

CAIRN INDIA LIMITED

Registered Office: 101, First Floor, C Wing, Business Square, Andheri Kurla Road, Andheri (E), Mumbai - 400 059

Corporate Office: DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122 002, Haryana, India

Corporate Identification Number: L11101MH2006PLC163934, **Website:** www.cairnindia.com

Phone: +91 124 4593000, +91 22 40902613, **Fax:** +91 124 4145612, +91 22 40902633



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the ninth annual general meeting of Cairn India Limited will be held at 10.30 a.m. on Tuesday, the 21 July, 2015 at Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai-400 050, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the year ended 31 March, 2015 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statement of the Company for the year ended 31 March, 2015.
2. To confirm the payment of interim dividend of INR 5 per equity share made during the year 2014-15 and to declare final dividend of INR 4 per equity share for the year ended 31 March, 2015.
3. To appoint a Director in place of Mr. Tarun Jain (DIN 00006843), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint S. R. Batliboi & Co. LLP, Chartered Accountants (firm registration number: 301003E), statutory 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 authorize the Board of Directors of the Company to fix their remuneration.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company be and are hereby authorized to appoint auditors to conduct the audit of accounts of branch offices of the Company, whether existing or which may be opened hereafter, situated in countries other than India at a remuneration and on terms and conditions to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Mayank Ashar (DIN 07001153) who was appointed as an additional Director of the Company by the Board of Directors with effect from 17 November, 2014 and who holds office upto the date of this annual general meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 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 retire by rotation.

RESOLVED FURTHER THAT Mr. Mayank Ashar shall continue to be the Managing Director & Chief Executive Officer for a period upto 16 November, 2019 on the terms and conditions as were approved by the shareholders of the Company vide resolution dated 11 December, 2014."

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 Sections 141, 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of INR 885,000 (Rupees eight lacs eighty five

thousand only) plus applicable taxes and out of pocket expenses payable to M/s. Shome & Banerjee (firm registration number: 000001), Cost Accountants, appointed as cost auditors of the Company for the financial year 2015-16.”

By Order of the Board of Directors
For Cairn India Limited



Neerja Sharma

Director -Assurance & Communication
and Company Secretary
Membership Number- A9630

Place: Gurgaon
Date: 23 April, 2015

NOTES:

1. 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 instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment/ re-appointment as mentioned under items nos. 3 and 6 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out details relating to the special business mentioned under item nos. 6 & 7 of this notice, is annexed hereto.
6. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
7. The register of members and the share transfer books of the Company will remain closed from Friday, 10 July, 2015 to Tuesday, 21 July, 2015 (both days inclusive).
8. The final dividend as recommended by the Board of Directors, if approved by the shareholders at the ensuing annual general meeting, shall be paid to those members/beneficial owners whose names appear on the register of members/ depository records as at the closing hours of business on Thursday, 9 July, 2015.

9. The Ministry of Corporate Affairs on 10 May, 2012 notified the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividend as on the date of the eighth annual general meeting of the Company which was held on 23 July, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors" section on the website of the Company viz. www.cairnindia.com. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's registrar and transfer agent viz. Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078 before the same is due for transfer to the Investor Education and Protection Fund.
10. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of annual general meeting, to enable the Company to keep the information ready.
11. Members are requested to:
 - a. Bring their copy of the annual report for the meeting.
 - b. Send to their depository participant/registrar the ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any. This is to avoid fraudulent encashment of dividend warrants.
 - c. 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.
 - d. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
12. The annual report 2014-15 along with the notice of annual general meeting, attendance slip, proxy form and ballot form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2014-15 along with the notice of annual general meeting, attendance slip, proxy form, ballot form and postage pre-paid envelope are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website viz. www.cairnindia.com. The notice of annual general meeting is also available on CDSL website viz. www.cdslindia.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For requesting any of the above documents, the shareholders may write to the registrar and transfer agent at their email id viz. rnt.helpdesk@linkintime.co.in
13. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. We thus request you to kindly register/update your email ids with your respective depository participant. In case of physical shares, register/update your email ids with the Company's registrar and share transfer agent.
14. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's registrar and share transfer agent in this regard.
15. The Securities and Exchange Board of India vide its circular dated 21 March, 2013, has mandated that for making cash payments to the investors, companies whose securities are listed on the stock exchanges shall use any Reserve Bank of India approved electronic mode of payment such as ECS, RECS, NECS, NEFT etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories for making cash payment/dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the registrar and share transfer agent for physical shares.
16. The annual report along with the notice of annual general meeting, postal ballot form and postage pre-paid envelope is being sent to the members, whose names appear in the register of members/depositories as at closing hours of business on Friday, 22 May, 2015. Any person who has become a member of the Company after the said date may obtain ballot

form etc. by writing to the registrar and transfer agent at their email id viz. rnt.helpdesk@linkintime.co.in

17. VOTING OPTIONS

- i. Pursuant to Section 108 of Companies Act, 2013, Companies (Management & Administration) Rules, 2014 and provisions of clause 35B of the listing agreement, the shareholders can vote on all the business to be transacted at the annual general meeting by way of any one of the following methods:
 - a) Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting
 - b) Voting through ballot
 - c) Voting at venue of the annual general meeting through e-voting facility or poll, as will be provided by the Company

- ii. A shareholder can opt for only one mode of voting. In case a shareholder votes through remote e-voting as well as sends his/her vote through ballot form, the vote cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.

The shareholders who have cast their votes either through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the annual general meeting.

- iii. The shareholders as on the cut-off date viz. Tuesday, 14 July, 2015 shall only be eligible to vote on the resolutions mentioned in the notice of annual general meeting.
- iv. The shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- v. The Company has appointed Mr. Nilesh G. Shah, practicing company secretary, as the scrutinizer for conducting the voting process in a fair and transparent manner.
- vi. The scrutinizer will submit his final and consolidated report to the Chairman of the Company within three days after the conclusion of annual general meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
- vii. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company after the annual general meeting within the prescribed time limits.
- viii. The results of voting will also be placed at the website of the Company viz. www.cairnindia.com and on CDSL website viz. www.cdslindia.com

18. INSTRUCTIONS FOR REMOTE E-VOTING

- i. To initiate the voting process, log on to the e-voting website viz. www.evotingindia.com
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in physical form should enter folio number registered with the Company
- iv. Thereafter, enter the image verification Code as displayed and click on "Login" tab.
- v. If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password are to be used. If you have forgotten the

password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

vi. If you are first time user, then fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details#	Enter your bank account number for the purpose of dividend as registered with your depository participant in case of electronic shares or with the Company in respect of physical shares.
DOB#	Enter your date of birth as recorded in your demat account or in the Company records in respect of your shareholding in the Company in dd/mm/yyyy format.

*Members who have not updated their PAN with the Company / Depository Participant, are requested to use first two letters of their name and the number of shares as on cut-off date viz. 14 July, 2015 in the PAN field. In case the number of shares is less than 8 digits, enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar Sinha holding 45 shares as on cut-off date, please enter RA00000045 in the PAN field. In case your name is R K Sinha, then enter RK00000045. Please do not enter any prefix like Dr., Col., Mr. etc. in the PAN field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the **number of shares** held by you as on the cut-off date viz. Tuesday, 14 July, 2015 in the Dividend Bank details field

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this notice.

x. Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.

xi. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.

xii. Click on the "Resolutions File Link" if you wish to view the entire resolutions.

xiii. After selecting the resolution you have decided to vote on, click the "SUBMIT" tab. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

xvi. **Additional instructions for non-individual shareholders and custodians**

- a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians voting for the first time are required to log on to www.evotingindia.com and register themselves as corporates. Corporates and custodians already registered with CDSL should use their existing login details.
- b. After registering online, scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- c. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xvii. The voting period begins at 9.00 a.m. on Saturday, 18 July, 2015 and ends at 5.00 p.m. on Monday, 20 July, 2015. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Tuesday, 14 July, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

xviii. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under “Help” section or write an email to helpdesk.evoting@cdslindia.com.

19. INSTRUCTIONS FOR VOTING THROUGH BALLOT

- i. Members who hold shares as on the cut-off date viz. Tuesday, 14 July, 2015 and do not have access to remote e-voting facility may send duly completed ballot form in the postage pre-paid envelope with their assent or dissent in writing in respect of the resolutions as set out in this notice.
- ii. The envelope containing ballot form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The ballot form may also be deposited personally at the address mentioned on the self-addressed postage pre-paid envelope. The ballot form should reach the scrutinizer by Monday, 20 July, 2015 before 5.00 p.m. The ballot forms received after the said date and time will be treated as if no reply from the shareholder has been received.
- iii. A shareholder may request for a duplicate ballot form, if so required by writing to the registrar and transfer agent at their email id viz. rnt.helpdesk@linkintime.co.in. However, the duly completed duplicate ballot form should reach the scrutinizer before the above mentioned date and time.
- iv. Detailed instructions for voting are provided in the ballot form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Mr. Mayank Ashar (DIN 07001153), 60, has completed his Masters in Engineering as well as MBA from the University of Toronto, Canada.

In terms of the provisions of the Companies Act, 2013 (“Companies Act”) and the Articles of Association of the Company, pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors had, at its meeting held on 21 October, 2014 appointed Mr. Mayank Ashar as an additional Director of the Company w.e.f 17 November, 2014. He was also designated as Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years upto 16 November, 2019. Mr. Ashar being an additional Director holds office upto the date of this annual general meeting.

The appointment of Mr. Mayank Ashar as Managing Director & Chief Executive Officer was approved by the shareholders of the Company (vide resolution passed through postal ballot) on 11 December, 2014 and by the Central Government on 16 January, 2015.

Mr. Ashar has over 37 years of rich & exhaustive experience in international oil & gas industry through various senior management and top leadership roles in leading global companies such as British Petroleum, Petro-Canada, Suncor Energy and Irving Oil. Mr. Ashar brings a rare mix of driving corporate strategy and on-ground execution.

He has worked in all aspects of the refining and marketing business: refining, logistics, retail marketing, corporate planning and M&A. From 1996-2003, he managed Suncor's Oil Sands Operation in Fort McMurray.

Mr. Ashar has delivered industry-leading business results and demonstrated expertise in driving strategic growth, both organic and inorganic, delivering operational efficiency and executing large, complex capital intensive projects. In 2003, Mr. Ashar was named as the "Operations Executive of the Year" by the Canadian business magazine in recognition of his operational excellence & large scale project management leadership in the oil sands with Suncor Energy.

Given his expertise, knowledge and experience in various fields, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 6 of the accompanying notice for approval of the members as an Ordinary Resolution.

Except Mr. Mayank Ashar, none of the Directors, key managerial personnel (KMPs) or the relatives of Directors or KMPs are interested or concerned in the said resolution.

ITEM NO. 7

The Board of Directors of the Company at their meeting held on 23 April, 2015 has, on recommendation by the Audit Committee, appointed M/s Shome & Banerjee (firm registration number: 000001), Cost Accountants as the cost auditors for the financial year 2015-16 at a remuneration of INR 885,000 (Rupees eight lacs eighty five thousand only) plus applicable taxes and out of pocket expenses.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the cost auditors is to be ratified by the members of the Company.

The Board considers the remuneration payable to the cost auditors as fair and recommends the resolution contained in item no. 7 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs are interested or concerned in the said resolution.

By Order of the Board of Directors
For Cairn India Limited



Neerja Sharma

Director - Assurance & Communication
and Company Secretary
Membership Number- A9630

Place: Gurgaon
Date: 23 April, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(In pursuance of clause 49 of the listing agreement)

Name of Director	Mr. Tarun Jain	Mr. Mayank Ashar
Date of Birth	6 March, 1960	30 April, 1955
Nationality	Indian	Canadian
Date of Appointment	16 December, 2011	17 November, 2014
Expertise in specific functional areas	Finance, Audit, taxation, secretarial and legal matters	Oil & Gas industry
Qualifications	CWA, CA and CS	MBA and Masters in Engineering
Directorship held in other companies	<ul style="list-style-type: none"> •Bharat Aluminium Company Limited •Sterlite (USA) Inc. •Sterlite Infra Limited •Vedanta Limited (erstwhile Sesa Sterlite Limited) •Vedanta Medical Research Foundation (under Section 8 of the Companies Act, 2013) •Rajtaru Charity Foundation (under Section 8 of the Companies Act, 2013) 	Teck Resources Limited
Committee position* in Cairn India Ltd.	<ul style="list-style-type: none"> •Audit Committee- Member •Stakeholders' Relationship Committee - Member 	None
Membership/Chairmanship of Committees* of other Indian public companies:		
Audit Committee	Bharat Aluminium Company Limited - Member	None
Stakeholders' Relationship Committee	None	None
Shareholding in the Company	Nil	Nil

*Only Audit Committee and Stakeholders' Relationship Committee included

No. of Board/Committee meetings held and attended during the financial year 2014-15												
Name Of Director	Board Meeting		Audit Committee		Nomination & Remuneration Committee		Stakeholders' Relationship Committee		CSR Committee		Risk Management Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Mr. Tarun Jain	6	5	5	5	4	4	2	2	3	3	1	1
Mr. Mayank Ashar	6*	2	NA	NA	NA	NA	NA	NA	NA	NA	1	1

*Appointed as a Managing Director & Chief Executive Officer w.e.f. 17 November, 2014 after which two Board meetings were held during financial year 2014-15.

Disclosure in terms of Clause 49 (VIII) (E) of the Listing Agreement

None of the Directors have inter-se relationship except Mr. Navin Agarwal and Ms. Priya Agarwal. Ms. Agarwal is the daughter of Mr. Navin Agarwal's elder brother, Mr. Anil Agarwal.

CAIRN INDIA LIMITED

Registered Office: 101, First Floor, C Wing, Business Square, Andheri Kurla Road, Andheri (E), Mumbai - 400 059

Corporate Office: DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122 002, Haryana, India

Corporate Identification Number: L11101MH2006PLC163934, **Website:** www.cairnindia.com

Phone: +91 124 4593000, +91 22 40902613, **Fax:** +91 124 4145612, +91 22 40902633



ATTENDANCE SLIP

NINTH ANNUAL GENERAL MEETING TUESDAY, 21 JULY, 2015

Folio No./ DP ID-Client ID No.:

No. of share(s) held:

Name of the Shareholder/Proxy:(IN BLOCK LETTERS)

Address:

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I/We hereby record my/our presence at the ninth annual general meeting of Cairn India Limited on 21 July, 2015 at 10.30 a.m. at Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai 400 050.

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Signature of Shareholder/Proxy

Notes:

- (i) Please complete this attendance slip, sign and hand it over at the entrance of the meeting hall.
- (ii) 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.