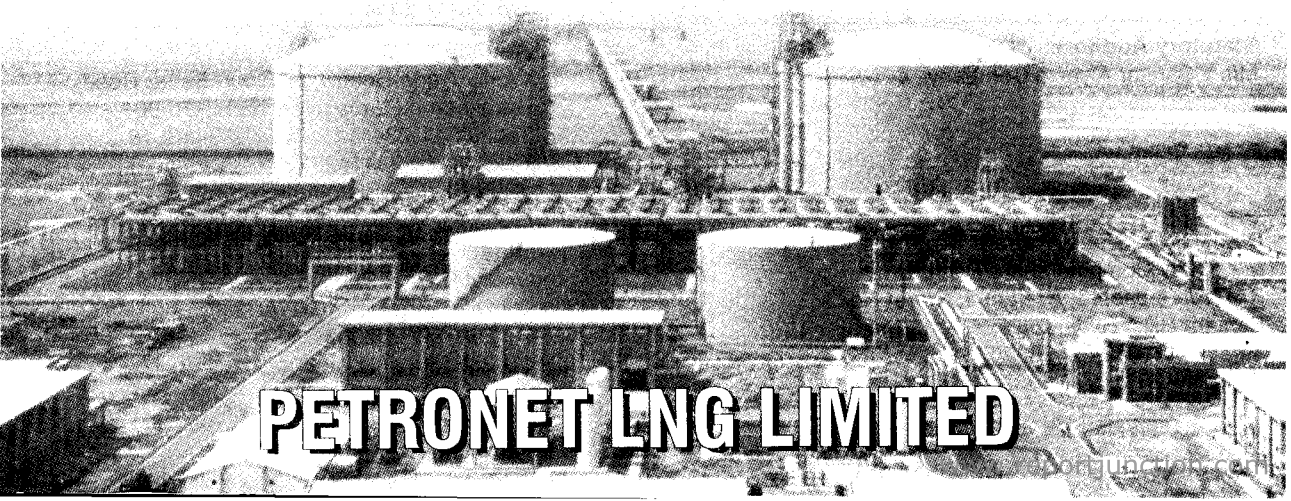


# ANNUAL REPORT 2005-2006



Report [www.sansco.net](http://www.sansco.net)

**PETRONET  
LNG  
LIMITED**



**PETRONET LNG LIMITED**

## Board of Directors

### Board of Directors

Shri M. S. Srinivasan	Chairman
Shri Prosad Dasgupta	Managing Director & CEO
Shri Sham Sunder	Director (Technical)
Shri A. Sengupta	Director (Finance & Commercial)
Shri Ashok Sinha	Director
Shri B. S. Negi	Director
Shri B. M. Bansal	Director
Shri N. K. Mitra	Director
Mr. Jacques Gautier	Director
Shri Arun Duggal	Director
Shri D. P. Roy	Director
Shri Harbans Lal	Director
Shri P. K. Chadha	Director
Shri J.L. Zutshi	Director
Shri Hasamukh Adhia	Director

Contents	Page No.
Notice of AGM	3
Directors' Report	12
Corporate Governance Report	19
Balance Sheet	30
Profit & Loss Account	31
Schedules	32
Cash Flow Statement	43
Auditor's Report	45

Vice President – Fin. & Company Secretary  
Shri R. K. Garg

#### Bankers:

Allahabad Bank  
Canara Bank  
Federal Bank  
ICICI Bank Limited  
IDFC Ltd  
Indian Overseas Bank  
Jammu & Kashmir Bank  
Oriental Bank of Commerce  
Punjab National Bank  
State Bank of Indore  
State Bank of Patiala  
State Bank of Hyderabad  
State Bank of India  
Syndicate Bank

#### Statutory Auditors:

M/s V.Sankar Aiyar & Company

#### Registered Office:

World Trade Centre, 1<sup>st</sup> Floor, Babar Road  
Barakhamba Lane, New Delhi 110 001  
Tel: 91-11-23411411, 91-11-23413616  
Fax: 91-11-23414271  
Website: www.petronetlng.com

#### Registrar & Share Transfer Agent:

M/s Karvy Computershare Pvt. Ltd  
KARVY House, 46, Avenue 4, Street No. 1,  
Banjara Hills, Hyderabad  
Tel : 040-23312454/23320751/52  
Fax: 040-23311968/23323049

#### LNG Terminal:

GIDC Industrial Estate, Plot No .7/A, Dahej,  
Talukavagra Distt. Bharuch (GUJARAT)  
Tel: 02641- 253182/ 257004  
Fax: 02641- 253180



## PETRONET LNG LIMITED

NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING - 2006

NOTICE is hereby given that the 8<sup>th</sup> (Eighth) Annual General Meeting of the Members of Petronet LNG Limited (PLL) will be held on Wednesday, the 14<sup>th</sup> day of June 2006 at 10:00 A.M. at Air Force Auditorium, Subroto Park, Daula Kuan, New Delhi-110 010 to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2006 Profit & Loss Accounts for the period ended 31<sup>st</sup> March 2006 together with Report of Directors' and Statutory Auditors thereon.
2. To appoint a Director in place of Shri Ashok Sinha who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Jacques Gautier, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Arun Duggal, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Statutory Auditors, fix their remuneration and in connection therewith, to pass with or without modification(s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956, M/s V. Sankar Aiyar & Company, Chartered Accountants, New Delhi, the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the 8<sup>th</sup> Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration of Rs. 2.50 lacs 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 Resolutions:**

6. **"RESOLVED THAT** pursuant to Article 109 of Articles of Association of the Company and the provision of Section 269, 309 and the provisions

of Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to 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 be and is hereby accorded to the appointment of Shri Prosad Dasgupta as Managing Director & CEO for a period of five years w.e.f. 1<sup>st</sup> September, 2005 on the following terms and conditions:-

**Salary :**

Rs. 95,000/- p.m. in the time scale of Rs. 80,000 – 5,000 – 1,00,000 with an annual increment of Rs. 5,000/-.

**Perquisites :**

- A. Housing : Rent free furnished accommodation alongwith benefits of gas, fuel, water, electricity (Rs. 3000/- per month), telephone, internet and fax as also upkeep and maintenance of Company's furnished accommodation.

Or

House Rent Allowance (HRA) limited to the 60% of basic salary or if he offers a house in his own name / spouse, the same may be taken on lease limited to 60% of the basic salary.

- B. Medical Reimbursement : Reimbursement of medical expenses for self and family including dependent parents at actual.
- C. Leave Travel Allowance : Leave Travel Allowance will be paid by the Company for self and family once in a year subject to a ceiling of one and half months salary in a year.
- D. Club Fees : Reimbursement of club fees, subject to maximum of two clubs.
- E. Personal Accident Insurance Policy : The Company subject to a maximum premium of Rs. 5,000/- p.a., will provide Personal Accident Insurance Cover as applicable to him.
- F. Furniture at residence upto Rs. 2.50 lakhs subject to recovery of Rs. 100/- p.m. and payment of 5% on maintenance allowance on self certification basis with option to repurchase at book value after 7 years or on retirement whichever is earlier.



## PETRONET LNG LIMITED

## Other benefits :-

- G. Contribution to Provident Fund, Superannuation Fund / Annuity Fund in accordance with the rules of the Company.
- H. Gratuity at a rate not exceeding one half month's salary for each completed year of service.
- I. Car with services of a driver to be maintained by the Company for official use. The permissible limit for personal use would be 1000 Kms per month with an annual ceiling of 12000 km against a monthly deduction of Rs. 600 p.m.
- J. Telephone / Fax / Internet facility – at actual.
- K. Leave / Leave Salary as per the rules of the Company.
- L. The performance Incentive would be decided by a Remuneration Committee to be constituted by the Board on a year-to-year basis based on the performance of the Company.
- M. Any and all allowances, perquisites and benefits under the appropriate schemes and rules applicable generally to the officers of the Company provided however that the total remuneration shall be within the ceiling prescribed under Schedule XIII of the Companies Act, 1956.
- N. The appointment will be subject to termination by three-month notice in writing on either side."
7. **"RESOLVED THAT** pursuant to Article 111 of the Articles of Association of the Company and the provisions of Section 269, 309 and the provisions of Schedule XIII and all other applicable provisions of the Companies Act, 1956, if any, approval of the Members be and is hereby accorded for extending the term of appointment of Shri Sham Sunder, Director (Technical) of the Company from 1<sup>st</sup> April 2006 to 31<sup>st</sup> July, 2006 on the existing terms and conditions as approved by the Members in the third Annual General Meeting held on 21<sup>st</sup> September, 2001."
8. **"RESOLVED THAT** Shri M. S. Srinivasan who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the 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 under Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation."

9. **"RESOLVED THAT** Shri B. M. Bansal, Nominee of Indian Oil Corporation Ltd. (IOCL), who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the 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 under Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation."
10. **"RESOLVED THAT** Shri Hasmukh Adhia, Nominee of State Government of Gujarat who was appointed as an Additional Director of the Company by the Board of Directors under section 260 of the 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 under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation."
11. **"RESOLVED THAT** pursuant to Article 111 of Articles of Association of the Company and the provision of Section 269, 309 and the provisions of Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to 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 be and is hereby accorded to the appointment of Shri A.Sengupta as Director (Finance & Commercial) for a period of five years w.e.f. 27<sup>th</sup> April, 2006 on the following terms and conditions:-

**Salary :**

In the pay scale of Rs. 70,000 – 4,000 – 90,000 with an annual increment of Rs. 4,000/-.



## PETRONET LNG LIMITED

### Perquisites :

- A. Housing : Rent free furnished accommodation alongwith benefits of gas, fuel, water, electricity (Rs. 2000/- per month), telephone, internet and fax as also upkeep and maintenance of Company's furnished accommodation.

Or

House Rent Allowance (HRA) limited to the 60% of basic salary or if and if he offers a house in his own name / spouse, the same may be taken on lease limited to 60% of the basic salary.

- B. Medical Reimbursement : Reimbursement of medical expenses for self and family including dependent parents at actual.
- C. Leave Travel Allowance : Leave Travel Allowance will be paid by the Company for self and family once in a year subject to a ceiling of one and half months salary in a year.
- D. Club Fees : Reimbursement of club fees, subject to maximum of two clubs.
- E. Personal Accident Insurance Policy : The Company subject to a maximum premium of Rs. 4,000/- p.a., will provide Personal Accident Insurance Cover as applicable to him.
- F. Furniture at residence upto Rs. 2.25 lakhs subject to recovery of Rs. 100/- p.m. and payment of 5% on maintenance allowance on self certification basis with option to repurchase at book value after 7 years or on retirement whichever is earlier.

### Other Benefits :-

- G. Contribution to Provident Fund, Superannuation Fund / Annuity Fund in accordance with the rules of the Company.
- H. Gratuity at a rate not exceeding one half month's salary for each completed year of service.
- I. Car with services of a driver to be maintained by the Company for official use. The permissible limit for personal use would be 1000 Kms per month with an annual ceiling of 12000 km against a monthly deduction of Rs. 600 p.m.
- J. Telephone / Fax / Internet facility – at actual.
- K. Leave / Leave Salary as per the rules of the Company.

- L. The performance Incentive would be decided by a Remuneration Committee to be constituted by the Board on a year-to-year basis based on the performance of the Company.

- M. Any and all allowances, perquisites and benefits under the appropriate schemes and rules applicable generally to the officers of the Company provided however that the total remuneration shall be within the ceiling prescribed under Schedule XIII of the Companies Act, 1956.

- N. The appointment will be subject to termination by three-month notice in writing on either side."

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

12. "RESOLVED THAT in accordance with the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by resolution) or as may be prescribed or made, in granting such consents and approvals and which may be agreed by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, in the course of domestic / international offerings to Domestic / Foreign Institutions, Non-Resident Indians, Indian Public Companies, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through a public issue and / or on a private placement basis, debentures or bonds whether Partly/Optionally/ Fully Convertible and / or Securities linked to Ordinary Shares including but not limited to Global Depositary Receipts (GDRs) and / or Foreign Currency Convertible Bonds and / or Bonds with Share Warrants attached(hereinafter referred to as "Securities"), secured or unsecured such that the total amount raised through the aforesaid Securities should not exceed Rs. 500 crores (including green shoe, if any), or



## PETRONET LNG LIMITED

its equivalent, of incremental funds for the Company.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form and terms of the Issue(s), including the calls of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of securities / exercise of warrants / redemption of securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad, appoint lead managers, and other agencies as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad and to settle any questions or difficulties that may arise in regard to the Issue(s)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred above to any Committee of Directors or Managing Director of the Company."

13. **"RESOLVED THAT** pursuant to provisions of Section 61 of the Company Act, 1956 the approval of the Company be and is hereby given to any amendments, variations, modifications or supplements made or to be made to the contracts mentioned in the prospectus issued and filed with the Registrar of Companies, Delhi and Haryana in connection with the Company's Initial Public Offering (IPO) in March, 2004".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to amend, vary, modify or supplement any of the contracts mentioned in the Prospectus, from time to time, in the interest of the Company".

Report  junction.com

By Order of the Board  
For Petronet LNG Limited

(R. K. Garg)

Sr. VP-Fin. & Company Secretary

Place: New Delhi

Date : 27<sup>th</sup> April, 2006

#### NOTES:

- The Explanatory statement pursuant to section 173 of the Companies Act, 1956 in respect of the special business and also for Item No. 5 set out above is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING 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.**
- 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.
- All documents referred to the accompanying notice and the Explanatory Statement 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 Annual General Meeting.
- Members /Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- Members are requested to bring their copies of the Annual Report to the Meeting.
- Members holding Shares in physical mode are requested to notify the change in their address/ bank



## PETRONET LNG LIMITED

account to the Company/ M/s Karvy Computershare Private Limited, KARVY House, 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad – 500034, the Registrar & Share Transfer Agent (R & T Agent) of the Company.

- 8 Members holding shares in De-mat mode are requested to notify the change in their address / bank account to their respective Depository Participants (DPs).
- 9 Members must quote their Folio Number in all correspondence with the Company/ R&T Agent. Members holding shares in De-mat/ Electronic form are requested to get the change in address/bank details in the records of their Depository Participant(s).
- 10 No gifts will be distributed at the Annual General Meeting.
- 11 The Share transfer Books of the company will remain closed from 7<sup>th</sup> June, 2006, to 14<sup>th</sup> June, 2006 (both days inclusive) for the purpose of Annual General Meeting.
- 12 Entry to the Auditorium will be strictly against entry slip available at the counters at the venue and against exchange of Attendance Slip.
- 13 No Brief case / Bags / Eatables will be allowed to be taken inside the Auditorium.

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

#### **ITEM NO: 5**

M/s. V. Sankar Aiyar & Company, Chartered Accountants, were appointed as the Statutory Auditors of the company in the Seventh Annual General Meeting held on 26<sup>th</sup> July, 2005 in terms of Section 224 of the Companies Act, 1956, the Auditors shall hold office till the conclusion of the ensuing Annual General Meeting. Further, in terms of provisions of Section 224A of the Companies Act, 1956, the appointment/reappointment of Auditors will be made in the Annual General Meeting by passing a Special Resolution, if 25% or more of the paid up share capital of the Company is being held by Public Financial Institution(s) or a Government Company or Companies or Central or State Government.

As more than 25% of the paid up share capital of the Company is being held by the Government Companies, therefore, the Directors of the Company recommend the appointment of M/s V. Sankar Aiyar & Company, Chartered Accountants as Auditors of the Company by passing a Special Resolution at remuneration of Rs. 2.50

lacs plus out of pocket expenses and applicable service tax.

No Director of the Company is in any way concerned or interested in the proposed resolution.

#### **ITEM NO: 6**

Shri Prosad Dasgupta was appointed as Managing Director & CEO by the Board in its Meeting held on 1<sup>st</sup> September, 2005 for a period of five years.

As per the requirement of the Companies Act, 1956, the appointment of Managing Director is required to be approved by the Shareholders in the General Meeting.

Your Directors recommend the resolution for approval of the Shareholders including the terms & conditions as set out in the Resolution.

Shri Prosad Dasgupta is interested in the resolution to the extent of his term as Managing Director & CEO. No other Director of the Company is in any way concerned or interested in the proposed resolution.

#### **ITEM NO: 7**

Shri Sham Sunder was appointed as Director (Technical) on 7<sup>th</sup> April, 1998 and the tenure of his appointment was extended by the Shareholders from time to time and the last one was upto 31<sup>st</sup> March, 2006.

The Board of Directors in its meeting held on 24<sup>th</sup> January, 2006 further extended the tenure of Shri Sham Sunder up to 31<sup>st</sup> July, 2006 i.e, upto attaining the age of 65 years on the existing terms and conditions as approved by the Shareholders in the third Annual General Meeting held on 21<sup>st</sup> September, 2003.

As per the requirement of the Companies Act, 1956 the appointment of whole-time Director is required to be approved by the Shareholders in the General Meeting.

Your Directors recommend the resolution for approval of the Shareholders.

Shri Sham Sunder is interested in the resolution to the extent of extension of his term as Director (Technical). No other Director of the Company is in any way concerned or interested in the proposed resolution.

#### **ITEM NO: 8**

Pursuant to Article 113A of Articles of Association of the Company and in terms of Section 260 of the Companies Act, 1956, Shri M. S. Srinivasan, Secretary (P&NG) was appointed as Additional Director w.e.f. 11<sup>th</sup> January, 2006 on the Board of the Company.



## PETRONET LNG LIMITED

Pursuant to provisions of Section 260 of the Companies Act, 1956, he holds office as Director up to the date of ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a Shareholder proposing the name of Shri M. S. Srinivasan as Director of the Company. A brief resume of Shri M. S. Srinivasan as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. The Board recommends that he may be appointed as Director liable to retire by rotation.

Your Directors recommend the resolution for approval of the Shareholders.

Shri M. S. Srinivasan is interested in the resolution to the extent of his appointment as Director. No other Director of the Company is in any way concerned or interested in the proposed resolution.

### ITEM NO: 9

Pursuant to Article 113 A of Articles of Association of the Company and in terms of section 260 of the Companies Act, 1956, Shri B. M. Bansal was appointed as Additional Director w.e.f. 3<sup>rd</sup> January, 2006 on the Board of the Company as nominee of IOCL, one of the Promoters of the Company. Pursuant to provisions of Section 260 of the Companies Act, 1956, he holds office as Director up to the date of ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a Shareholder proposing the name of Shri B. M. Bansal as Director of the Company. A brief resume of Shri B. M. Bansal as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. The Board recommends that he may be appointed as Director liable to retire by rotation.

Your Directors recommend the resolution for approval of the Shareholders.

Shri B. M. Bansal is interested in the resolution to the extent of his appointment as Director. No other Director of the Company is in any way concerned or interested in the proposed resolution.

### ITEM NO : 10

Pursuant to Article 113 A of Articles of Association of the Company and in terms of section 260 of the Companies Act, 1956, Shri Hasmukh Adhia was appointed as Additional Director w.e.f. 27<sup>th</sup> April, 2006 on the Board of the Company as Nominee of State Government of Gujarat in terms of Concession Agreement with GMB. Pursuant to provisions of Section 260 of the Companies Act, 1956, he holds office as Director up to the date of ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a Shareholder proposing the name of Shri Hasmukh

Adhia as Director of the Company. A brief resume of Shri Hasmukh Adhia as required in terms of Clause 49 of the Listing Agreement is enclosed with the notice. The Board recommends that he may be appointed as Director liable to retire by rotation.

Your Directors recommend the resolution for approval of the Shareholders.

Shri Hasmukh Adhia is interested in the resolution to the extent of his appointment as Director. No other Director of the Company is in any way concerned or interested in the proposed resolution.

### ITEM NO: 11

Shri A. Sengupta was appointed as Director (Finance & Commercial) by the Board in its Meeting held on 27<sup>th</sup> April, 2006 for a period of five years.

As per the requirement of the Companies Act, 1956, the appointment of Whole-time Director is required to be approved by the Shareholders in the General Meeting. A brief resume of Shri A. Sengupta as required in term of Cause 49 of the Listing Agreement is enclosed with the notice.

Your Directors recommend the resolution for approval of the Shareholders including the terms & conditions as set out in the Resolution.

Shri A. Sengupta is interested in the resolution to the extent of his appointment as Director (Finance & Commercial). No other Director of the Company is in any way concerned or interested in the proposed resolution.

### ITEM NO : 12

The Board has approved the construction of Kochi LNG terminal with an estimated cost of US\$ 460 million (Rs 2050 crores) with targeted completion in December 2009. For financing Kochi project, various options are being evaluated, which includes issue of fresh equity shares through Rights Issue or through FCCB route. Also, options are being explored to issue Convertible Debentures. Board is deliberating merits or demerits of various financing options to part finance the Kochi project to the extent of US\$ 100 million or its equivalent. In view of the above, approval of the Shareholders are needed to raise equity for part financing of Kochi project either through Rights issue or FCCB route or through Convertible Debentures.

In terms of provisions of Section 81 (3) of the Companies Act 1956 the approval of the Shareholders is required by way of special resolution.

Your Directors recommend the resolution for approval of the Shareholders.



## PETRONET LNG LIMITED

No Director of the Company is in any way concerned or interested in the proposed resolution.

### ITEM NO : 13

The Company had issued prospectus, which was filed with the Registrar of Companies, Delhi and Haryana in connection with its Initial Public Offering in March, 2004 ("**Prospectus**"). The Prospectus sets out among others in the chapter titled "Business" the details of the contracts entered into by the Company in relation to the LNG project being implemented by the Company at Dahej, Gujarat. Such chapter mentions therein *inter alia* the details of the LNG Sale and Purchase Agreement, Gas Sale and Purchase Agreement(s), Technical Services Agreement and the agreements in relation to payment trust account mechanism. The Company is in the process of expanding the capacity of its LNG receiving, storage and regasification terminal at Dahej, Gujarat ("**Terminal**") from 5 MMTPA to receive, store and regasify up to 10 MMTPA of LNG. Consequent to the expansion of the Company's Terminal, these contracts mentioned in the Prospectus may have to be modified, varied, amended and supplemented, from time to time. The Company is also in the process of developing a LNG terminal at Kochi and the contracts mentioned in the Prospectus may also have to be amended, varied, modified or supplemented to extend and apply such contracts in respect of the LNG terminal of the Company at Kochi.

In accordance with Section 61 of the Companies Act, 1956, the contracts mentioned in the Prospectus can be only amended subject to the approval of the Shareholders of the Company or with the authority given by the Shareholders of the Company. Therefore, the Board recommends the resolutions for approval of the Shareholders.

None of the Directors of the Company is concerned or interested in the proposed resolutions.

By Order of the Board  
For Petronet LNG Limited

(R. K. Garg)

Sr. VP-Fin. & Company Secretary

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

#### **Shri Ashok Sinha**

Presently, Shri Ashok Sinha is the Chairman & Managing Director of Bharat Petroleum Corporation Limited (BPCL). Earlier to his appointment as CMD, he was Director (Finance) of BPCL. Shri Sinha is Graduate in Electric Engineering from IIT Kanpur and MBA from the Indian Institute of Management, Bangalore with Specialization in Finance.

During his association with BPCL, he has handled key responsibilities in the areas of Corporate affairs, Planning, Information Technology and Retail Marketing and has vast experience in Oil business. He has been conferred with India CFO Award-2001 for information and Knowledge Management by the Economic Intelligence Unit (EUI) India and American Express. He has also received award from TMG (Technology Media Group) for Customer Management.

Shri Ashok Sinha holds Directorship/Chairmanship in the following other Companies.

Bharat Petroleum Corporation Limited, Chairman & Managing Director

Kochi Refineries Limited, Chairman

Numaligarh Refinery Limited, Chairman

Indraprastha Gas Limited, Chairman

Bharat Oman Refineries Limited, Director

Bharat Shell Limited, Director

Shri Ashok Sinha holds Membership/Chairmanship in the Committees of the following other Companies.

Name of the Company	Name of the Committee(S)	Position held
Bharat Petroleum Corporation Ltd	Investors Grievance Committee	Member
Bharat Shell Limited	Audit Committee	Member
	Remuneration Committee	Member
Bharat Oman Refineres Ltd	Remuneration Committee	Member

Place: New Delhi

Date : 27<sup>th</sup> April, 2006

**PETRONET LNG LIMITED****Mr. Jacques Gautier**

Mr. Jacques Gautier is the head of Engineering department Gaz de France. He Graduated as Mechanical Engineer from Ecole Centrale des Arts et Manufactures de Paris in 1975 and joined Electricite de France and was involved for 12 years in engineering and supervision of construction of various Nuclear Power Plants. Since 1989, when he joined Gaz de France, he has accumulated wide experience in the Natural Gas industry on operational aspects in the Transmission Division as well as international NG Project studies and development in the International Development Division.

Shri Jacques Gautier is not Director on the Board of any other Company and is also not a Member/Chairman of Committees of Board of any other Company.

**Shri Arun Duggal**

Shri Arun Duggal is an experienced International Banker, advising Corporations on Financial Strategy, M&A and Capital Raising areas. He advised Matrix Pharmaceutical in raising \$ 125 million on Private Equity Capital from NewBridge Capital & Temasek, Chrys Capital's investment in Shriram Group and other transactions.

He is an International Advisor to a number of major Financial Institutions and private equity firms. These include DBZ Partners (U.S.), Chrys Capital (Mauritius) Shri Ram Group, Inter Globe Group and others. Shri Duggal had a 26 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001. He spent ten years (1981-1990) with the New York Corporate Office of Bank of America handling multinational relationships, including major integrated international oil companies like Exxon, Mobil, Texaco, etc.

He is the Vice Chairman (non executive) of International Assets Reconstruction, a de-novo Company engaged in managing Non Performing Loan portfolios.

Shri Duggal holds Directorship in the following other Companies :-

Name of the Company	Position held
Zuari Industries Ltd.	Director
Patni Computers Systems Ltd.	Director
Manipal Acunova Private Ltd.	Director
Matrix Laboratories Ltd.	Director
Shriram Transport Finance Co. Ltd.	Director
Jubilant Energy Ltd., Canada	Director
Blackstone Investment Co. Pvt. Ltd	Director
International Asset Reconstruction Co. Pvt. Ltd.	Director
Tanglewood Financial Advisors Pvt. Ltd.	Director
Fidelity Fund Management PL	Director
Chakra Interactive Pvt. Ltd.	Director
Carzorent (India) Pvt. Ltd.	Director

Shri Arun Duggal holds Membership/Chairmanship in the Committees of the following Companies.

Name of the Company	Name of the Committee(s)	Position held
Zuari Industries Ltd.	Audit Committee	Member
Patni Computers Systems Ltd.	Audit Committee	Chairman
	Shareholder's Investors Grievance Committee	Chairman
Matrix Laboratories Ltd.	Audit Committee	Chairman
	Compensation Committee	Member

**Shri Prosad Dasgupta**

Shri Prosad Dasgupta holds his Bachelor's Degree in Commerce from Ravi Shankar University, Raipur in 1967. He is a member of The Institute of Chartered Accountants of India since 1972 and also passed final examination of the Institute of Company Secretaries and Administration London in 1975. He has been exposed to Finance & Accounts Management, Cost Control & Budgeting, Project Evaluation, Loan Syndication, Capital Restricting, IPOs, Acquisitions & Mergers, Consumer Finance, Production Planning & Distribution, Material Control, Secretarial & Legal Matters, Central Excise, Taxation & Sales Tax & Computerization to name few. He joined the Company in January, 2003 as Director (Finance). Prior to join the Company, he was working as Chief Financial Officer with Essar Telecom-Essar Teleholdings Ltd.

Shri Prosad Dasgupta is not Director on the Board of any other Company and is also not a Member/Chairman of Committees of Board of any other Company.