



WE FUEL AMAZING

CAIRN INDIA LIMITED

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

Corporate Office: Vipul Plaza, 3rd & 4th Floors, Sun City, Sector 54, Gurgaon - 122 002

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

Phone: +91 124 4593000, +91 22 40902613, **Fax:** +91 124 2889320, +91 22 40902633

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN that the resolution as set out in this notice is proposed for consideration by shareholders of Cairn India Limited ("**Company**") for passing by means of Postal Ballot under Section 110 of the Companies Act, 2013 ("**Companies Act**"), including any statutory modification(s) or re-enactment thereof for the time being in force, read with Rule 22 of the Companies (Management and Administration) Rules ("**the Rules**"), 2014 and other applicable provisions or re-enactments thereof.

The proposed resolution as set out below along with the Explanatory Statement is being sent to you for your consideration, along with a Postal Ballot Form. The Company has appointed Mr. Sanjay Grover, practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the back of the Postal Ballot Form and give your assent (for) or dissent (against) either through enclosed self-addressed postage pre-paid envelope completed in all respects which should reach the Scrutinizer by Monday, 8 December, 2014 before 5.30 p.m. or through e-voting facility which will remain open upto 5.30 p.m. on Monday, 8 December, 2014. Please note that any postal ballot form(s) received after the said date and time will be treated as if no reply has been received from the member.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act read with the Rules, the e-voting facility is being provided to all members which would enable them to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (CDSL) for providing the e-voting facility through its platform. The process and manner for e-voting is provided in the Postal Ballot Form. In case a member votes through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

After completion of scrutiny, the Scrutinizer will submit his report to the Chairman. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board of Directors of the Company at 2.30 p.m. on Thursday, 11 December, 2014 at the Corporate Office of the Company situated at Vipul Plaza, 3rd & 4th Floors, Sun City, Sector 54, Gurgaon – 122 002 and the resolution will be taken as passed effectively on the date of declaration of the results. The results of the Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website viz. www.cairnindia.com and on CDSL's website viz. www.cdslindia.com and will also be displayed at registered office of the Company for information of the members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

RESOLUTION PUT THROUGH POSTAL BALLOT

To consider and, if thought fit, to give assent / dissent to the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("**Companies Act**") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act and subject to the approval of Central Government and/ or approval of other Government/ regulatory authorities/ agencies, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Mayank Ashar (DIN 07001153) as Managing Director and Chief Executive Officer of the Company with effect from 17 November, 2014 for a period of 5 (five) years upto 16 November, 2019 on the terms and conditions and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the appointment of Mr. Mayank Ashar shall be subject to retirement by rotation.

RESOLVED FURTHER THAT the aggregate of salary, perquisites, bonus, benefits, allowances and other payments, paid to Mr. Mayank Ashar in any financial year as detailed in the explanatory statement herein below shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act for the time being in force.

RESOLVED FURTHER THAT subject to the provisions of Companies Act and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act and/or the guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board of Directors or any Committee thereof be and is hereby authorized to vary and alter the terms and conditions of the said appointment and to increase, augment and/or vary the remuneration to be paid and provided from time to time to Mr. Mayank Ashar.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Mayank Ashar as provided in this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the Government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions.”

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



Neerja Sharma
Director – Assurance & Communication and Company Secretary

Place: Gurgaon
Date: 21 October, 2014

Notes:

1. Explanatory Statement and reasons for the proposed resolution, pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) are annexed to the Notice.
2. The Notice is being sent to all the members, whose names appear in the Register of members / Records of Depositories as on close of business hours on Tuesday, 21 October, 2014. In accordance with the provisions of Section 101 of the Companies Act read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through permissible mode.
3. Please read the voting instructions carefully printed on the back of the Postal Ballot Form before exercising vote.
4. The date of declaration of results of the Postal Ballot viz. Thursday, 11 December, 2014 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

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

Mr. Mayank Ashar (DIN 07001153) aged 59 years has done his Masters in Engineering as well as MBA from the University of Toronto, Canada.

He has over 36 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 and Suncor Energy. Mr. Ashar brings a rare mix of driving corporate strategy and on-ground execution.

He started his career in 1977 with British Petroleum as a process engineer and was promoted across a number of roles in the company within a short timeframe. He also worked with Petro Canada Inc before moving to Suncor Energy, Canada in the year 1987. Mr. Ashar was the Executive Vice President, Strategy Growth & Energy Trading with Suncor Energy before moving to Irving Oil Limited where he served as the Chief Executive Officer & President.

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.

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 and Remuneration Committee, the Board of Directors have, at their meeting held on 21 October, 2014, subject to the approval of the shareholders and other regulatory approvals, as applicable, appointed Mr. Mayank Ashar as an additional Director of the Company designated as the Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years with effect from 17 November, 2014. His appointment is subject to retirement by rotation.

The terms and conditions and the remuneration proposed to be paid to Mr. Mayank Ashar are set out as under:

S. No.	Particulars	Amount/ Value*
1	Basic salary	INR equivalent of USD 1,000,000 per annum.
2	Special Allowance / Foreign Service Premium	INR equivalent of USD 150,000 per annum.
3	Other benefits, perquisites and allowances (Housing, Car, Insurance, Leave Travel, Travel for Spouse, Club Membership, Relocation, Telephone)	As per the Company's policy and as may be determined by the Nomination and Remuneration Committee of the Board from time to time. However, the aggregate amount including tax and perquisites paid by the Company per annum shall not exceed 250% of Basic salary.
4	Annual performance incentive/ bonus	Presently, up to a maximum of 200% of Basic salary subject to Company's policy as applicable from time to time. The criteria and the limit shall be decided by the Nomination and Remuneration Committee of the Board.
5	Annual grant of cash / stock options under Cairn India Performance Option Plan	Presently, up to a maximum of 100% of Basic salary subject to Company's policy, as applicable, from time to time. The criteria and grant size shall be decided by the Nomination and Remuneration Committee of the Board. However, the maximum grant would be 150% of Basic salary as per Company's scheme and approvals from time to time. The value of payout at the time of vesting would be linked to the then prevailing price of Company's share and hence may be different.
6	Retirals	i. Provident Fund (Employer's contribution) - 12% of Basic salary. ii. Gratuity – will be paid as per Payment of Gratuity Act.
7	One-time Joining Bonus	INR equivalent of USD 150,000 per annum.

* The actual payment will be made in USD, wherever applicable, based on the prevailing exchange rate (INR/USD) at the time of such payment. The prevailing RBI reference rate as on the date of this notice is 1 USD = INR 61.2967.

All payments (whether in cash or kind) will be subject to withholding of applicable Indian taxes. However, under the terms of his employment, the Company has agreed to bear all Indian taxes for which Mr. Mayank Ashar would become liable in India, except for any taxes payable on cash/stock options or on other share based incentives as may be

awarded to him by the Company. No sitting fees will be paid to Mr. Ashar for attending meetings of the Board of Directors or any Committee thereof.

Mr. Ashar will be required to comply with the prevailing Company policies and procedures as amended from time to time. His appointment will be terminable by the Company by giving 3 months' notice or salary in lieu thereof. The Board of Directors of the Company or any Committee thereof shall be authorized to vary and alter the terms and conditions of the said appointment and to increase, augment and/or vary the remuneration to be paid and provided from time to time to Mr. Mayank Ashar. All documents relevant for his appointment are open for inspection at the Registered Office of the Company on all working days during normal business hours upto date of declaration of results of Postal Ballot.

The proposed remuneration is commensurate with his professional qualification, relevant industry experience, size of the Company and current remuneration standards for such senior executive positions in the Oil & Gas industry.

The appointment of Mr. Mayank Ashar is subject to the approval of Central Government as Mr. Ashar is a non-resident and has not been staying in India for a continuous period of 12 (twelve) months immediately preceding the date of his appointment as provided under Part I of Schedule V to the Companies Act. Other than the residential status, his appointment meets all the requirements under the Companies Act.

Mr. Ashar is a non-executive Director, a member of Governance, Compensation and Reserves Committee and the Chairman of Safety and Sustainability Committee of Teck Resources Limited, Canada. He is also a Director and member of Compensation Committee of CIVEO Corporation, US.

Mr. Mayank Ashar does not hold any equity shares in the Company nor has inter-se relationship with any Director of the Company.

Mr. Ashar is directly concerned and interested in this resolution, as it relates to the terms of his appointment and remuneration. Except Mr. Ashar, no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution.

Given his expertise, knowledge and experience, the Board considers the appointment of Mr. Mayank Ashar as Managing Director and Chief Executive Officer to be in the interest of the Company and recommends the resolution as set out in the accompanying Notice for approval of the members as an Ordinary Resolution.

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



Neerja Sharma
Director – Assurance & Communication and Company Secretary

Place: Gurgaon
Date: 21 October, 2014



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POSTAL BALLOT FORM

Serial No.:

(Kindly refer to the instructions specified overleaf before filling the form)

(1) Name and Registered :
Address of the Sole /
First named Shareholder

(2) Name(s) of Joint -Holder(s), :
if any

(3) DP ID /Client ID No. or :
Registered Folio

(4) Number of Shares held :

(5) I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the notice of postal ballot issued by the Company dated 21 October, 2014 by sending my / our assent or dissent to the said resolution by placing tick (√) mark at the appropriate box below:

Brief particulars of the item	Number of Votes exercised corresponding to the total number of voting rights	I / We assent to the Resolution (Vote in favour)	I / We dissent to the Resolution (Vote against)
Ordinary Resolution for appointment of Mr. Mayank Ashar as Managing Director & Chief Executive Officer			

Place:

Date :

Signature of the Shareholder
(must be as per specimen signature registered with the Company/Depository Participant)

Notes / Instructions

General Instructions

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, assent or dissent of the shareholders in respect of the resolution contained in the Notice dated 21 October, 2014 is being taken through Postal Ballot which includes voting by electronic means (e-voting).
2. The Company has appointed Mr. Sanjay Grover, practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process.
3. The notice of Postal Ballot is being sent to the members, whose names appear in the Register of members / Records of Depositories as on close of business hours on Tuesday, 21 October, 2014. The same has also been placed on the website of the Company viz. www.cairnindia.com and on CDSL website viz. www.cdslindia.com. The shareholders holding equity shares shall have one vote per share held by them.
4. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot / e-voting i.e. Monday, 8 December, 2014.
5. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board of Directors of the Company at 2.30 p.m. on Thursday, 11 December, 2014 at the Corporate Office of the Company situated at Vipul Plaza, 3rd & 4th Floors, Suncity, Sector 54, Gurgaon - 122 002 and will also simultaneously be displayed on the notice board of the Company at its registered office at 101, First Floor, 'C' Wing, Business Square, Andheri Kurla Road, Andheri (E), Mumbai - 400 059. The date of declaration of the results of Postal Ballot will be taken to be the date of passing of the resolution.
6. The results of the Postal Ballot will also be published in the newspapers and will also be placed on the website of the Company viz. www.cairnindia.com and on the website of the CDSL viz. www.cdslindia.com.
7. The shareholder can opt for only one mode of voting i.e. either through postal ballot or e-voting. If the shareholder decides to vote through postal ballot, he/she is advised not to vote through e-voting and vice versa. In case a shareholder votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
8. There will be one Postal Ballot Form for every folio / client id irrespective of the number of joint holders.
9. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.

Voting in physical form

10. A shareholder desiring to exercise voting right by Postal Ballot should complete the Postal Ballot Form and send it in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer by Monday, 8 December, 2014 before 5.30 p.m. The envelopes containing Postal 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 Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after 5.30 p.m. on Monday, 8 December, 2014 will be treated as if the reply from the shareholder has not been received.
11. The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.
12. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
13. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding, the Postal Ballot Form may be completed and signed by the next named shareholder. However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid.
14. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorised signatory(ies), duly attested.
15. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
16. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
17. Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
18. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 10 above.

Voting through electronic mode

- (i) If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and casted your vote for Electronic Voting Sequence Number (EVSN) of any company, then your existing login id and password are to be used.
- (ii) If you have forgotten the password, then enter the User ID and image verification Code. Thereafter, click on the forgot password tab and enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the first time

- (iii) To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab to cast your vote.
- (v) 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
- (vi) Thereafter, enter the image verification Code as displayed and click on Login tab.
- (vii) Thereafter, 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.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number 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 with sequence number 1 then enter RA00000001 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 and shareholders holding shares in physical mode mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository participant or the Company, please enter the DP ID/Client ID/Folio No. in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Change' 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 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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the 'Resolutions File Link' if you wish to view the entire Resolution.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". 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.
- (xv) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" tab on the voting page.
- (xvii) **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.
- (xviii) The voting period begins on 9.00 a.m., Sunday, 9 November, 2014 and ends on 5.30 p.m., Monday, 8 December, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21 October, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xix) In case you have any queries or issues regarding 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.

Postage
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addressee

BUSINESS REPLY ENVELOPE

BR Permit No. : L-2/BRP74/2014-15
Post Office, Sector 56, Gurgaon.

Scrutinizer

CAIRN INDIA LIMITED

3rd & 4th Floors, Vipul Plaza, Suncity, Sector 54,
Gurgaon - 122 002, India.

No Postage
Stamp
Necessary
if posted
in India