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Cairn India Limited

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RUNDAL REPORT & FINANCIAL STATEMENTS

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Total acreage of the Rajasthan fields



Highlights

Nearly the same as the combined area of National Capital Region of Delhi and Greater London

Area of the Mangala Processing Terminal (MPT)

1.6 km² or approximately 400 acres

Equivalent to 200 football grounds, or 27 times the size of the Eden Garden cricket ground at Kolkata, or three times the area of the Red Fort Complex in Delhi

Mangala, Bhagyam and Aishwariya plan to produce

175,000 bopd (barrels of oil per day)

At peak production which is estimated to account for more than 20% of India's crude oil production Total capacity of the four trains of the MPT

205,000 bopd

The MPT will have four crude oil processing trains, together designed to handle a total capacity of 205,000 bopd.

These are:

TRAIN 1 Capacity of 30,000 bopd from the Mangala field which is ready to start production. Initial evacuation by trucking

TRAIN 2 Capacity of 50,000 bopd, also from the Mangala field is targeted for completion by Q4 2009, along with the heated pipeline.

TRAIN 3 Capacity of 50,000 bopd — targeted for completion in H1 of 2010. Will access the plateau production of the Mangala field

TRAIN 4 Capacity of 75,000 bopd, designed to accommodate production from Bhagyam and Aishwariya and further expansion. Will be commissioned by 2011

Notice



CAIRN INDIA LIMITED

Registered Office: 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 Corporate Office: Vipul Plaza, 3rd & 4th Floors, Sun City, Sector 54, Gurgaon - 122 002

Notice of Annual General Meeting

Notice is hereby given that the Third Annual General Meeting of Cairn India Limited will be held at 11:00 A.M. on Tuesday, 18 August 2009 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai – 400 020 to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the audited Balance Sheet as at 31 March 2009 and the Profit and Loss Account of the Company for the period ended on that date together with the reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr Aman Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint a Director in place of Dr Omkar Goswami, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint M/s. S. R. Batliboi & Associates, Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT Ms Jann Brown who was appointed as an additional Director of the Company by the Board of Directors with effect from 19 December 2008, under Section 260 of the Companies Act, 1956 (the Act) and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office shall not be liable to retirement by rotation."

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

"RESOLVED THAT Mr Edward T. Story who was appointed as an additional Director of the Company by the Board of Directors with effect from 18 March 2009 under Section 260 of the Companies Act, 1956 (the Act) and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retirement by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 61 of Companies Act, 1956 and other applicable provisions of the laws, rules and regulations for the time being in force, the consent of the Members be and is hereby accorded to the Board of Directors of the Company for making changes in the terms of the Prospectus dated 22 December 2006 (the "Prospectus") filed by the Company with the Registrar of Companies, Maharashtra, Mumbai to enable transfer of the unutilized balance of Rupees 5,449 million inter-se to the object category of "Development" from other object categories as under :

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						Rs. in million
SI. No.	Particulars	Total funding requirement as per the prospectus	Funding envisaged from IPO proceeds as per prospectus	Amount actually utilised till 31 March 2009	Balance unutilised amount	Revised Utilization schedule
1	Acquisition of shares of Cairn India Holdings Limited	62,250	62,250	59,581	2,669	59,581
2	Contingencies	2,530	2,530	Nil	2,530	Nil
3	Issue expenses	1,850	1,850	1,600	250	1,600
4	Development in the Rajasthan Block and additional drilling activities in Ravva and Cambay	55,250	16,120	21,153	1,877	26,838*
5	Exploration and appraisal activities including funding minimum work program for capital commitments and any additional appraisal expenditure that may arise as a result of exploration success in existing blocks and blocks that may be awarded in NELP VI round		6,910	Included in 4 above	Included in 4 above	Nil
6	General corporate purposes	230	230	230	Nil	230
7	Less: Shortfall in Issue Proceeds	······			1,641	
	Total	129,020	89,890	82,563	5,686	88,249*

* After adjusting shortfall in issue proceeds of Rs. 1641 million

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorised to invest the funds, pending utilization for the purpose as described in the Prospectus, in principal protected funds, derivative linked debt instruments, other fixed and variable instruments, index based debt instruments, rated and unrated debentures and bonds and any other interest bearing instruments over and above instruments as stated in the Prospectus including deleting, adding, amending or in any way varying the terms of any object(s) specified in the prospectus."

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to aforesaid resolution."

By Order of the Board of Directors For **Cairn India Limited**

Neerja Sharma Company Secretary

Place : Gurgaon Date : 27 May 2009

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- 2. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business set out in Item Nos. 5 to 7 of the accompanying Notice is annexed. The relevant details of Directors seeking appointment/re-appointment under items 2, 3, 5 and 6, as required by clause 49 of the Listing Agreement with the Stock Exchanges are also annexed.
- 3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 11 August 2009 to Tuesday, 18 August 2009 (both days inclusive).
- 4. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance, to enable the Company to keep the information ready.
- 5. Members are requested to:
 - (a) Bring their copy of the Annual Report for the meeting.
 - (b) Note that all correspondence relating to Share Transfers should be addressed to Registrar and Transfer Agent of the Company, viz., Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W). Mumbai 400 078.
 - (c) Quote their DP ID No./Client ID No. or folio number in all their correspondence.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Ms Jann Brown was appointed as an additional Director with effect from 19 December 2008. She holds an MA degree from Edinburgh University and joined Cairn Energy PLC in 1998 after a career in the accountancy profession, mainly with KPMG. She is Finance Director of Cairn Energy PLC. Prior to her appointment as Finance Director of Cairn Energy PLC, she has served on the Group Management Board for seven years. She is a member of the Institute of Chartered Accountants of Scotland and the Chartered Institute of Taxation.

In terms of Section 260 of the Companies Act, 1956, she holds office of Director up to the date of this Annual General Meeting. Notice has been received from a shareholder of the Company pursuant to Section 257 of the Companies Act, 1956 along with security deposit of Rs. 500/- proposing the candidature of Ms Jann Brown whose office shall not be liable to retirement by rotation.

The Board recommends the resolution contained in the accompanying Notice for approval of the members as an Ordinary Resolution.

Except Ms Jann Brown who may be deemed to be concerned or interested in her own appointment, none of the other Directors is interested or concerned in the said resolution.

Item No. 6

Mr Edward T. Story was appointed as an additional Director with effect from 18 March 2009. He is a science graduate from Trinity University, San Antonio, Texas and holds a Masters degree in Business Administration from the University of Texas. He has also been conferred an honorary Doctorate degree by the Institute of Finance and Economics of Mongolia and is Chairman of the North America Mongolia Business Council.

Mr Story has more than 40 years experience in the international oil and gas industry and is the founder, President and Chief Executive Officer of SOCO International PLC, an international exploration and production (E&P) company listed on the London Stock Exchange. SOCO International has E&P interests in South East Asia and Africa.

In terms of Section 260 of the Companies Act, 1956, he holds office of Director up to the date of this Annual General Meeting. Notice has been received from a shareholder of the Company pursuant to Section 257 of the Companies Act, 1956 along with security deposit of Rs.500/- proposing the candidature of Mr Edward T. Story whose term of office shall be liable to retirement by rotation.

The Board recommends the resolution contained in the accompanying Notice for approval of the members as an Ordinary Resolution.

Except Mr Edward T. Story who may be deemed to be concerned or interested in his own appointment none of the other Directors is interested or concerned in the said resolution.

Item No. 7

In December 2006, the Company raised Rs.88,249 million from its maiden offer to the public for the stated objects in the Prospectus dated 22 December 2006. The amounts earmarked for each object category, as mentioned in the prospectus, were based on the plans and requirements of the business at the time of issuance of the prospectus in December 2006. In view of the dynamic environment, the business plans and requirements have changed since the Public Offer and necessitate rescheduling of the capital expenditure programme and increase/decrease of the amount needed to meet each object category.

Three object categories namely (a) consideration to Cairn UK Holdings Limited (CUHL), (b) contingencies and (c) issue expenses, have some unutilized balances as on 31 March 2009. The end purpose of these object categories has been achieved and no further expenditure is envisaged to be incurred under these categories.

In view of above, it is proposed to transfer the unutilized balance of Rs.5,449 million from above mentioned three categories to the object category of "Development" after obtaining the approval of the Shareholders of the Company.

In terms of the Section 61 of the Companies Act, 1956, the Company can vary the terms of the contract referred to in the Prospectus with the approval of the Shareholders in General Meeting.

The Board recommends the resolution contained in the accompanying Notice for approval of the Members as an Ordinary Resolution. None of the Directors is interested or concerned in the said resolution.

By Order of the Board of Directors For **Cairn India Limited**

Neerja Sharma

Company Secretary

Place : Gurgaon Date : 27 May 2009

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Name of Director	Mr Aman Mehta	Dr Omkar Goswami	Ms Jann Brown	Mr Edward T. Story
Date of Birth	1 September 1946	29 August 1956	9 June 1955	7 November 1943
lationality	Indian	Indian	United Kingdom	United States of Americ
Date of Appointment	21 September 2006	21 September 2006	19 December 2008	18 March 2009
xpertise in specific unctional areas	Banking & Finance	Economics & Research	Finance	Oil & Gas
Qualifications	B.A. (Economics)	M.A. (Economics) D. Phil. (Economics)	M.A. Chartered Accountant	B.Sc. MBA
Directorship held in other companies	PCCW Ltd, Hongkong Tata Consultancy Services Ltd. Vedanta Resources PLC, UK Godrej Consumer Products Ltd. Emaar MGF Land Ltd. ING Group N.V Netherlands Max India Ltd. Jet Airways Ltd. Wockhardt Pharmaceuticals Ltd.	Dr. Reddy's Laboratories Ltd. Infosys Technologies Ltd. DSP BlackRock Investment Managers Ltd. IDFC Ltd. Crompton Greaves Ltd. Ambuja Cements Ltd. Godrej Consumer Products Ltd. Max New York Life Insurance Company Ltd. CERG Advisory Private Ltd.	Cairn Energy PLC Hansen Transmissions International N.V. Cairn India Holdings Ltd. Cairn Energy Birganj Ltd. Cairn Energy Exploration and Production Company Ltd. Cairn Energy Karnali Ltd. Cairn Energy Karnali Ltd. Cairn Energy Mangawa Ltd. Cairn Energy Malangawa Ltd. Cairn Energy Nepal Holdings Ltd. Cairn Energy Nepal Holdings Ltd. Cairn Energy Nepal Holdings Ltd. Cairn Energy Search Ltd. Cairn Energy Search Ltd. Cairn Energy Ltd. Cairn Resources Management Ltd. Cairn Resources Management Ltd. Cairn Resources (2002) PLC Medoil PLC Cairn UK Holdings Ltd. Capricorn Greenland Exploration 1 Ltd. Capricorn Greenland Exploration 1 Ltd. Capricorn Greenland Exploration 3 Ltd. Capricorn Greenland Exploration 3 Ltd. Capricorn Greenland Exploration 5 Ltd. Capricorn Greenland Exploration 5 Ltd. Capricorn Greenland Exploration 5 Ltd. Capricorn Greenland Exploration 5 Ltd. Capricorn Greenland Exploration 8 Ltd. Capricorn Greenland Exploration 9 Ltd. Capricorn Atammik Ltd. Capricorn Albania Ltd. Capricorn Albania Ltd. Capricorn Albania Ltd. Capricorn Greenland Exploration 10 Ltd. Capricorn Greenland Exploration 11 Ltd.	SOCO International PLC
n Cairn India Limited		Shareholders'/Investors'		Member
		Grievance Committee - Chairman		
Membership/ Chairmanship of Committees* of other Indian oublic companies :				
Sudit Committee	Jet Airways Ltd Chairman Godrej Consumer Products Ltd Member Wockhardt Pharmaceuticals Ltd Member Tata Consultancy Services Ltd Chairman Emaar MGF Land Ltd Member	Dr. Reddy's Laboratories Ltd Chairman Infosys Technologies Ltd Member IDFC Ltd Member Crompton Greaves Ltd Member Godrej Consumer Products Ltd Member	None	None
ihareholders'/ nvestors' Grievance Committee	Wockhardt Pharmaceuticals Ltd Member	Infosys Technologies Ltd Member IDFC Ltd Member	None	None
hareholding in the	Nil	Nil	1 (as nominee of Cairn UK Holdings Limited)	Nil
		1 1311	is a substraining of the substraint Holdings Limited)	I MIL

* Only Audit and Shareholders'/ Investors' Grievance Committees included

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Registered Office : 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 Corporate Office : Vipul Plaza, 3rd & 4th Floors, Sun City, Sector 54, Gurgaon - 122 002

PROXY FORM

DP Id - Client Id/Folio No.	No. of Share(s) held					
of	being a Member/Members of					
Cairn India Limited hereby appoint						
of	or failing him/her					
of	or failing him/her					
of	as my/our proxy to attend and vote for me/us and on my/ our behalf at the					
Third Annual General Meeting of the Compan	iy, to be held on Tuesday, 18 August 2009 at 11: 00 A.M. and $$ at any adjournment thereof .					
Signed this	day of					
Signed by the said	Affix 15 Paise Revenue Stamp					
· · ·	e Revenue Stamp as per specimen signature(s) registered with the Company. egistered Office of the Company not less then 48 hours before the time fixed for holding the Meeting.					

3. A Proxy need not be a Member.





CAIRN INDIA LIMITED

Registered Office : 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 Corporate Office : Vipul Plaza, 3rd & 4th Floors, Sun City, Sector 54, Gurgaon - 122 002

ATTENDANCE SLIP

THIRD ANNUAL GENERAL MEETING

Tuesday, 18 August 2009

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DP Id - Client Id/Folio No.

No. of Share(s) held

Name and address of the Shareholder :

I / We hereby record my/our presence at the Third Annual General Meeting held at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Member's/ Proxy's Signature

Notes: 1. Members holding shares in physical form are requested to advise the change in their address, if any, to M/s. Link Intime India Pvt. Ltd., at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400078, quoting their Folio Numbers (s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).

2. Members are informed that no duplicate slips will be issued at the venue of the meeting and they are requested to bring this slip for the Meeting.

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Cairn is ready to produce first oil from Rajasthan, which can go up to

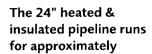
30,000 bopd

Building facilities to handle 80,000 bopd by 04 2009

Estimated Rajasthan Upstream operating expenses

around US\$ 3.50

per barrel during field life



700 km

Given the progress at the MPT, we are targeting producing oil from Train 2 --- up to an additional 50,000 bopd - by Q4 2009

Cairn is targeting completion of the pipeline in time to evacuate crude oil by the time Train 2 is operational. The Company is building facilities that will have the capacity to handle 80,000 bopd by Q4 2009

If one were to add to that the cost of pipeline operating expenses, the total opex of Rajasthan crude is targeted at around US\$ 5 per barrel during field life

It runs from the MPT at Barmer to a marine terminal on the Gujarat Coast. Of the 700 km of pipeline, 154 km is located in Rajasthan and the rest is in Gujarat

EOR resource base of incremental recoverable oil

> 300 mmbbls (million barrels)

The current assessment of the enhanced oil recovery (EOR) resource base is greater than 300 mmbbls of incremental recoverable oil from Mangala, Bhagyam and Aishwariya fields **Operational expense** at Ravva and Cambay US\$ 2.4

expense for the current

per barrel

the world

Vehicle accident frequency rate

1.33 per million km travelled

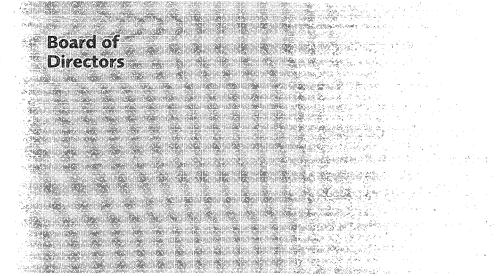
Headcount in 2008 increased by

50%

The field direct operational During 2008, contractor vehicles travelled for more producing blocks, Ravva and than 15 million km without any Cambay is one of the lowest in fatalities or serious accidents. The motor vehicle accident frequency rate was 1.33 per million km travelled --- which is well below international benchmark in this industry

While many businesses faced reducing employee numbers or revisited their recruitment plans, Cairn has been hiring throughout 2008, and will continue to do so in 2009

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Sir Bill Gammell, 56, holds a BA in Economics and Accountancy from Stirling University and was awarded a knighthood in 2006 for services to industry in Scotland. He has over 25 years' experience in the international oil and gas industry. He founded Cairn Energy PLC and was appointed Chief Executive on its initial listing in 1988. He is the non-executive Chairman of Cairn India Limited and is a member of the Asia Task Force and the UK India Business Council. Sir Bill, who is an ex-Scotland rugby internationalist, is also Chairman of Winning Scotland Foundation and a director of sport Scotland and Glasgow 2014 Limited

Ms Jann Brown, 54, holds an MA degree from Edinburgh University and joined Cairn Energy PLC in 1998 after a career in the accountancy profession, mainly with KPMG. She was appointed Finance Director of Cairn Energy PLC in 2006. Prior to her appointment as Finance Director, she served on the Group Management Board for seven years. She is a member of the Institute of Chartered Accountants of Scotland and the Chartered Institute of Taxation

SIR BILL GAMMELL Chairman and Non-Executive Director JANN BROWN Non-Executive Director

Mr Aman Mehta, 62, is an economics graduate from Delhi University. He was earlier the Chief Executive Officer of HSBC Asia Pacific until 2003. Mr Mehta is currently an independent non-executive director of several public companies in India as well as overseas. Besides this he is also a member of the Advisory Council of INSEAD, France and International Advisory Boards of Prudential Inc., USA and CapitaLand Ltd. of Singapore

AMAN MEHTA Non-Executive and Independent Director DR OMKAR GOSWAMI Non-Executive and Independent Director

Dr Omkar Goswami, 52,

holds a Master of Econom-

ics Degree from the Delhi

School of Economics. He

is a D. Phil. in Economics

and research papers on

from Oxford University. He

has authored various books

economic history, industrial

bankruptcy laws and proce-

dures, economic policy, cor-

governance, public finance,

economics, public sector,

porate finance, corporate

tax enforcement and legal

reforms

Mr Indrajit Banerjee, 53, graduated from the University of Calcutta with a Bachelor's degree in Commerce. An associate member of the Institute of Chartered Accountants of India, Mr Banerjee started his career at Price Waterhouse Coopers in Calcutta in 1979 and has held several senior positions throughout his career, including 17 years at the Indian Aluminium Company which was part of the Alcan Group, and two years in Lucent Technologies (India). Before joining the Company, he was President-Finance and Planning at Lupin Limited

INDRAJIT BANERJEE Executive Director and CFO

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Mr Malcolm Thoms, 53, holds a BSc Hons degree in Physics from Edinburgh University and is an MBA from Heriot-Watt University. He started his career in the oil industry as a field engineer with Schlumberger and subsequently became manager of their businesses in Oatar and Brunei. He joined Cairn Energy PLC in 1989 where he held a number of senior management positions prior to his appointment as an Executive Director in 2000. He is currently Chief Operating Officer of Cairn Energy PLC. Mr Thoms is also a trustee of the University of Edinburgh Development Trust. He has been a regular visitor to South Asia since 1994 and was instrumental in developing Cairn's business interests in the region

Mr Rahul Dhir, 43, joined Cairn India in May 2006 and was appointed Chief Executive Officer on 22 August 2006. He was educated at the Indian Institute of Technology, Delhi (Bachelor of Technology), the University of Texas at Austin (M.Sc) and at the Wharton Business School in Pennsylvania (MBA). Mr Dhir started his career as an oil and gas reservoir engineer before moving into investment banking. He has worked at SBC Warburg, Morgan Stanley and Merrill Lynch, where he managed a team advising several major oil companies and a number of independent E&P companies on mergers and acquisitions and capital market related issues. Before joining Cairn India, he was Managing Director and Co-Head of Energy and Power Investment Banking at Merrill Lynch

Mr Naresh Chandra, 74. is a post graduate (MSc. in Mathematics) from Allahabad University and a retired IAS officer. Previously, Mr Chandra was Chairman of the Committee on Corporate Governance, India's Ambassador to the US, Advisor to the Prime Minister, Governor of Rajasthan, Cabinet Secretary to the Government of India, and Chief Secretary of Rajasthan. A reputed administrator and diplomat, Mr Chandra serves as an independent director on the boards of a number of companies

appointed as Additional Director on 29 April 2008 and assumed office of Executive Director and Chief Operating Officer with effect from 15 June 2008. Mr Bott holds a B.S in Marine Sciences and Masters in Geology from Texas A & M. He joined Cairn India from Devon Energy's International division where he was Vice President responsible for developing and implementing business growth and exploration strategy for assets in 12 countries outside of North America, focusing on the deepwater, West Africa, South America and the Middle East /Asia. Previously he served as President of Ocean Egypt Companies and as President of Ocean Yemen Corporation. He also served in a number of international management and technical positions with British Gas and Tenneco and has extensive global exploration and production experience with more than 21 years in the industry leading integrated organisations, developing new business and focusing on cross-cultural leadership development

Mr Rick Bott, 49, was

Mr Edward T Story, 65, is a science graduate from Trinity University, San Antonio, Texas and holds a Masters degree in Business Administration from the University of Texas. He has also been conferred an honorary Doctorate degree by the Institute of Finance and Economics of Mongolia and is Chairman of the North America Mongolia Business Council. Mr Story has more than 40 years experience in the international oil and gas industry and is the founder, President and Chief Executive Officer of SOCO International PLC, an international exploration and production (E&P) company listed on the London Stock Exchange. SOCO International has E&P interests in South East Asia and Africa

EDWARD T. STORY

Non-Executive and

Independent Director

MALCOLM SHAW THOMS Non-Executive Director RAHUL DHIR Managing Director and CEO NARESH CHANDRA Non-Executive and Independent Director RICK BOTT Executive Director and COO

