



## PETRONET ENERGY LIMITED

Regd. office: Office Space No. 302B & 303,  
3rd Floor, World Trade Centre, Babar Road,  
Connaught Place, New Delhi – 110001, India  
Phone: 011-23410523, CIN: U11202DL2021PLC377648  
Email: info@petronetenergy.in, website www.petronetenergy.in

### NOTICE OF 4<sup>th</sup> (Fourth) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 4<sup>th</sup> (Fourth) Annual General Meeting of the Members of PETRONET ENERGY LIMITED will be held on Wednesday, 3<sup>rd</sup> September 2025 at 12:30 P.M. (IST) at Petronet LNG Limited, First Floor, World Trade Centre, Babar Road, Barakhamba Lane, New Delhi-110001, India to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025 together with Reports of the Board of Directors & Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Akshay Kumar Singh (DIN: 03579974), Chairman, who retires by rotation and being eligible, offers himself for re-appointment as Director in the capacity of Chairman of the Company.

#### SPECIAL BUSINESS:

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

3. To appoint Dr. Rakesh Kumar Mishra (DIN: 10798340), who was appointed as an Additional Director, as Director of the Company, liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant 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, Dr. Rakesh Kumar Mishra (DIN: 10798340), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

4. To appoint Mr. Saurav Mitra (DIN: 07684414), who was appointed as an Additional Director, as Director of the Company, liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant 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, Mr. Saurav Mitra (DIN: 07684414), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By order of the Board of Directors  
For PETRONET ENERGY LIMITED

DIVYA CHOUBEY  
COMPANY SECRETARY

DATE: 31-07-2025  
PLACE: NEW DELHI

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. Bodies Corporate Members can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 1:00 P.M. up to the date of the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170(1) of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
6. The Register for Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
7. M/s ADB & Associates, Chartered Accountants (Firm Registration No.511139C) have been appointed as the Statutory Auditors of the Company by the Members of the Company in First Annual General Meeting (AGM) of the Company for a period of 5 years i.e. till sixth AGM of the Company.
8. Pursuant to Secretarial Standard on General Meeting (SS-2) the details in respect of Mr. Akshay Kumar Singh (DIN: 03579974) who retires by rotation and being eligible, offers himself for re-appointment as Director of the Company, form an integral part of the Notice of the AGM (**Refer Annexure-I of this Notice**).
9. Pursuant to Secretarial Standard on General Meetings (SS-2), the details in respect of Dr. Rakesh Kumar Mishra (DIN: 10798340), the Director seeking regularization at the Annual General Meeting (“AGM”), form an integral part of the Notice of the AGM (**Refer Annexure-II of this Notice**).
10. Pursuant to Secretarial Standard on General Meetings (SS-2), the details in respect of Mr. Saurav Mitra (DIN: 07684414), the Director seeking regularization at the Annual General Meeting (“AGM”), form an integral part of the Notice of the AGM (**Refer Annexure-III of this Notice**).
11. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business is annexed.

**MEMBERS MAY NOTE THAT NO GIFTS, GIFT COUPONS, CASH IN LIEU GIFT SHALL BE DISTRIBUTED TO THE MEMBERS AT OR IN CONNECTION WITH THE MEETING.**

**AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING, IS ANNEXED TO THIS NOTICE.**



### ITEM NO. 3

The Board of Directors of the Company, appointed Dr. Rakesh Kumar Mishra (DIN: 10798340) as an Additional Director of the Company w.e.f. 7<sup>th</sup> October, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, Dr. Rakesh Kumar Mishra holds office as an Additional Director w.e.f. 7<sup>th</sup> October, 2024 up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing the appointment of Dr. Rakesh Kumar Mishra as a Director of the Company, liable to retire by rotation.

The Board recommends the resolution for the appointment of Dr. Rakesh Kumar Mishra as set out in the accompanying Notice for approval of the Members.

Dr. Rakesh Kumar Mishra, being the appointee and a shareholder of the Company, is deemed to be interested in the resolution concerning his appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise.

### ITEM NO. 4

The Board of Directors of the Company appointed Mr. Saurav Mitra, Director (Finance) & CFO, PLL, (DIN-07684414) as an Additional Director w.e.f. 28<sup>th</sup> April, 2025 on the Board of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Saurav Mitra holds office as an Additional Director w.e.f. 28<sup>th</sup> April, 2025 up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Saurav Mitra as a Director of the Company, liable to retire by rotation.

The Board recommends the resolution for the appointment of Mr. Saurav Mitra as set out in the accompanying Notice for approval of the Members.

Mr. Saurav Mitra is interested in the resolution concerning his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

**By order of the Board of Directors  
For PETRONET ENERGY LIMITED**

**DIVYA CHOUBEY  
COMPANY SECRETARY**

**DATE: 31-07-2025  
PLACE: NEW DELHI**



## ANNEXURE I OF THE NOTICE

As per the requirement of **clause 1.2.5** of the **Secretarial Standard -2** as issued by The Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

<b>Name</b>	Mr. Akshay Kumar Singh (DIN: 03579974)
<b>Age</b>	64 years
<b>Date of Appointment</b>	26/02/2021
<b>Educational Qualification</b>	Mr. Akshay Kumar Singh is a Mechanical Engineer from MIT, Muzaffarpur and Post-Graduate in Turbo Machinery from South Gujarat University.
<b>Experience / Expertise in Specific Area</b>	<p>Mr. Singh is a veteran of the Oil and Gas industry in India. His career spanning 40 years has wide-ranging experiences across design, engineering, planning, execution and O&amp;M of complex pipeline systems and process plants. He has an unblemished track record of delivering challenging, complex and large size transnational as well as cross-country pipeline projects of national importance.</p> <p>He has played an important and key role in formulating and getting approved the vision and strategy document namely "1-5-10-40" from PLL's Board. The document envisages, increasing turnover of company to Rs. 1 lac crore with profit of Rs. 10 thousand crores and investment of Rs 40 thousand crores in next 5 years. He has been instrumental in obtaining environmental clearance and investment approval of Rs. 20,685 crores for setting up of petrochemicals complex having capacity of 750 KTPA PDH and 500 KTPA PP including ethane and propane handling facilities at Dahej. Under his leadership, PLL successfully concluded and executed the LNG Sale &amp; Purchase Agreement (LNG SPA) for purchase of around 7.5 MMTPA LNG, with QatarEnergy on long term basis, wherein, LNG supplies will be made on delivered (DES) basis commencing from 2028 till 2048.</p> <p>Prior to joining Petronet LNG Limited, he was Director - Pipelines in IndianOil Corporation Limited. Under his leadership, India's first transnational multiproduct hydrocarbon pipeline from India to Nepal (Motihari to Amlekhganj) was completed 8 months before schedule and was appreciated by Hon'ble Prime Ministers of both countries. He also set up the infrastructure (for IOCL) to execute City Gas Distribution projects in 17 Geographical Areas, at an estimated capex of INR 13,873 Crores.</p> <p>Before joining Indian Oil, Shri Singh served as Executive Director in GAIL (India) Limited. In a career journey of over 30 years, he worked across project development, project execution, corporate HSE, R&amp;D and Risk Management.</p>



	<p>He ensured the completion of the 1000 kms Dabhol – Bengaluru (DBPL) and 700 kms Dahej – Uran / Dabhol – Panvel (DUPL/ DPPL) Natural Gas Pipelines in record time of 15 and 11 months, respectively, which was appreciated by the State and Central Governments. He also led a team that derived the formulation of a unified pool tariff model for transportation of Natural Gas across the country, for submission to PNGRB. From 1996 – 2002, he was instrumental in developing Mumbai's City Gas Distribution infrastructure, while working for Mahanagar Gas Limited. In 2015, he was tasked to lead a team that identified opportunities to maximise GAIL's annual profitability, and that continues to deliver substantial impact.</p> <p>Shri Singh has also played a pivotal role in the formation, execution and roll-out of key joint-ventures to develop hydrocarbon pipeline networks of national importance; (i) Indradhanush Gas Grid Limited (IGGL), having equity participation of 20% each by IOCL, GAIL, ONGC, NRL and Oil India Ltd, for execution of 1656 kms long natural gas pipeline connecting all state capitals of 8 North-East states, having capex of INR 9,265 Crores; (ii) IHB Limited, a consortium of IOCL (50%), BPCL (25%) and HPCL (25%) for execution of one of world's longest LPG pipeline (2800 kms) namely Kandla-Gorakhpur (KGPL) having capex of INR 10,888 Crores.</p>
<b>Terms and Conditions of Appointment</b>	As per Articles of Association of the Company
<b>Directorship held in other Companies</b>	<p>a) Petronet LNG Limited</p> <p>b) Petronet LNG Foundation</p>
<b>Membership/Chairmanship of Committees of other Companies</b>	<p>Member, CSR Committee, Petronet LNG Limited</p> <p>Member, Risk Management Committee, Petronet LNG Limited</p>
<b>Disclosure of relationship between Directors inter-se in Petronet Energy Limited</b>	No relationship between Directors inter-se.
<b>No. of shares held in PEL as on 31.03.2025</b>	Nil
<b>Attendance in Board meetings held during his tenure in the financial year ending 31st March, 2025</b>	Attended 6 meetings out of total 6 meetings held during the period from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2025.
<b>Remuneration</b>	Nil



## ANNEXURE II OF THE NOTICE

As per the requirement of **clause 1.2.5** of the **Secretarial Standard -2** as issued by The Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

<b>Name</b>	<b>Dr. Rakesh Kumar Mishra (DIN: 10798340)</b>
<b>Age</b>	52 years
<b>Date of Appointment</b>	07/10/2024
<b>Educational Qualification</b>	M. Tech (Industrial Engineering & Management) IIT Kharagpur PGDM (Strategic Management & Finance Management), IIM Lucknow Ph.D (Business Study), IIFT, New Delhi
<b>Experience / Expertise in Specific Area</b>	<p>Dr. Rakesh Kumar Mishra is currently working as Executive Director (Projects) at Petronet LNG Limited (PLL). He is responsible for executing projects worth 270 billion INR. The projects being handled spans from brownfield regassification capacity expansion, augmentation of LNG storage capacity to creation of new greenfield LNG terminal etc. Further, he is spearheading project group to implement PLL's first and Country's only second Petrochemicals project based on, on-purpose technology.</p> <p>Previously, he has worked for around two and half decades in largest downstream petroleum company of India. There his work ranged into Strategic Decision Making, Project Management, Project Design and Engineering, Operations &amp; Maintenance and Human Resource Management. He has in-depth experience in assessing the project's requirements and pinpointing the necessary steps for resolving them. Proactive in leading and managing project planning groups to facilitate improvements for ensuring on-time and on-scope delivery of project deliverables.</p> <p>He has experience in mechanical system design and engineering and making the system work as a whole. He has exhaustive experience in selection of Materials and components for engineering packages and development of projects on ground meeting all safety and statutory criteria.</p> <p>He has also been Instrumental in institutionalization of CGD business in Indian Oil particularly in deciding the organization structure, implementation mode and progress monitoring mechanism.</p>
<b>Terms and Conditions of Appointment</b>	As per Articles of Association of the Company





<b>Directorship held in other Companies</b>	Adani Petronet (Dahej) Port Limited
<b>Membership/Chairmanship of Committees of other Companies</b>	NIL
<b>Disclosure of relationship between Directors inter-se in Petronet Energy Limited</b>	No relationship between Directors inter-se,
<b>No. of shares held in PEL as on 31.03.2025</b>	10 Equity Shares, jointly held with Petronet LNG Limited as per statutory requirement.
<b>Attendance in Board meetings held during his tenure in the financial year ending 31<sup>st</sup> March, 2025</b>	Attended 2 meetings out of total 2 meetings held after his appointment w.e.f 7 <sup>th</sup> October, 2024
<b>Remuneration</b>	Nil





## ANNEXURE III OF THE NOTICE

As per the requirement of **clause 1.2.5** of the **Secretarial Standard -2** as issued by The Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

<b>Name</b>	Mr. Saurav Mitra (DIN: 07684414)
<b>Age</b>	56 years
<b>Date of Appointment</b>	28/04/2025
<b>Educational Qualification</b>	Mr. Saurav Mitra is an Associate Member of Institute of Cost Accountant of India (ACMA)
<b>Experience / Expertise in Specific Area</b>	<p>Mr. Saurav Mitra is a seasoned finance professional with a distinguished career spanning more than three decades in Indian Oil Corporation Limited (IOCL) and its overseas subsidiary, Lanka IOC PLC. At Lanka IOC, he held key leadership position of CFO, where he played a crucial role in driving financial strategy and operational excellence during a phase of significant business consolidation and growth.</p> <p>At IOCL, in the capacity of Executive Director (Internal Audit) at the Corporate Office, he led enterprise-wide audit initiatives that not only ensured compliance and Management control systems but also delivered strategic value through enhanced risk management and governance frameworks. His contributions in project finance were critical in ensuring the financial viability and structured execution of high-value infrastructure and energy projects. He was involved in large mobilisation of funds and investment decisions in large infrastructure projects.</p> <p>A forward and strategic thinking leader, he has been instrumental in digital transformation projects, fostering innovation and notably pioneering the enterprise-wide Vendor Invoice Management System at IOCL. Apart from above, he has been pivotal in the areas of Corporate Finance &amp; Accounts, Treasury, Risk Management, Budgeting and Mergers &amp; Acquisitions.</p> <p>Known for his team management skills, fostering a culture of accountability and continuous learning, he has nurtured high-performance cross-functional teams.</p> <p>He has also served in the Boards of Ceylon Petroleum Storage Terminals Limited in Sri Lanka and Vadodara Environment Channels Limited as nominee director of Lanka IOC and IOCL respectively.</p> <p>Presently, Shri Saurav Mitra is Director (Finance) &amp; CFO of Petronet LNG Limited. He is non-executive Director of the Boards of Petronet LNG Foundation, Petronet Energy Limited and Petronet LNG Singapore Pte. Ltd., subsidiary companies of Petronet LNG Limited.</p>





<b>Terms and Conditions of Appointment</b>	As per Articles of Association of the Company
<b>Directorship held in other Companies</b>	a) Petronet LNG Limited b) Petronet LNG Foundation
<b>Membership/Chairmanship of Committees of other Companies</b>	Member, CSR Committee, Petronet LNG Limited Member, Risk Management Committee, Petronet LNG Limited Member, Stakeholders Relationship Committee, Petronet LNG Limited
<b>Disclosure of relationship between Directors inter-se in Petronet Energy Limited</b>	No such relationship between Directors inter-se.
<b>No. of shares held in PEL as on 31.03.2025</b>	Nil
<b>Attendance in Board meetings held during his tenure in the financial year ending 31<sup>st</sup> March, 2025</b>	Since he was appointed on 28 <sup>th</sup> April 2025, after the close of the financial year, he was not entitled to attend any meeting held during the FY 24-25.
<b>Remuneration</b>	Nil



**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	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th (Fourth) Annual General Meeting of the company, to be held on **Wednesday, 3<sup>rd</sup> September 2025 at 12:30 P.M. (IST) at Petronet LNG Limited, First Floor, World Trade Centre, Babar Road, Barakhamba Lane, New Delhi-110001, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

S. No.	Resolution(s)	Vote	
		For	Against
	<b>ORDINARY BUSINESS:</b>		
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2025 together with Reports of the Board of Directors & Statutory Auditors thereon.		
2.	To appoint a director in place of Mr. Akshay Kumar Singh (DIN: 03579974), Chairman, who retires by rotation and being eligible, offers himself for re-appointment as Director in the capacity of Chairman of the Company.		
	<b>SPECIAL BUSINESS:</b>		
3.	To appoint Dr. Rakesh Kumar Mishra (DIN: 10798340), who was appointed as an Additional Director, as Director of the Company, liable to retire by rotation.		
4.	To appoint Mr. Saurav Mitra (DIN: 07684414), who was appointed as an Additional Director, as Director of the Company, liable to retire by rotation.		

Signed this \_\_\_\_ day of \_\_\_\_ 2025

Affix Revenue  
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp



## NOTES

1. 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.
2. A Proxy need not be a member of the Company.
3. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 4<sup>th</sup> Annual General Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

**4<sup>th</sup> (Fourth) Annual General Meeting on Wednesday, 3<sup>rd</sup> September 2025 at 12:30 P.M. (IST) at Petronet LNG Limited, First Floor, World Trade Centre, Babar Road, Barakhamba Lane, New Delhi 110001, India.**

Full name of the members attending \_\_\_\_\_  
(In block capitals)

Client ID \_\_\_\_\_

Ledger Folio No. (holding shares in physical mode) \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of Proxy  
(To be filled in, if the proxy attends instead of the member) \_\_\_\_\_

I hereby record my presence at the **4<sup>th</sup> (Fourth) Annual General Meeting of PETRONET ENERGY LIMITED** having registered office at Office Space No. 302B & 303, 3rd Floor, World Trade Centre, Babar Road, Connaught Place, New Delhi – 110001 on **Wednesday, 3<sup>rd</sup> September 2025 at 12:30 P.M. (IST) at Petronet LNG Limited, First Floor, World Trade Centre, Babar Road, Barakhamba Lane, New Delhi 110001 India.**

(Member's /Proxy's Signature)