



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.com, **Company's website:** www.petronetlng.com
PAN: AAACP8148D **GST:** 07AAACP8148D1ZI

CS/PLL/Listing/2020

30th June, 2020

The Manager
BSE Limited
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, 2020

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th 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 8th February, 2019, please find attached herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2020 issued by M/s A.N. Kukreja & Co., Company Secretaries.

This is for information and records please.

Thanking you.

Yours faithfully

Sd/-
(Rajan Kapur)
CGM & VP-Company Secretary

Encl: as above

Secretarial Compliance Report of Petronet LNG Limited for the year ended 31st March 2020 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**

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 31st March, 2020 ("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) Regulations, 2014. (Not applicable for the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable for the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (i) 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:-

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17 (1) of SEBI (LODR) Regulations, 2015	The composition of the Board did not fulfill the requirement of requisite number of Independent Directors under Regulation 17(1) of SEBI (LODR) Regulations, 2015 for 8 days during quarter ended 30.06.2019 i.e. from April 1, 2019 to April 8, 2019. Fine of Rs. 40,000/- plus taxes has been levied by BSE and NSE each for this non-compliance.	The Company has appointed required number of Independent Directors and complied with the provisions of Regulation 17 (1) of SEBI (LODR) Regulations, 2015, w.e.f. April 9, 2019. The Company has also paid the fine amount on 26.08.2019

- (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:

S.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE and NSE	The composition of the Board did not meet requirement of number of Independent Directors for quarters ended 31.12.2018, 31.03.2019 and 30.6.2019.	The BSE and NSE had levied fine of Rs. 932200/ each on the Company under the Standard Operating Procedure issued by SEBI.	The Company has since complied with Regulation and paid the fine amount on 26.8.2019.



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

S.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended 2018-19 - (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Non-compliance pertaining to the composition of the Board in respect of not having sufficient number of Independent Directors on the Board of the Company during the period commencing from 1 st April, 2018 till 1 st November, 2018.	The Company did not have sufficient number of Independent directors as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015 during period commencing 1 st April 2018 till 1st November, 2018.	Complied with provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 with effect from 2.11.2018.	Complied with Provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015.
2	The composition of audit committee was not in terms of Regulation 18 during the period April 1, 2018 to May 15th, 2018 due to not having sufficient number of Independent Directors on the Board.	The composition of audit committee was not in terms of Regulation 18 during the period April 1st, 2018 to May 15th, 2018 due to not having sufficient number of Independent Directors on the Board.	The Company has complied with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 from 16 th May, 2018 onwards.	Compiled with the provisions of Regulation 18(1) of SEBI (LODR) Regulations 2015
3	The Company had not formulated policy on Board Diversity in terms of Schedule II Part D of SEBI (LODR) Regulations, 2015.	The Company had not formulated policy on Board Diversity in terms of Schedule II Part D of SEBI (LODR) Regulations, 2015.	Board of Directors of the company has formulated and adopted policy on Board Diversity.	The Company has since complied with the Regulation.

For A.N. Kukreja & Co.
Company Secretaries

A.N. Kukreja

(A.N. Kukreja)
Proprietor

FCS 1070; CP 2318

ICSI Unique Code: S1995DE014900

UDIN: F001070B000373728.



Date: June 24, 2020

Place: New Delhi.