of Shareholders.

The Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO: 11

As per provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 read with Rules made there under 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 Shareholders of the Company and the Related Party shall abstain from voting on 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 provisions Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the relevant Accounting Standard, the promoter(s)/subsidiary/associate(s)/joint venture(s) (viz. IOCL, BPCL, GAIL, ONGC, Adani Petronet (Dahej) Port Pvt. Ltd., Petronet LNG Foundation, Indian LNG Transport Co. (No. 4) Pvt. Ltd. Singapore etc.) and KMPs 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, 2017 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.

Therefore, the approval of the Shareholders is being sought in respect of the proposed material transactions with related parties in a proactive manner.

Your Directors recommend the resolution for approval of the Shareholders of the Company.

The Directors or Key Managerial Personnel(s) or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution except to the extent of their shareholding in the Company.

ITEM NO: 12

Shri Subhash Kumar was appointed as Director (Finance) on 5th August, 2017, for a period of five years. The appointment of Whole-time Director is required to be approved by the Shareholders in the General Meeting. The terms and conditions of the appointment are as under.

1. Salary: Basic pay has been fixed at Rs. 166700/- p.m. with an annual increment of 5%.

2. Perquisites

a. Housing: Rent free furnished accommodation along with the benefits of gas, fuel, water, electricity (Rs. 2000/- per month), telephone internet and fax as also upkeep and maintenance of company's furnished accommodation.

Or

House Rent Allowance (HRA) limited to the 60% of Basic salary or if you offer a house in your own name/spouse, the same may be taken on lease limited to 60% of the basic salary.

b. Medical Reimbursement: Reimbursement of medical expenses for self and family including dependent parents at actual.

c. Leave Travel Allowance: Leave Travel Allowance will be paid by the Company for self and family once in a year subject to a ceiling of one and half month's salary.

d. Club Fees: Reimbursement of club fees, subject to maximum of two clubs.

e. Personal Accident Insurance Policy: The Company subject to a maximum premium of Rs. 4000 /- p.a., will provide Personal Accident Insurance Cover as applicable to you.

f. Furniture at residence upto Rs. 3 lacs subject to recovery of Rs. 100/- p.m. and payment of 10% maintenance allowance on self-certification basis with option to repurchase at book value after 7 years or on retirement whichever is earlier.

3. Other benefits

a. Contribution to Provident Fund, Superannuation Fund/Annuity Fund in accordance with the rules of the Company.

b. Gratuity as per the Gratuity Act.

c. A Company owned car with an on-road price upto Rs. 10 Lacs with services of a driver to be provided by the Company for official use. The permissible limit for personal use would be 1000 KMs per month with an annual ceiling of 12000 KM against a monthly deduction of Rs. 2000/- p.m.

e. Leave/ Leave Salary as per the rules of the Company.

f. Commission on profit, if any decided by the Board on yearly basis, subject to and within the ceiling as may be approved by the Shareholders.

g. The performance incentive would be decided by the Nomination & Remuneration Committee as constituted by the Board on year to year basis based on the performance of the Company.

h. Any and all allowances, perquisites and benefits under the appropriate schemes and rules applicable generally to the officers of the Company provided however that the total remuneration shall be within the ceiling prescribed under Schedule V of the Companies Act, 2013.

i. The appointment will be subject to termination by three-month notice in writing on either side.

The tenure of appointment is for a period of 5 years from the date of taking over the charge of Director (Finance).

The appointment and other services terms will be subject to the relevant provision of the Companies Act, 2013 and as amended from time to time.

Shri Subhash Kumar will not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

Shri Subhash Kumar is interested in the resolution to the extent of his appointment as Director (Finance).

Your Directors recommend the resolution for approval of the Shareholders.

No other Directors or Key Managerial Personnel(s) or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution except to the extent of their shareholding in the Company.

ITEM NO: 13

Shri Rajender Singh was appointed as Director(Technical) on 14th November, 2012, for a period of five years. On 9th May, 2017, the Board of Director extended the tenure of Shri Rajender Singh for a further period till he attains the age of 60 years w.e.f. 14th November, 2017 on the existing terms and conditions as approved by the Shareholders in the 15th Annual General Meeting held on 4th July, 2013. As per the requirement of the Companies Act, 2013, the appointment or re-appointment of Whole-time Director is required to be approved by the Shareholders in the General Meeting. Your Directors recommend the resolution for approval of the Shareholders.

Shri Rajender Singh is interested in the resolution to the extent of extension of his tenure as Director (Technical).

No other Directors or Key Managerial Personnel(s) or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO: 14

Present paid up Equity Share Capital of the Company is Rs. 1500 crore out of which 50% is being held by our four Promoters i.e. GAIL, IOCL, BPCL and ONGC and rest 50% is being held by public including FIs. Present holding of FIs/FPIs in PLL is more than 23% which may reach above the threshold limit, approved by Shareholders in its meeting held on 24th September, 2015, of 30% of paid up capital in the times to come. The limit of 30% may be increased upto 40% i.e. Sectoral Cap / Statutory Ceiling by passing a Resolution by the Board and followed by passing a Special Resolution to that effect by the Shareholders in the General Meeting.

Hence, your Directors recommend the resolution for approval for the Shareholders as a Special Resolution.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest/financial or otherwise in passing of the said Resolution.

By Order of the Board
For **Petronet LNG Limited**



(K. C. Sharma)
Company Secretary

Place : New Delhi
Date : August 14, 2017

BRIEF BIOGRAPHY OF DIRECTORS PROPOSED TO BE APPOINTED/REAPPOINTED AS REQUIRED IN TERMS OF LISTING AGREEMENT

Shri K. D. Tripathi

Shri K. D. Tripathi is an officer belonging to the Indian Administrative Service. He did his Post Graduation in Physics from the University of Allahabad in 1978. He also did Masters of Business Administration in the year 1994 from University of Ljubljana, Slovenia.

He has an experience of more than 37 years in the Public Administration. He has held important positions in Government of India in various Ministries/ Departments like Rural Development; Steel & Mines; Tourism; Chemicals, Petrochemicals and Pharmaceuticals; Public Enterprises, etc. He also served as Secretary in the Central Vigilance Commission, which is premier Integrity Institution of the Country.

Presently, he is Secretary to the Government of India in the Ministry of Petroleum & Natural Gas. His portfolio include formulation and implementation of policies and projects in upstream, midstream and downstream activities in the sector.

Shri K.D. Tripathi holds NIL Share in the Company.

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

Name of the Companies	Position Held
Indian Strategic Petroleum Reserves Ltd.	Chairman
Oil Industrial Development Board	Chairman

Shri K. D. Tripathi is not a Member/ Chairman of Committees of Board of Directors in any other Company.

Shri Subir Purkayastha

Shri Subir Purkayastha is Director (Finance) in GAIL (India) Limited and a nominee Director of GAIL on the Board of Petronet LNG Ltd. Shri Subir Purkayastha is a Chartered Accountant and Company Secretary by professional qualification and having a rich experience of more than 31 years in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, Finalization of Long Term LNG and Gas Agreements, Liquefaction and Regasification Terminal Service Agreement, Shareholders Agreements and Joint Ventures Agreement etc.

Prior to his appointment as Director (Finance), he held the position of Executive Director (Finance & Accounts) in GAIL. He is holding the additional position of Chairman

in GAIL Global (Singapore) Pte. Ltd. and Director in GAIL China Gas Global Energy Holdings Limited, Brahmaputra Cracker & Polymer Limited and GAIL Gas Ltd. Shri Subir Purkayastha also hold the position of Director in GAIL Gas (USA) Inc., Ratnagiri Gas and Power Pvt. Ltd (RGPPL) and TAPI Pipeline Company Limited.

He joined GAIL in 1985 as a Finance Officer and rose to the position of Executive Director. Having joined in the early stages of the Company, he was part and parcel of the growth trajectory of the Company.

Shri Subir Purkayastha holds 100 shares in the Company.

Shri Subir Purkayastha holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
GAIL Global (Singapore) Pte. Ltd.	Chairman
GAIL China Gas Global Energy Holding Limited	Director
Brahmaputra Cracker & polymer Ltd.	Director
GAIL Gas Ltd.	Director
GAIL (India) Ltd.	Director

Shri Subir Purkayastha is a Member/Chairman of Committees of Board of Directors of the following Companies –

Name of the Companies	Name of Committee	Position Held
GAIL Gas Ltd.	Audit Committee	Chairman
Brahmaputra Cracker & polymer Ltd.	Audit Committee	Chairman

Shri D. K. Sarraf

Shri D. K. Sarraf is the Chairman & Managing Director of Oil and Natural Gas Corporation Ltd (ONGC). He is also a nominee Director of ONGC on the Board of Petronet LNG Ltd. He is also Chairman of Mangalore Refinery & Petrochemicals Ltd (MRPL) and four other ONGC Group Companies (OPaL- ONGC Petro-additions Ltd, OMPL - ONGC Mangalore Petrochemicals Ltd, MSEZ- Mangalore SEZ Ltd and OTPC - ONGC Tripura Power Company Ltd).

Shri Sarraf graduated in Commerce from the prestigious Shri Ram College of Commerce, Delhi University and holds a post graduate degree in Commerce from the same University. He is an associate member of the Institute of Cost and Works Accountants of India and the Institute of Company Secretaries of India.

He has experience of over three decades in the oil and gas industry, having started his oil and gas career in India's second largest upstream oil company - Oil India Limited and worked there till 1991. He joined ONGC in 1991 and handled various key assignments at corporate offices and became Director (Finance) in 2007.

In September 2011, Shri Sarraf was appointed as Managing Director of ONGC Videsh Ltd. (OVL). In March, 2014, he joins back ONGC once again and takes over as its Chairman & Managing Director.

In recognition of his excellence in financial management and contributions, he has been conferred with several accolades including the Best CFO Award in Oil & Gas sector in India by CNBC in 2009 and 2011.

Shri D. K. Sarraf holds NIL share in the Company.

Shri D. K. Sarraf holds Directorship/Chairmanship in the following other Companies

Name of the Companies	Position Held
Oil and Natural Gas Corporation Limited	Chairman & Managing Director
ONGC Videsh Limited	Chairman
Mangalore Refinery and Petrochemicals Limited	Chairman
ONGC Petro additions Limited	Chairman
ONGC Mangalore Petrochemicals Limited	Chairman
Mangalore SEZ Ltd.	Chairman
ONGC Tripura Power Company Limited	Chairman

Shri D. K. Sarraf is not a Member/Chairman of Committees of Board of Directors in any other Company.

Shri G. K. Satish

Shri G. K. Satish is the Director (Planning & Business Development) of Indian Oil Corporation Ltd. (IOCL) and is also a nominee Director of IOCL on the Board of Petronet LNG Ltd. As the Director (Planning & Business Development), Shri Satish is in charge of Indian Oil's Petrochemicals, Natural Gas, Exploration & Production, Overseas Business and Renewable Energy business verticals, besides Corporate Planning. He is a Graduate in Mechanical Engineering from the National Institute of Technology, Surat, and a Post-Graduate in Management from the Management Development Institute, Gurgaon.

Shri Satish has over 31 years' experience in Indian Oil in the areas of Marketing, Operations, Logistics, Shipping,

Business Development, International Trade, Natural Gas Business and Human Resources.

Shri Satish is the Chairman of Green Gas Ltd., which operates the City Gas Distribution (CGD) networks in Agra & Lucknow and is also a Director on the Boards of Indian Oil's associate companies overseas viz IndOil Global BV (Netherlands), IndOil Montney Ltd. (Canada), Tass India Pte. Ltd. (Singapore) and Vankor India Pte. Ltd. (Singapore), which have been setup for handling Indian Oil's upstream assets in Canada and Russia respectively.

Shri G. K. Satish holds NIL share in the Company.

Shri G. K. Satish holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
Green Gas Ltd.	Chairman
Indian Oil Corporation Ltd.	Director
TAAS India Pte. Ltd.	Director
Vankor India Pte. Ltd.	Director
Indoil Montney Ltd.	Director
Indoil Global B.V.	Director

Shri G. K. Satish is not a Member/Chairman of Committees of Board of Directors in any other Company.

Dr. T. Natarajan

Dr. T. Natarajan, IAS is B.E. (Mining Engineering) and an MBA (Finance & Marketing). He also holds Doctorate in Management. Dr. T. Natarajan, IAS served as Joint Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Limited. He worked in Industrial Finance Corporation for 2 years and has also held distinguished positions in the Government of Gujarat including Commissioner, Technical Education, Commissioner, Geology & Mining as well as Secretary, Economic Affairs, Finance Department. He has served as a Director of Gujarat Mineral Development Corporation Limited, Gujarat Industrial Development Corporation Limited, Gujarat Urban Development Company Limited, Gujarat State Electricity Corporation Limited and Bhavnagar Energy Co. Ltd. Dr. T. Natarajan, IAS is presently Joint Managing Director on the Board of Directors the Gujarat State Petroleum Corporation Limited and Gujarat State Petronet Limited.

Dr. T. Natarajan holds NIL share in the Company.

Dr. T. Natarajan holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
Gujarat State Energy Generation Limited	Chairman
Guj Info Petro Limited	Chairman
Sabarmati Gas Limited	Chairman
Gujarat State Petroleum Corporation Limited	Joint Managing Director
Gujarat State Petronet Limited	Joint Managing Director
Gujarat Gas Limited	Director
GSPC Pipavav Power Company Limited	Director
GSPL India Gasnet Limited	Director
GSPL India Transco Limited	Director

Dr T. Natarajan is a Member of the following Committees of Board of Directors in other Companies:

Name of the Companies	Name of Committee	Position Held
Gujarat State Petroleum Corporation Limited	Audit Committee	Member
Gujarat State Petronet Limited	• Audit Committee • Stakeholders' Relationship Committee	Member Member
Gujarat Gas Limited	Audit Committee	Member

Shri D. Rajkumar

Shri D. Rajkumar, Chairman & Managing Director of Bharat Petroleum Corporation Ltd (BPCL) is also 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 32 years of experience out of which close to 15 years of Board experience as Managing Director of BPCL's Joint Venture / Subsidiary Companies. His work experience span across areas of marketing function, pipeline

projects to integrated upstream and downstream oil sector. He has global exposure of working closely with international majors and multinational companies. He also has extensive exposure to fiscal, legal, contractual and political regimes in foreign countries.

Shri D. Rajkumar holds 400 shares in the Company.

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

Name of the Companies	Position Held
Bharat Petroleum Corporation Ltd.	Chairman & Managing Director
Numaligarh Refinery Ltd.	Chairman
Bharat Oman Refineries Limited	Chairman
Bharat Petro Resources Limited	Director

Shri D. Rajkumar is a Member/Chairman of Committees of Board of Directors of the following Company:

Name of the Companies	Name of Committee	Position Held
Bharat Petro Resources Limited	Audit Committee	Member

Shri Subhash Kumar

Shri Subhash Kumar is Fellow Member of ICWAI and also Associate Member of ICSI. He also an alumni of Punjab University, Chandigarh where from he obtained his Masters degree in Commerce with Gold Medal. Shri Subhash Kumar joined ONGC in 1985 as Finance & Accounts Officer (F&AO).

He has had a long stint at ONGC Videsh, the overseas arm of ONGC. During his tenure with ONGC Videsh, he has worked inter-alia as Head Business Development Finance & Budget, ONGC Videsh from April, 2010 to March, 2015, after as Head Treasure Planning & Portfolio Management Group, ONGC Videsh. During September 2006 to March 2010, he was Chief Financial Officer of Mansarovar Energy Colombia Limited, an equally held joint venture between ONGC Videsh and Sinopec of China.

Prior joining Petronet, he was working as Chief Commercial & Head Treasury since July, 2016. Commercial Group in ONGC is responsible for key components of ONGC's topline and also deals with various oil and gas related taxes, levies and impost.

Shri Subhash Kumar holds no shares of the Company.

Shri Subhash Kumar is not a Director / Chairman of any other Company.

Shri Rajender Singh

Shri Rajender Singh has taken over the charge of Director (Technical) of Petronet LNG Limited on 14th November, 2012. He has completed his B.Sc. (Engineering) – Civil from NIT (formerly REC), Kurukshetra in 1981. He has rich experience in handling various oil & gas projects from conceptualization to commissioning in ONGC at Ankleshwar, Gandhar, Assam and Hazira. He has been associated with Petronet LNG Ltd. since 2001 as a part of Project Management Team of ONGC for construction of LNG Terminal Dahej phase-I. Shri Singh joined Petronet LNG Limited in 2006 as VP (Plant Head) - Dahej. Later he took the responsibilities of Sr. VP (Dahej & Kochi).

Shri Rajender Singh holds Nil shares in the Company.

Shri Rajender Singh does not hold Directorship/Chairmanship in any other Company.

**PETRONET LNG LIMITED
NEW DELHI**

Regd. Office: 1st Floor, World Trade Centre, Barakhamba Lane, Babar Road, New Delhi- 110 001.
Tele: +91 11 23411411, 23472525 **Fax:** +91 11 23472550 **Website:** www.petronetlng.com
Email: : investors@petronetlng.com, **CIN:** L74899DL1998PLC093073



Attendance Slip

PLEASE FILL ATTENDENCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL.

DP. Id*		NAME AND ADDRESS OF THE SHAREHOLDER
Client Id*		
Folio No.		
Number of Share(s) held:		

I certify that I/we are member/proxy for the member of the Company. I/we, hereby record my/our presence at the 19th (Nineteenth) Annual General Meeting of the Company to be held on Friday, the 15th day of September, 2017 at 10:00 A.M. at Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi - 110010.

Signature of the shareholder(s) or Proxy

*Applicable for investor holding shares in electronic form.

**PETRONET LNG LIMITED
NEW DELHI**

Regd. Office: 1st Floor, World Trade Centre, Barakhamba Lane, Babar Road, New Delhi- 110 001.
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Email: : investors@petronetlng.com, **CIN:** L74899DL1998PLC093073



Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

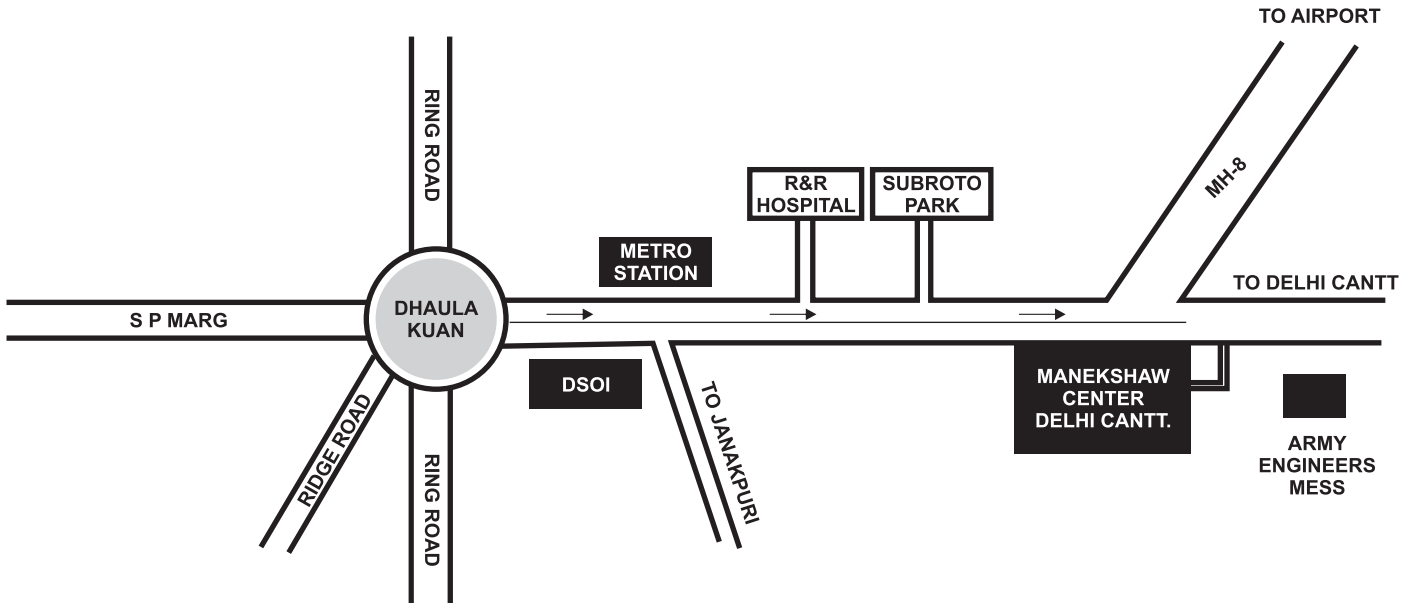
Name of the member (s) :
Registered address :

E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name: E-mail Id:
Address: Signature: or failing him
- Name: E-mail Id:
Address: Signature: or failing him
- Name: E-mail Id:
Address: Signature:

GUIDE MAP OF MANEKSHAW CENTER DELHI CANTT.



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th (nineteenth) Annual General Meeting of the Company, to be held on Friday, the 15th day of September, 2017 at 10:00 A.M. at Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi, 110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- | | |
|----------|----------|
| 1 | 2 |
| 3 | 4 |
| 5 | 6 |
| 7 | 8 |
| 9 | 10 |
| 11 | 12 |
| 3 | 14 |

Signed this day of2017.

Signature of Shareholder _____

Affix
Revenue
Stamp

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.