



Petronet LNG Limited

World Trade Centre, 1st Floor, Babar Road,
Barakhamba Lane, New Delhi – 110 001 (INDIA)
Tel.: 23411411, 23472525 Fax: 23709114
Website: www.petronetlng.com
CIN: L74899DL1998PLC093073

ND/PLL/SECTT/Reg. 30/2016

10th October, 2016

The Manager
The Bombay Stock Exchange Ltd
Phiroze Jeejee bhoy 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: Minutes of Annual General Meeting held on 21st September, 2016

Dear Sir,

In terms provisions of regulation 30 of SEBI (LODR) Regulations, 2015, we enclose herewith a copy of Minutes of Annual General Meeting held on 21st September, 2016.

We trust you will find the same in order.

Thanking you.

Yours faithfully

A handwritten signature in blue ink, appearing to read "K. C. Sharma".

(K. C. Sharma)

Company Secretary

Thereafter, the queries were raised by the Shareholders on the status of expansion of Dahej terminal, Payment of Dividend, CSR Expenditure etc. which were suitably replied.

Thereafter, the physical voting was conducted in the presence of Ms. Savita Jyoti, Scrutinizer.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the following Ordinary / Special Resolutions as stated at the item no. 1 to 10 of notice of 18th Annual General Meeting of the Company are as under-

ORDINARY BUSINESS

ITEM NO. 1: To receive, consider and adopt the audited Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended on 31st March, 2016.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	63,14,42,418	2,431	63,14,44,849	100
Dissent	250	0	250	0
Total	63,14,42,668	2,431	63,14,45,099	100

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT the audited Balance Sheet as on 31st March 2016, Statement of Profit and Loss for the year ended 31st March, 2016 together with Reports of Directors and Statutory Auditors thereon be and are hereby approved and adopted.”

ITEM NO. 2: To declare a dividend for the financial year ended 31st March, 2016.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

① 3 

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	63,14,99,470	2,431	63,15,01,901	100
Dissent	226	0	226	0
Total	63,14,99,696	2,431	63,15,02,127	100

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT a dividend of 25% on the paid up equity share capital of the Company as recommended by the Board for the year 2015-16 be and is hereby declared.”

ITEM NO. 3: 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.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	51,65,79,808	2,431	51,65,82,239	81.9
Dissent	11,41,29,888	0	11,41,29,888	18.1
Total	63,07,09,696	2,431	63,07,12,127	100.0

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT Shri D. K. Sarraf (DIN 00147870) who retires as rotational Director and being eligible for re-appointment, be and is hereby re-appointed as a Director of a Company.”

ITEM NO. 4: To appoint a Director in place of Mr. Philip Olivier (DIN 06937286) who retires by rotation and being eligible offers himself for re-appointment.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	52,14,02,706	2,431	52,14,05,137	82.67
Dissent	10,93,06,990	0	10,93,06,990	17.33

P

4

Heul

Total	63,07,09,696	2,431	63,07,12,127	100.00
--------------	--------------	-------	--------------	--------

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT Mr. Philip Olivier (DIN 06937286) who retires as rotational Director and being eligible for re-appointment, be and is hereby re-appointed as a Director of a Company.”

ITEM NO. 5: To appoint Statutory Auditors, fix their remuneration.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	62,90,10,751	2,431	62,90,13,182	99.6
Dissent	24,88,945	0	24,88,945	0.4
Total	63,14,99,696	2,431	63,15,02,127	100.0

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the 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. 12 lakh (Rs. Twelve Lakh) 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)

ITEM NO. 6: To appoint Shri Subir Purkayastha as Director.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-



Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	52,14,88,693	2,431	52,14,91,124	82.68
Dissent	10,92,21,003	0	10,92,21,003	17.32
Total	63,07,09,696	2,431	63,07,12,127	100.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“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 Subir Purkayastha (DIN 06850526), Nominee Director of GAIL, who has been appointed on 1st December, 2015 as Additional Director of the Company by Board of Directors under Section 161 of the 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.”

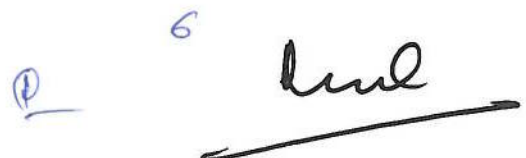
ITEM NO. 7 : To ratify remuneration of Cost Auditors.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	63,14,96,097	2,431	63,14,98,528	100
Dissent	3,349	0	3,349	0
Total	63,14,99,446	2,431	63,15,01,877	100

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other rules, if any, remuneration of Rs. 99,990/- plus out of pocket expenses and applicable service tax to M/s K. L. Jaisingh & Co., Cost Accountants (Regn. No. 00182), New Delhi, Cost Auditor of the Company for the financial year 2016-17 as recommended by the Audit Committee and approved by the Board be and is hereby ratified.”

6


ITEM NO. 8 : Approval to enter into Related Party Transaction.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under excluding the votes, if any, cast by Related Party i.e. IOCL, BPCL, GAIL, ONGC, Adani Petronet (Dahej) Port Pvt. Ltd.:-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	25,37,78,583	2431	25,37,81,014	98.96
Dissent	26,79,081	0	26,79,081	1.04
Total	25,64,57,664	2431	25,64,60,095	100.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“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)/ Associate(s)/Joint Venture(s) (viz IOCL, BPCL, GAIL, ONGC, Adani Petronet (Dahej) Port Pvt. Ltd. etc.) during the financial year 2016-17 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.”

ITEM NO. 9: To approve payment and distribution of a sum not exceeding 1% per annum of the profits of the Company by way of commission to and amongst the Directors of the Company.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Handwritten signature and initials in blue ink, including a circled 'P' and a signature that appears to be 'huc'.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	60,96,59,003	2,431	60,96,61,434	99.05
Dissent	58,64,132	0	58,64,132	0.95
Total	61,55,23,135	2,431	61,55,25,566	100.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, consent

of the Members of the Company be and is hereby accorded for the payment and distribution of a sum not exceeding 1% per annum of the profits of the Company calculated in accordance with the provisions of the Sections 198 of the Companies Act, 2013, by way of commission to and amongst the Directors of the Company such amount or proportions and in such manner and in all such respects as may be determined by the Board of Directors from time to time and such payments shall be made for a further period of five years commencing from Financial Year 2016-17.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be desirable or expedient to give effect to this resolution.”

ITEM NO. 10: To extend the tenure of Shri R. K. Garg as Director (Finance) of the Company.

On the basis of Scrutinizer Report, result for remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under :-

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Physical Votes	Total	
Assent	62,92,38,855	2,431	62,92,41,286	99.64
Dissent	22,60,481	0	22,60,481	0.36
Total	63,14,99,336	2,431	63,15,01,767	100.00

The item was approved with requisite majority and the following resolution was passed as Special Resolution:

“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

 8

any, of the Companies Act, 2013 and Rules made thereunder 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 of the Company be and is hereby accorded to the extension of tenure of Shri R. K. Garg (DIN 00784953) as Director (Finance) for a further period of one year, w.e.f. 20th July, 2016 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 the Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

The meeting ended with a vote of thanks to the Chair at 11:00 AM.

Date:


(Arun Kumar Misra)
Chairman 6.10

9 @