

**PETRONET LNG LIMITED**

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Website: www.petronetlng.com, CIN: L74899DL1998PLC093073

**NOTICE OF 16TH ANNUAL GENERAL MEETING – 2014**

**N**OTICE is hereby given that the 16<sup>th</sup> (Sixteenth) Annual General Meeting of the Members of Petronet LNG Limited (PLL) will be held on Thursday, the 18th day of September, 2014 at 10:00 A.M. at FICCI, K. K. Birla Auditorium, 1, Tansen Marg, New Delhi 110001 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March, 2014.
2. To declare a dividend for the financial year ended 31<sup>st</sup> March, 2014.
3. To appoint a director in place of Shri B.C. Tripathi (DIN 01657366) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Shri Tapan Ray (DIN 00728682) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditors, fix their remuneration and in connection therewith, to pass with or without modification(s) the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under M/s T. R. Chadha & Co., 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 Sixteenth Annual General Meeting till the conclusion of the Seventeenth Annual General Meeting at a remuneration of ₹ 11 lac 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)**

6. **"RESOLVED THAT** pursuant to provisions of 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 S. Varadarajan (DIN 00052928), Nominee Director of Bharat Petroleum Corporation Limited (BPCL), who has been appointed as Additional Director of the Company by Board of Directors under Section 260 of the erstwhile Companies Act, 1956 (presently Section 161 of 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."

7. **"RESOLVED THAT** pursuant to provisions of 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 D.K. Sarraf (DIN 00147870), Nominee Director of Oil and Natural Gas Corporation (ONGC), who has been appointed as Additional Director of the Company by Board of Directors under Section 260 of the erstwhile Companies Act, 1956 (presently Section 161 of 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."
8. **"RESOLVED THAT** pursuant to provisions of 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 Saurabh Chandra (DIN 02726077) who has been appointed as Additional Director of the Company by Board of Directors under Section 260 of the erstwhile Companies Act, 1956 (presently Section 161 of 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."
9. **"RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 and other applicable provisions. If any,


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of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules, if any, Shri Philip OLIVIER (DIN 06937286), Nominee Director of GDF International (GDFI), who has been appointed as Additional Director of the Company by Board of Directors under Section 161 of Companies Act, 2013 (Section 260 of the erstwhile Companies Act, 1956) 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."

10. **"RESOLVED THAT** pursuant to provisions of Sections 149, 160 and other applicable provisions. If any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act, if any, Shri Arun Kumar Misra who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the act and appointed as Additional Director of the Company by Board of Directors on 14th August, 2014 under Section 161 of 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 Independent Director of the Company for a period of three years w.e.f. 14th August, 2014."

11. **"RESOLVED THAT** pursuant to the provisions of 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 ₹ 2.50 lac plus out of pocket expenses and applicable service tax to M/s Sanjay Gupta & Associates, Cost Accountants (Regn. No. 000212), New Delhi, as recommended by the Audit Committee and approved by the Board be and is hereby ratified."

**To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as Special Resolution(s)**

12. **"RESOLVED THAT** pursuant to provisions of Section 149 of Companies Act, 2013 and other applicable provisions, if any, consent of the Members be and is hereby accorded to increase the number of Directors from 16 to 18."

**FURTHER RESOLVED THAT** pursuant to provisions of Section 14 of Companies Act, 2013 and other

applicable provisions, if any, consent of the Members be and is hereby accorded for substituting **Article No. 104 i.e. Number of Directors** of the Articles of Association of the Company by the following:

"Subject to the provisions of Section 149 of Companies Act, 2013, the Board shall consist of not less than 4 and not more than 18 Directors including a Director, if any, nominated by any financial institution(s) pursuant to the terms of any financing documents entered into by the Company with such financial institutions."

By Order of the Board  
For Petronet LNG Limited

(K. C. Sharma)

Company Secretary

**Place:** New Delhi

**Date :** 14th August, 2014

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item No. 6, 7, 8, 9, 10, 11 and 12 set out above is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL NOT VOTE EXCEPT ON A POLL.**

**A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**

3. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
4. The Company had issued a Postal Ballot Notice dated 16th June, 2014 for obtaining Shareholder's approval by way of Special Resolution(s) in respect of the following items:
  - (i) Creation of Mortgage and / or Charge on all or any of the Movable and / or Immovable Properties of the Company.

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(ii) Increase in Borrowing Powers up to ₹ 20,000 Crore.

(iii) Raising Funds up to ₹ 1,000 Crore through issue of Secured / Unsecured Non-convertible Debentures through Private Placement.

The Results of the Postal Ballot were declared on 1st August, 2014 and Special Resolution(s) as set out in the Postal Ballot Notice have been passed by the Members with an overwhelming majority as more than 90% of votes were casted in favour of all the three Resolution(s) as per Scrutinizer's Report.

5. All documents referred to the accompanying Notice and the Explanatory Statement(s) are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday and Sunday between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
6. Members / Proxies should bring the Attendance Slip duly filled for attending the Meeting.
7. Members are requested to bring their copies of the Annual Report to the Meeting.
8. Members holding Shares in physical mode are requested to notify the change in their Address / Bank Account/update e-mail ID to M/s Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081, the Registrar & Share Transfer Agent (R & T Agent) of the Company.
9. Members holding shares in De-mat mode are requested to notify the change in their address / Bank Account/update e-mail ID to their respective Depository Participant(s) (DPs).
10. Members must quote their Folio Number / De-mat Account No. in all correspondence with the Company/ R&T Agent.
11. No gift will be distributed at the Annual General Meeting.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2014 to 18th September, 2014 (Both days inclusive). The dividend on equity shares, as recommended by the Board of Directors, subject to the approval of Members in the Annual General Meeting, will be paid on and after 29th September, 2014 to the Members or their Mandates whose name appear on the Company's

Register of Members on 7th September, 2014 in respect of physical Shares and in respect of Dematerialized Shares, the dividend will be payable to the beneficial owner of the shares whose name appear in the statement of beneficial ownership furnished by NSDL and CDSL at close of business hours on 5th September, 2014.

13. In order to avail the facility of Electronic Clearing System (ECS) for receiving direct credit of dividend to his / their respective account with Bank(s), the Members holding equity shares in Physical Mode are requested to provide their Bank Account details to M/s Karvy Computershare Pvt. Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081, the Registrar & Share Transfer Agent (R & T Agent) of the Company.
14. Pursuant to SEBI circular no. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013, Members holding shares in dematerialize form are requested to provide/ update their Bank Account details to their respective Depository Participants (DP) with whom maintain their demat account.
15. Entry to the Auditorium will be strictly against entry slip available at the counters at the venue and against exchange of Attendance Slip.
16. Any briefcase / bags / eatables will not be allowed to be taken inside the Auditorium.
17. Annual Listing Fee for the year 2014-15 has been paid to all Stock Exchanges wherein Shares of the Company are listed.
18. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the Meeting.
19. In case of Joint holders attending the Meeting, only such Joint holder, who is higher in the order of names will be entitled to vote.

**NOTE ON TRANSFER OF DIVIDEND AMOUNT FOR 2006-07 TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

20. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the Company has deposited the amount lying in Unpaid/Unclaimed Dividend account for the financial year 2006-07 to Investor Education and Protection Fund.

**PETRONET LNG LIMITED****E-voting Facility**

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering a facility to its Members to cast their vote by electronic means in respect of the above mentioned businesses to be transacted at the Sixteenth Annual General Meeting.

Notice of Annual General Meeting together with E-voting process have been sent to all the Shareholders separately. A shareholder can apply for duplicate E-voting instruction Form together with AGM Notice through an e-mail at [raju.sv@karvy.com](mailto:raju.sv@karvy.com), if so required.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO: 6**

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of Section 260 of the erstwhile Companies Act, 1956 (presently Section 161 of the Companies Act, 2013), Shri S. Varadarajan, Nominee Director of BPCL, was appointed as Additional Director w.e.f. 11<sup>th</sup> October, 2013 on the Board of the Company. Pursuant to provisions of Section 260 of the erstwhile Companies Act, 1956, he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Shri S. Varadarajan as Director of the Company. A brief resume of Shri S. Varadarajan as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders. Shri S. Varadarajan is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

**ITEM NO: 7**

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of section 260 of the erstwhile Companies Act, 1956 (presently Section 161 of the Companies Act, 2013), Shri D.K. Sarraf, Nominee Director of ONGC, was appointed as Additional Director w.e.f. 10<sup>th</sup> March, 2014 on the Board of the Company. Pursuant to provisions of Section 260 of the erstwhile Companies Act, 1956, he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from

a Shareholder proposing the name of Shri D. K. Sarraf as Director of the Company. A brief resume of Shri D.K. Sarraf as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders. Shri D.K. Sarraf is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

**ITEM NO: 8**

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of section 260 of the erstwhile Companies Act, 1956 (presently Section 161 of the Companies Act, 2013), Shri Saurabh Chandra was appointed as Additional Director w.e.f. 25<sup>th</sup> March, 2014 on the Board of the Company. Pursuant to provisions of Section 260 of the erstwhile Companies Act, 1956, he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Shri Saurabh Chandra as Director of the Company. A brief resume of Shri Saurabh Chandra as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders. Shri Saurabh Chandra is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

**ITEM NO: 9**

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013, Shri Philip OLIVIER, Nominee Director of GDFI, was appointed as Additional Director w.e.f. 22<sup>nd</sup> April, 2014 on the Board of the Company. Pursuant to provisions of Section 161 of the Companies Act, 2013, he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Shri Philip Olivier as Director of the Company. A brief resume of Shri Philip OLIVIER as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders. Shri Philip OLIVIER is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.



**ITEM NO: 10**

Pursuant to the Article 113 A of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013, and Rules made thereunder read with Schedule IV of the Act, as per recommendation of the Nomination and Remuneration Committee, Shri Arun Kumar Misra was appointed as Additional Director w.e.f. 14th August, 2014 on the Board of the Company who meets the criteria for independence as provided in Section 149(6) of the Act. Pursuant to provisions of Section 161 of the Companies Act, 2013, he holds office as Director up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the name of Shri Arun Kumar Misra as Independent Director of the Company. A brief resume of Shri Arun Kumar Misra as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. Your Directors recommend the resolution for approval of the Shareholders. Shri Arun Kumar Misra is interested in the resolution to the extent of his appointment as Director.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

**ITEM NO: 11**

M/s Sanjay Gupta & Associates, Cost Accountants (Regn. No. 000212), were appointed as the Cost Auditors of the Company by Board of Directors in its meeting held on 30<sup>th</sup> April, 2014 in terms of Section 148 of the Companies Act, 2013.

Further, in terms of the provisions of Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors were recommended by the Audit Committee and approved by the Board of Directors and are to be ratified by the Shareholders.

In view of the above, your Directors recommend the resolution for approval of shareholders.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

**ITEM NO: 12**

In terms of provisions of Section 149 of Companies Act, 2013 and also in terms of provisions of Clause 49 of Listing Agreement, every listed public company shall have at least one third of the total number of Directors as Independent Directors, in case the Chairman is Non Executive Director. The Chairman of the Company is a Non Executive Director, hence, one third of the total number of Directors has to be Independent Directors.

Further, the definition of Independent Director has been changed under Companies Act, 2013. As per revised definition of Independent Director in relation to a Company means a Director other than a Managing Director, Whole time Director or a Nominee Director. In view of the revised definition of Independent Directors as stated above, Nominee Director of lenders or any Director nominated by any financial institution in pursuance of provisions of any law for the time being in force, or of any agreement, or appointed by any government or any other person to represent its interest will not be considered as Independent Director(s).

In order to appoint additional Independent Director(s) to comply with the provisions of Companies Act, 2013 and Clause 49 of Listing Agreement, it is proposed to alter the Articles of Association of the Company to increase the maximum number of Directors from present 16 Directors to 18 Directors with the approval of the Members of the Company by way of Special Resolution. In view of the above, your Directors recommend the resolution for approval of the Shareholders as a Special Resolution.

The Directors or Key Managerial Personnels or their relatives do not have any concern or interest, financial or otherwise, in passing of the said resolution.

By Order of the Board  
For Petronet LNG Limited



(K. C. Sharma)

**Place :** New Delhi

**Date :** 14th August, 2014

Company Secretary



## PETRONET LNG LIMITED

### BRIEF BIOGRAPHY OF DIRECTORS PROPOSED TO BE APPOINTED/REAPPOINTED AS REQUIRED IN TERMS OF LISTING AGREEMENT

#### Shri B. C. Tripathi

Shri B.C. Tripathi is a Chairman & Managing Director of GAIL (India) Ltd. and a Nominee Director of GAIL (India) Ltd. on the Board of Petronet LNG Ltd. He is a Mechanical Engineer Graduate from NIT Allahabad, formerly known as Moti Lal Nehru Regional Engineering College, Allahabad. He started his career in ONGC and subsequently joined GAIL in 1984. Shri Tripathi is one of the founder employee of GAIL and has worked under different capacities in different departments in GAIL. He was involved in the construction and commissioning of the HBJ pipeline Project, which received Silver Medal for Excellence in Project Management in the Mega Project Category from International Project Management Association, Germany.

Shri B.C. Tripathi holds NIL shares in the Company.

Shri B.C. Tripathi holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
GAIL (India) Limited	Chairman & Managing Director
GAIL Gas Limited	Chairman
Brahmaputra Cracker & Polymer Limited	Chairman

Shri B.C. Tripathi is not a Member/Chairman of Committees of Board of Directors of any other Company.

#### Shri Tapan Ray

Shri Tapan Ray is the Managing Director of Gujarat State Petroleum Corporation Ltd (GSPCL). He is the Nominee Director of Gujarat Maritime Board/Govt. of Gujarat on the Board of Petronet LNG Ltd. Before joining the GSPCL in Nov., 2009, he was Principal Secretary (Economic Affairs), Finance Department. He is an IAS Officer, Gujarat (1982 Batch) and having a rich administrative and corporate experience. He also holds a degree in Engineering from IIT Delhi, a post graduate degree in public policy from Princeton University, USA, a Masters in Public Administration from Syracuse University, USA and a degree in law with various diplomas.

Shri Tapan Ray holds NIL shares in the Company.

Shri Tapan Ray holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
GSPL India Gasnet Limited	Chairman
GSPL India Transco Limited	Chairman
GSPC Distribution Networks Limited	Chairman

Sabarmati Gas Limited	Chairman
Gujarat State Petroleum Corporation Limited	Managing Director
Gujarat State Petronet Limited	Managing Director
GSPC Gas Company Limited	Director
GSPC LNG Limited	Director
Guj Info Petro Limited	Director
Gujarat State Energy Generation Limited	Director
GSPC Pipavav Power Company Limited	Director
ONGC Petro-additions Limited	Director
Gujarat Gas Company Limited	Director
Gujarat Gas Financial Services Limited	Director

Shri Tapan Ray is a Member/Chairman of Committees of Board of Directors in the following Companies:

Name of the Companies	Name of the Committee(s)	Position Held
Gujarat State Energy Generation Limited	Audit Committee	Chairman
GSPC Gas Company Limited	Audit Committee	Chairman
GSPC Pipavav Power Company Limited	Audit Committee	Member
GSPC LNG Limited	Audit Committee	Member
Gujarat State Petronet Limited	Investors' Grievance Committee	Member

#### Shri S. Varadarajan

Shri S. Varadarajan is a Chairman & Managing Director of Bharat Petroleum Corporation Limited (BPCL) and a Nominee Director of BPCL on the Board of Petronet LNG Ltd. An Associate Member of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India, Shri S. Varadarajan has more than 30 years of experience in all aspects of the oil and gas industry, ranging from Finance and Marketing to Corporate Strategy and Planning. In addition, he enjoyed a stint as the Chief Financial Officer, Bharat Shell Limited (BSL).

As Director (Finance) of BPCL in 2011, he had the overall responsibility of the Finance function, Information Technology and Corporate Planning in the Corporation. The excellent performance of the Corporation in key areas of turnover, cash and net profits bears testimony to the

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stellar role he played in enhancing the financial health of the Company.

Shri S. Varadarajan holds NIL shares in the Company.

Shri S. Varadarajan holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
Bharat Petroleum Corporation Ltd.	Chairman & Managing Director
Numaligarh Refinery Ltd.	Chairman
Bharat Oman Refinery Ltd	Chairman
Matrix Bharat Pte Ltd	Chairman
Bharat PetroResources Ltd	Director

Shri S. Varadarajan is a Member/Chairman of Committees of Board of Directors in the following Companies:

Name of the Companies	Name of the Committee(s)	Position Held
Bharat PetroResources Ltd	Audit Committee	Chairman
Bharat Petroleum Corpn. Ltd	<ul style="list-style-type: none"> <li>Audit Committee</li> <li>Investors' Grievance Committee</li> </ul>	Member Member

**Shri D. K. Sarraf**

Shri D. K. Sarraf is the Chairman & Managing Director of Oil and Natural Gas Corporation Ltd (ONGC) and a Nominee Director of ONGC on the Board of Petronet LNG Ltd.

Shri D. K. Sarraf graduated in Commerce from the prestigious Shri Ram College of Commerce, Delhi University and holds a post graduate degree in Commerce from the same University. He is an Associate Member of the Institute of Cost and Works Accountants of India and the Institute of Company Secretaries of India.

He has experience of over three decades in the oil and gas industry, having started his career in India's second largest upstream oil company – Oil India Limited and worked there till 1991. He joined ONGC in 1991 and handled various key assignments at corporate offices and became Director (Finance) in 2007.

In September 2011 Shri D.K. Sarraf was appointed as Managing Director of ONGC Videsh Ltd. (OVL). In March, 2014, he joins back ONGC once again and takes over as its Chairman & Managing Director.

In recognition of his excellence in financial management and contributions, he has been conferred with several accolades including the Best CFO Award in Oil & Gas sector in India by CNBC in 2009 and 2011.

Shri D. K. Sarraf holds NIL shares in the Company.

Shri D. K. Sarraf holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
Oil and Natural Gas Corporation Ltd.	Chairman & Managing Director
ONGC Videsh Limited	Chairman
Mangalore Refinery and Petrochemicals Limited	Chairman
ONGC Petro – addition Limited	Chairman
ONGC Mangalore Petrochemicals Limited	Chairman
Mangalore SEZ Ltd.	Chairman
ONGC Tripura Power Company Limited	Chairman
ONGC Mittal Energy Limited	Chairman

Shri D. K. Sarraf is not a Member/Chairman of Committees of Board of Directors of any other Company.

**Shri Saurabh Chandra**

Shri Saurabh Chandra is presently posted as Secretary, Ministry of Petroleum & Natural Gas, Government of India.

An officer of the Indian Administrative Service, belonging to the 1978 Batch, he is a Graduate in Electrical Engineering from the Indian Institute of Technology, Kanpur and holds a Diploma in Management. In a career spanning over 36 years, he worked in different capacities in various Ministries in Government of India, including as Secretary in the Department Industrial Policy & Promotion, Ministry of Commerce for two years.

Shri Chandra is a recipient of several awards for outstanding and praise-worthy service rendered during his service career.

Shri Saurabh Chandra holds NIL shares in the Company.

Shri Saurabh Chandra holds Directorship/Chairmanship in the following other Company:



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Name of the Company	Position Held
Indian Strategic Petroleum Reserves Ltd.	Chairman

Shri Saurabh Chandra is not a Member/Chairman of Committees of Board of Directors of any other Company.

### Shri Philip OLIVIER

Shri Philip OLIVIER is the President of GDF Suez LNG and a Nominee Director of GDF International on the Board of Petronet LNG Limited.

Shri Philip OLIVIER holds Electromechanical and Nuclear Engineering Degrees as well as Management Degrees from Gent and Fontainebleau. He has over 25 years of experience in the electricity and gas industry.

The first twelve years of his career, he spent working for Electrabel holding various positions in electricity and gas distribution operations. Since 1995 he has worked for SUEZ Energy International, contributing to its expansion worldwide, predominantly in electricity and gas distribution and transportation. From 2002 to 2007 he held the position of Chief Business Developer at Suez Global LNG Ltd. In 2007 he was appointed to the position of President & CEO of Suez Global LNG.

After the merger with Gaz de France, he became President of GDF SUEZ LNG, the business unit responsible for the management of all Group's LNG supply and vessel chartering contracts, for optimization of the Group's LNG portfolio, and for LNG business development including new markets, new supplies and investments in liquefaction plants.

Shri Philip OLIVIER holds NIL shares in the Company.

Shri Philip OLIVIER holds Directorship/Chairmanship in the following other Companies:

Name of the Companies	Position Held
GDF SUEZ LNG SUPPLY SA (Luxembourg)	Chairman
MED LNG & GAS Ltd SA (Jersey)	Chairman
GNL SAINT-LAURENT INC. (Canada)	Chairman
RABASKA INC. (Canada)	Director
GDF SUEZ E&P AUSTRALIA Pty Ltd (Australia)	Director

Shri Philip OLIVIER is not a Member/Chairman of Committees of Board of Directors of any other Company.

### Shri Arun Kumar Misra

Shri Arun Kumar Misra is a retired IAS officer of 1976 Batch (UP Cadre) having more than 38 years experience in the field of policy, planning and administration. During his tenure spanning more than three decades, he has served at various important position in the Central as well as State Government like Principal Secretary to Government of UP, Principal Advisor to Planning Commission, Secretary to Govt. of India, Ministry of Rural Development.

Shri Arun Kumar Misra retired on 28th February, 2014 from the position of Secretary to the Government of India, Ministry of Housing & Urban Poverty Alleviation.

Shri Arun Kumar Misra holds NIL shares in the Company.

Shri Arun Kumar Misra does not hold Directorship/Chairmanship in any other Company.