

**PETRONET LNG LIMITED
NEW DELHI**

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

NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd (twenty-second) Annual General Meeting of the Members of Petronet LNG Limited (PLL) will be held on **Thursday, 10th day of September 2020 at 2.30 p.m.** via Video Conference (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2020 (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To consider declaration of final dividend on equity shares for the Financial Year 2019-20.
3. 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 the following resolution(s) as Ordinary Resolution(s) :

4. To appoint Shri Sanjeev Kumar (DIN : 03600655) 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) and the Articles of Association of the Company, Shri Sanjeev Kumar (DIN: 03600655), who was nominated by GMB/ GoG as its 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 4th September, 2019 pursuant to Section 161 of the Act 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 GMB/GoG) 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.”

5. To appoint Shri Manoj Jain (DIN : 07556033) 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) and the Articles of Association of the Company, Shri Manoj Jain (DIN : 07556033), who was nominated by GAIL (India) Ltd. (GAIL) as its 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 6th May, 2020 pursuant to Section 161 of the Act 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 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.”

6. To appoint Shri Tarun Kapoor (DIN : 00030762) as Director and Chairman 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) and the Articles of Association of the Company, Shri Tarun Kapoor (DIN : 00030762), who was appointed as an Additional Director and Chairman 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 11th May, 2020 pursuant to Section 161 of the Act 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 and Chairman, be and is hereby appointed as Director and Chairman 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 Shrikant Madhav Vaidya (DIN : 06995642) 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) and the Articles of Association of the Company, Shri Shrikant Madhav Vaidya (DIN : 06995642), who was nominated by Indian Oil Corporation Limited - (IOCL) as its 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 1st July, 2020 pursuant to Section 161 of the Act 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 Arun Kumar Singh (DIN : 06646894) 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) and the Articles of Association of the Company, Shri Arun Kumar Singh (DIN : 06646894), who was nominated by BPCL as its 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 10th August, 2020 pursuant to Section 161 of the Act 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 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.”

9. To approve Related Party Transactions entered or to be entered by the Company during financial year 2021-22

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Rules made thereunder (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 2021-22 for supply of goods or availing or rendering of any services 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.”

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : 12th August, 2020

(Rajan Kapur)
CGM & Vice President-Company Secretary

Notes

- 1) In view of the massive outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA), through Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed with physical presence of the Members at a common venue. Similarly, Securities and Exchange Board of India (SEBI) through Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 has also given certain relaxations in this regard. In terms of the said SEBI and MCA Circulars, the 22nd Annual General Meeting (AGM) of the Members is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC / OAVM only. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith and also available at the Company's website www.petronetlng.com
- 2) Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for this meeting. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) 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.
- 4) **Members are requested to participate on first-come-first-serve basis as the participation through VC / OAVM will be closed on expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or more is not restricted on first-come-first-serve basis. Members can login and join 15 (fifteen) minutes prior to the scheduled time of AGM and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.**
- 5) Members are requested to:-
 - i. quote their Folio / Client ID & DP ID Nos. in all correspondence with the RTA / Company.
 - ii. register their e-mail IDs / PAN / Bank Account Details with RTA / Company / Respective Depository Participants (DP).
 - iii. visit the website of the Company to follow updates on AGM and Company .
 - iv. note that in case of joint holders attending the meeting, only such joint holder whose name is first in the register of member will be entitled to vote.
- 6) Institutional / Corporate Members (i.e. other than individuals / HUF / NRI etc.) intending their authorized representative(s) to attend the Meeting through VC / OAVM on their behalf and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail through its registered e-mail address at sachin@companylawworld.com with a copy marked at raju.sv@kfintech.com (e-voting agency).
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2020 to 9th September, 2020 (both days inclusive) for the purpose of 22nd Annual General Meeting.
- 8) 16th July, 2020 has been fixed as Record Date for the purpose of ascertaining the entitlement of Members for final dividend for the financial year ended 31st March, 2020.
- 9) Dividend as recommended by the Board of Directors, if approved at the 22nd AGM of the Company will be paid to those shareholders, subject to deduction of tax at source, whose names appear:
 - i. as Beneficial Owners at the end of the business hours on Thursday, 16th July, 2020 as per the list to be furnished by the Depositories (i.e. NSDL and CDSL) in respect of shares held in electronic form, and
 - ii. 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 Thursday, 16th July, 2020.
- 10) As per Regulation 40 of SEBI 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 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 and for ease of portfolio management, members holding

shares in physical form are requested to convert their shareholding in dematerialized form. Members may contact the Company or Company's Registrar and Share Transfer Agent (RTA), KFin Technologies Private Limited, for any assistance in this regard.

- 11) 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.
- 12) (a) Members holding shares in physical form are requested to submit their PAN and Bank details to the Company or its RTA to receive all the dividend through electronic mode directly in their respective bank accounts.
(b) **Manner of registering mandate for receiving Dividend:**
Members are requested to register / update their complete bank details:
 - with their Depository Participant(s) ("DP") with whom they maintain their demat accounts, if shares are held in dematerialised mode, by submitting the requisite documents as required to be furnished by respective DP; and
 - with the Company / RTA by emailing to the Company at investors@petronetng.com or to the RTA at einward.ris@kfintech.com, if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain member's name, folio number, bank details (Bank account number Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.(c) In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company shall upon normalization of the postal services, dispatch the dividend warrant / cheque to such shareholder by post.
- 13) 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.
- 14) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 15) The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the 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 shares in respect of such unclaimed dividends are also liable to be transferred 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 Company has, from time-to-time, sent necessary intimation / published notices to the shareholders, requesting them to claim their unpaid dividends and also regarding the transfer of shares in respect of unclaimed dividend to IEPF Authority. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company at www.petronetng.com. The shareholders whose dividend / shares are transferred to the IEPF Authority can now claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority. The procedure and guidelines in this regard are also available on the website of the Company.

- 16) (a) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s). 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, website of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.
(b) **Manner of registering / updating email addresses:**
 - (i) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on https://ris.kfintech.com/email_registration/ or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investors@petronetng.com or to the RTA at einward.ris@kfintech.com.

- (ii) Members holding shares in dematerialised mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat account.
- (iii) Further, the Company has also provided the facility to the shareholders to update / register their email id through the depositories i.e. NSDL and CDSL and its Registrar and Transfer Agent i.e. Kfin Technologies Private Limited for receiving the Annual Report for 2019-20 and other communications. The link for registration of email address is https://ris.kfintech.com/email_registration/.

- 17) At the twenty-first AGM held on 27th August, 2019, the Members ratified the remuneration of 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. Accordingly, no resolution is being proposed for ratification of remuneration of cost auditors at the twenty-second AGM.
- 18) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to RTA. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to RTA or at the link <https://ris.kfintech.com/form15/>.

The aforesaid declarations and documents were required to be submitted by the shareholders on or before 10th August, 2020.

- 19) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM. Members may send their request for inspection by sending an email to investors@petronetng.com.
- 20) Since the AGM will be held through VC/ OAVM, the Route map is not annexed in this Notice.
- 21) 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.
- 22) No Gifts, gift coupons or cash in lieu of gifts shall be given to Members after the completion of AGM or afterwards.
- 23) Shri Sachin Agarwal, Practising Company Secretary (M. No. 5774, CP No. 5910), 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.
- 24) The Chairman shall, at the 22nd 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 electronic mode for all those members who will attend the said meeting via VC / OAVM but have not cast their votes by availing the remote e-voting facility.
- 25) The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at <https://www.petronetng.com> and on the website of e-voting agency 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.
- 26) The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 22nd Annual General Meeting i.e. 10th September, 2020 .
- 27) The Notice of the 22nd AGM is also placed on the website of the Company at www.petronetng.com and on the website of e-voting agency at <https://evoting.karvy.com>.
- 28) Members desirous of seeking/ obtaining any information / clarifications concerning the accounts and operations of the Company or intending to raise any query are requested to write to the Company at least 10 days before the date of meeting mentioning their name demat account number/folio number, email id, mobile number at investors@petronetng.com or einward.ris@kfintech.com. The same will be replied by the Company suitably. However, it is requested to raise the queries precisely and in short at the time of meeting to

enable to answer the same.

29) Instructions for e-voting and joining the 22nd AGM

A. Voting through electronic means

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, 2015, the Members are provided with facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited, on resolutions proposed to be considered at the 22nd Annual General Meeting (AGM).
- (ii) The remote e-voting period commences on Sunday, 6th September, 2020 at 9.00 a.m. (IST) and ends on Wednesday, 9th September, 2020 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 Thursday, 3rd September, 2020 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.
- (iii) The facility for voting through remote e-voting shall be made available during the conduct of 22nd AGM via VC / OAVM and the members attending the meeting via VC / OAVM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- (iv) The members who have cast their vote by remote e-voting prior to the 22nd AGM may also attend/ participate in the 22nd AGM but shall not be entitled to cast their vote again.
- (v) The voting rights shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (vi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice electronically or whose email id is not registered with the Company / RTA / Respective DP and holding shares as on the cut-off date i.e. Thursday, 3rd September, 2020, may obtain the login ID and password by sending a request to RTA at einward.ris@kfintech.com
- (vii) 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 shall be entitled to avail the facility of remote e-voting as well as voting at the 22nd AGM electronically. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
- (viii) The process and manner for remote e-voting is as under:

In case a Member receives Notice of 22nd AGM through email [for members whose email IDs are registered with the Company / Depository Participants / 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 KFPL 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 (a to z), 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 cut-off 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: **sachin@companylawworld.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”.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com>. or contact Mr. S.V. Raju, DGM of Kfin Technologies Pvt. Ltd, (Unit : Petronet LNG Limited), Karvy, Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana – 500 032 at e-mail raju.sv@kfintech.com at phone no. 040 6716 2222 OR at 1800 345 4001 (toll free).

Process and manner for participating in 22nd Annual General Meeting through VC / OAVM

- i. Member(s) will be provided with a facility to attend the Meeting through VC / OAVM or view the live webcast of AGM provided by KFPL evoting system at **<https://emeetings.kfintech.com>** under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVENT of Company will be displayed.
 - ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - iii. Members who would like to express their views or ask questions during the 22nd AGM may register themselves by logging on to **<https://emeetings.kfintech.com>** The Speaker Registration will be open during Sunday, 6th September, 2020 at 9.00 a.m. (IST) and ends on Wednesday, 9th September, 2020 at 5.00 p.m. (IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- 30) Details of the person who can be contacted for any grievances connected with facility for voting by electronic means: Shri. S.V. Raju, DGM, Kfin Technologies Pvt. Ltd, email id: raju.sv@kfintech.com; phone no. 040-6716 2222 OR at 1800 345 4001 (toll free).

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : 12th August, 2020

(Rajan Kapur)
CGM & Vice President-Company Secretary

Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 4**

Shri Sanjeev Kumar (DIN : 03600655), was nominated as Nominee Director of the Company by Gujarat Maritime Board / Government of Gujarat (GMB / GoG) and was accordingly appointed as Additional Director w.e.f. 4th September, 2019, to hold office up to this Annual General Meeting. Shri Sanjeev Kumar, if appointed, shall be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

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.

Except Shri Sanjeev 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. 4 of the Notice. The Board recommends the ordinary resolution set out at Item No. 4 for the approval of members.

Item No. 5

Shri Manoj Jain (DIN : 07556033) was nominated as Nominee Director of the Company by GAIL (India) Limited (GAIL) and was accordingly appointed as Additional Director w.e.f. 6th May, 2020, to hold office up to this Annual General Meeting. Shri Manoj Jain, if appointed, shall be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

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.

Except Shri Manoj Jain, 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

Shri Tarun Kapoor (DIN : 00030762) was nominated as Director of the Company by Ministry of Petroleum & Natural Gas, Government of India on the request of the Company pursuant to Article 113A of the Articles of Association and was accordingly appointed as Additional Director and Chairman w.e.f. 11th May, 2020, to hold office up to this Annual General Meeting. Shri Tarun Kapoor, if appointed, shall be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

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.

Except Shri Tarun Kapoor, 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

Shri Shrikant Madhav Vaidya (DIN : 06995642) was nominated as Nominee Director of the Company by Indian Oil Corporation Limited (IOCL) and was accordingly appointed as Additional Director w.e.f. 1st July, 2020, to hold office up to this Annual General Meeting. Shri S. M. Vaidya, if appointed, shall be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

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.

Except Shri S. M. Vaidya, 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

Shri Arun Kumar Singh (DIN : 06646894) was nominated as Nominee Director of the Company by Bhatat Petroleum Corporation Limited (BPCL) and was accordingly appointed as Additional Director w.e.f. 10th August, 2020, to hold office up to this Annual General Meeting. Shri Arun Kumar Singh, if appointed, shall be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

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.

Except Shri Arun Kumar 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. 8 of the Notice. The Board recommends the ordinary resolution set out at Item No. 8 for the approval of Members.

Item No. 9

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.

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 2021 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 materiality as specified above.

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. 9 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 9 for the approval of Members.

By Order of the Board
For Petronet LNG Limited

Place : New Delhi
Date : 12th August, 2020

(Rajan Kapur)
CGM & Vice President-Company Secretary

Brief Resume of Directors retiring by rotation and eligible for re-appointment / Additional Director(s) vacating office at 22nd AGM and proposed to be appointed

1) Shri Shashi Shanker

| | |
|--|--|
| Name | Shashi Shanker |
| Age | 59 |
| Date of Appointment | 17/10/2017 |
| Educational Qualification | Petroleum Engineer from Indian School of Mines, Dhanbad (now IIT-ISM) and MBA in Financial Management |
| Experience / Expertise in Specific Area | Shri Shashi Shanker is the Chairman & Managing Director of Oil and Natural Gas Corporation Ltd. (ONGC). Shri Shashi Shanker is credited with spearheading ONGC's deep/ultra-deep water campaign christened 'Sagar Samridhhi'. 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'. |
| Terms and conditions of Appointment | Nominated by ONGC as per the terms and conditions contained in Articles of Association of the Company |
| Directorship held in other Companies | a) Oil and Natural Gas Corporation Limited, Chairman, Executive Director (Listed) b) Mangalore Refinery and Petrochemicals Limited, Non-Executive - Nominee Director (Listed) c) ONGC Mangalore Petrochemicals Limited, Chairman Non -Executive (Debt Listed) d) ONGC Petro Additions Limited, Chairman Non -Executive e) ONGC Tripura Power Company Limited, Chairman Non -Executive f) Mangalore SEZ Limited, Chairman Non -Executive g) ONGC Videsh Limited, Chairman Non -Executive |
| Membership/ Chairmanship of committees* | Nil |
| No. of shares held in PLL as on 31.03.2020 | 800 |
| Attendance in Board meeting during FY 2019-2020 | 6 out of 7 |

2) Shri Sanjeev Kumar

| | |
|--|--|
| Name | Shri Sanjeev Kumar |
| Age | 49 |
| Date of Appointment/ | 04/09/2019 |
| Educational Qualification | B. Tech (Hons.) from I.I.T. Kharagpur and Masters in Public Affairs from Humphrey School of Public Affairs, University of Minnesota, USA. |
| Experience / Expertise in Specific Area | Shri Sanjeev Kumar has very rich knowledge and wide experience of working in various Government Departments and Public Sector Undertaking. He has held distinguished positions in Government of Gujarat including Collector Kheda & Gandhinagar. He has vast experience in Finance Department wherein he has served as Addl. Secretary (Budget), Secretary (Expenditure) and Secretary (Economic Affairs). |

| | |
|--|---|
| Terms and conditions of Appointment | Appointed as Additional director and Nominated by GMB/GOG as per the terms and conditions contained in Articles of Association of the Company. |
| Directorship held in other Companies | <ul style="list-style-type: none"> a) Gujarat State Petroleum Corporation Limited – Managing Director b) Gujarat State Petronet Limited – Joint Managing Director (Listed) c) Gujarat Gas Limited – Managing Director (Listed) d) Gujarat State Energy Generation Limited – Chairman, Non Executive Director e) Guj Info Petro Limited – Chairman, Non- Executive Director f) Sabarmati Gas Limited – Chairman, Non- Executive Director g) GSPC Pipavav Power Company Limited – Non- Executive Director h) GSPL India GasNet Limited – Non- Executive Director i) GSPL India Transco Limited – Non- Executive Director |
| Membership/ Chairmanship of committees* | <ul style="list-style-type: none"> a) Gujarat Gas Limited – Member, Audit Committee b) Gujarat State Petronet Limited– Member, Audit Committee & Stakeholders Relationship Committee c) Gujarat State Petroleum Corporation Limited – Member, Audit Committee |
| No. of shares held in PLL as on 31.03.2020 | Nil |
| Attendance in Board meeting during FY 2019-2020 | 2 out of 4 |

3) Shri Manoj Jain

| | |
|--|--|
| Name | Shri Manoj Jain |
| Age | 57 |
| Date of Appointment/ | 06/05/2020 |
| Educational Qualification | Graduation in Mechanical Engineering and MBA in Operations Management. |
| Experience / Expertise in Specific Area | <p>Shri Manoj Jain is CMD of GAIL (India) Limited. He possesses rich and diverse experience encompassing more than 34 years with GAIL (India) Ltd. in the areas of Business Development, Projects, O&M, Petrochemicals, Pipeline Integrity Management and Marketing which has allowed him to gain insight and knowledge across multiple business units and functional areas. In his previous stint as Director(BD), he was responsible for building GAIL's Business Portfolio in India and abroad, Merger and Acquisition, Petrochemical O&M and Expansion, Exploration & Production, R&D, Start-Up, Health Safety & Environment management, Quality Management, Project Development including feasibility study and investment approval for new pipelines, process plants, renewables etc. Mr. Manoj Jain was responsible for Gas Marketing activities in his role as Executive Director (Marketing-Gas).</p> <p>He also spearheaded the installation and commissioning of the USD 1.4 Billion grassroots Petrochemical complex, as Chief Operating Officer of Brahmaputra Cracker and Polymer Ltd, (BCPL). Earlier, Mr. Jain worked in Operation & Maintenance at the Corporate Level for a number of years and his experience includes managing logistics of Gas Business with a perspective of Operation and Management of all pipelines of company and in the process played a significant role in establishing the National Gas Management Centre (NGMC) and systems and procedures for transmission and marketing of comingled gases.</p> |
| Terms and conditions of Appointment | Appointed as Additional director and Nominated by GAIL (India) Limited as per the terms and conditions contained in Articles of Association of the Company. |
| Directorship held in other Companies | <ul style="list-style-type: none"> a) GAIL (India) Limited–Chairman & Managing Director, (Listed) b) GAIL Gas Limited – Chairman c) Brahmaputra Cracker & Polymer Limited– Chairman d) Mahanagar Gas Limited – Non- Executive Director, (Listed) |

| | |
|--|----------------|
| Membership/ Chairmanship of committees* | NIL |
| No. of shares held in PLL as on 31.03.2020 | Not Applicable |
| Attendance in Board meeting during FY 2019-2020 | Not Applicable |

4) Shri Tarun Kapoor

| | |
|--|---|
| Name | Shri Tarun Kapoor |
| Age | 58 |
| Date of Appointment/ | 11/05/2020 |
| Educational Qualification | B.E. & M.B.A |
| Experience / Expertise in Specific Area | Shri Tarun Kapoor is Secretary, Ministry Of Petroleum. He is a 1987 batch, Indian Administrative Services Officer of Himachal cadre. Prior to joining as Secretary, MoP&NG, Shri Kapoor was serving as Vice Chairman equivalent to Secretary at Delhi Development Authority. He has also served on many key administrative positions in various Ministries & Departments of Government of India and Himachal Pradesh State Government. He has acquired training and experience in diverse areas of Management from various prestigious educational and administrative Institutions of the country and abroad. |
| Terms and conditions of Appointment | Appointed as Additional Director & Chairman and Nominated by Government of India, Ministry of Petroleum on request of our Company as per the terms and conditions contained in Articles of Association of the Company. |
| Directorship held in other Companies | a) Indian Strategic Petroleum Reserves Limited, Non - Executive Director |
| Membership/ Chairmanship of committees* | NIL |
| No. of shares held in PLL as on 31.03.2020 | Not Applicable |
| Attendance in Board meeting during FY 2019-2020 | Not Applicable |

5) Shri Shrikant Madhav Vaidya

| | |
|--|---|
| Name | Shri Shrikant Madhav Vaidya |
| Age | 57 |
| Date of Appointment/ | 01/07/2020 |
| Educational Qualification | Chemical Engineer from the National Institute of Technology, Rourkela, Orissa |
| Experience / Expertise in Specific Area | Shri S. M. Vaidya, has over 34 years of extensive experience in refining and petrochemicals operations. He has had a decade-long association with India's largest cracker plant - the Panipat Naphtha Cracker Complex, a major driver of Indian Oil's petrochemicals business right from the drawing board stage. He is among the select technocrats in the Indian oil & gas industry who are proficient in all facets of refinery-petrochemicals integration, desirable for the sustainability of the oil & gas industry in the long-term. As Director (Refineries) he steered the timely rollout of BS-VI grade auto fuels across the country, commenced supply of IMO-compliant bunker fuel (0.5% Sulphur) and a special winter-grade diesel for the high-altitude regions of the Himalayas, and expanded the Company's green energy offerings with projects related to bio-fuels and 2G/3G ethanol-blended fuels at its refineries. |
| Terms and conditions of Appointment | Appointed as Additional director and Nominated by Indian Oil Corporation Limited (IOCL) as per the terms and conditions contained in Articles of Association of the Company |

| | |
|--|---|
| Directorship held in other Companies | a) Indian Oil Corporation Limited, Executive- Chairman (Listed) b) Chennai Petroleum Corporation Limited, Chairman, Non- Executive Director (Listed) c) Ratnagiri Refinery and Petrochemicals Limited, Chairman, Non-Executive Director d) Indian Oil tanking Ltd., Chairman, Non-Executive Director e) Hindustan Urvarak & Rasayan Limited, Non-Executive Director |
| Membership/ Chairmanship of committees* | NIL |
| No. of shares held in PLL as on 31.03.2020 | Not Applicable |
| Attendance in Board meeting during FY 2019-2020 | Not Applicable |

6) Shri Arun Kumar Singh

| | |
|--|--|
| Name | Shri Arun Kumar Singh |
| Age | 58 |
| Date of Appointment | 10/08/2020 |
| Educational Qualification | Mechanical Engineer from National Institute of Technology, Patna |
| Experience / Expertise in Specific Area | Shri Arun Kumar Singh has headed various positions in BPCL in Retail, LPG, Pipelines, Supply Chain Optimization etc., before becoming Director (Marketing), BPCL. He has also held position of President (Africa & Australasia) in Bharat Petro Resources Ltd, a wholly owned Subsidiary of BPCL |
| Terms and conditions of Appointment | Appointed as Additional director and Nominated by Bharat Petroleum Corporation Limited (BPCL) as per the terms and conditions contained in Articles of Association of the Company |
| Directorship held in other Companies | a) Bharat Petroleum Corporation Limited, Executive - Director (Marketing) (Listed) b) Bharat Gas Resources Limited, Non - Executive Director |
| Membership/ Chairmanship of committees* | NIL |
| No. of shares held in PLL as on 31.03.2020 | Not Applicable |
| Attendance in Board meeting during FY 2019-2020 | Not Applicable |

*Only membership/chairmanship in the Audit Committee and Stakeholders' Relationship Committee is considered

For other details regarding meetings of the board / committees of the board, 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.

HEALTH NOTE ON CORONAVIRUS (COVID 19)

This notice of meeting has been prepared on the basis that PLL will conduct its AGM through video conferencing only. We continue to monitor the rapidly developing situation, including the latest Government guidance. The health and safety of shareholders and PLL employees are of paramount importance.

Given the circumstances, shareholders should be aware that arrangements for the AGM may change at short notice. The government has advised against unnecessary travel and discouraged large gatherings.

PLL will provide updates on its website regarding any changes to the meeting and or its proceedings at www.petronetlng.com