

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Petronet CCK Limited will be held on Thursday, 3rd September, 2015 at 1.00 P.M. at the Registered Office of the Company located at the Irimpanam Installation of Bharat Petroleum Corporation Limited, Irimpanam, Cochin-682 309, to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the Balance Sheet at 31st March 2015, the Profit & Loss Account for the year ended as on that date, and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend
3. To appoint a Director in the place of Shri. S.P.Gathoo (DIN: 05102526) who is retiring by rotation. The retiring Director is eligible for re-appointment.
4. To appoint a Director in the place of Shri. S.K. Agrawal (DIN:06908669) who is retiring by rotation. The retiring Director is eligible for re-appointment.
5. To authorize the Board to fix the remuneration of the Statutory Auditors, appointed by the Comptroller and Auditor General of India, for the financial year 2015-16.

To consider and if thought fit, to pass with or without modification, the following Resolution:

“RESOLVED that pursuant to the provisions of the Companies Act 2013, the Board of Directors be and are hereby authorized to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller & Auditor General of India (C&AG), for the financial year 2015-16”.

Special Business

6. To consider and if thought fit to pass with or without modification the following Resolution as an ordinary Resolution, for ratification of remuneration payable to the Cost Auditors:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013, and subject to such guidelines/Rules as may be notified by the Central Govt. M/s.BB & Associates, Cost Accountants appointed as Cost Auditors of the Company by the Board of Directors for the financial year 2015-16, be paid an annual remuneration of Rs.30,000/- + reimbursement of out of pocket expenses + applicable taxes for conducting the cost audit.

Note :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to item No. 5 & 6 is annexed hereto and form part of the Notice.
3. The Comments of the Comptroller & Auditor General of India (C&AG), pursuant to a Supplementary audit conducted by C&AG under the provision of the Companies Act 2013, of the financial statements of Petronet CCK Limited, for the year ended 31st March, 2015, become a part of the Annual Report for 2014-15.

**Registered Office:
Irimpanam Installation of BPCL
Irimpanam, Cochin – 682 309**

Date :7-8-2015

**By Order of the Board of Directors
For Petronet CCK Ltd
Sd/-
S. Ramesh
Company Secretary**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

Item No.5 : Regarding remuneration of Statutory Auditors:

Consequent to the applicability of Section 619B of the Companies Act 1956, w.e.f. Financial year 2008-09, the Statutory Auditors of the Company are appointed by the Comptroller & Auditor General of India.

As per the provisions of the Companies Act, the remuneration of an auditor appointed by the Comptroller and Auditor General of India, for the financial year 2015-16 shall be fixed by the Company in General Meeting or in such manner as the company in general meeting may determine. Accordingly, the Shareholders in the Annual General Meeting to be held on 3-9-2015 would consider and if thought fit, authorise the Board to fix the remuneration of the auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in this Resolution.

The Board recommends the ordinary Resolution as set out in item No.5 of the notice for approval by the Shareholders.

Item No.6 : Ratification of the remuneration of Cost Auditors :

In line with the provisions of Sec. 148 of Companies Act, 2013 and other applicable Rules issued by Central Govt., based on the recommendation of the Audit Committee, the Board of Directors have to appoint Cost Auditors and fix the remuneration and the said remuneration has to be ratified by the shareholders in the AGM. Accordingly, in the Board Meeting held on 31.07.2015, based on the recommendation of the Audit Committee, M/s. BBS & Associates, Cost Accountants, Cochin were appointed as Cost Auditors of the Company for the Financial Year 2015-16. The Board approved an annual remuneration of Rs.30,000/- + reimbursement of out-pocket expenses + applicable taxes for conducting the Cost Audit.

In line with Section 148 (3) and other applicable Rules, the remuneration approved by the Board of Directors have to be ratified subsequently by the Shareholders. M/s.BBS & Associates have submitted necessary certificate under the relevant provisions of the Companies Act, enabling the said appointment. Accordingly, the subject as set out in Item No.6 of the Notice is brought before the Shareholders for approval.

None of the Directors/Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in this Resolution.

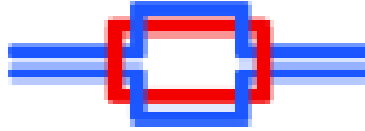
**Registered Office:
Irimpanam Installation of BPCL
Irimpanam, Cochin – 682 309**

**By Order of the Board of Directors
For Petronet CCK Ltd**

Sd/-

**S. Ramesh
Company Secretary**

Date : 7-8-2015



PETRONET CCK LIMITED

FORM OF PROXY

I/ We of
.....
.....being a member(s) of Petronet CCK Limited hereby
appointof
.....or failing him / her
.....of
..... as my / our proxy to vote for me / us on my / our
behalf at the 17^h Annual General Meeting of the Company to be held on Thursday,
3rd September, 2015 at 1.00 P.M. and at any adjournment thereof.

As witness my / our hand thisday of2015

Signed by the said
.....

Affix 1 Rupee Revenue Stamp

NOTE : To be deposited at the Company's Registered Office not less than 48 hours before the time of the meeting.