



WE FUEL AMAZING

NOTICE

CAIRN INDIA LIMITED

Registered Office: 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025
Principal Business 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 24338306, Fax: +91 124 2889320, +91 22 24311160

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting of Cairn India Limited will be held at 10.30 a.m. on Wednesday, the 23 July, 2014 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 financial statements of the Company for the year ended 31 March, 2014 together with the reports of the Directors' and Auditors' thereon.
2. To confirm declaration and payment of interim dividend of INR 6 per equity share made during the year 2013-14 and to declare final dividend of INR 6.50 per equity share for the year ended 31 March, 2014.
3. To appoint a Director in place of Ms. Priya Agarwal (DIN 05162177), who retires by rotation and is eligible for re-appointment.
4. To appoint S. R. Batliboi & Co. LLP, Chartered Accountants (firm registration number: 301003E), as 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 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 pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Naresh Chandra (DIN 00015833), who is an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2017 and 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 pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Omkar Goswami (DIN 00004258), who is an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2017 and whose term of office shall not 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aman Mehta (DIN 00009364), who is an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2017 and whose term of office shall not be liable to retirement by rotation.”

8. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Edward T Story (DIN 02582353), who is an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2017 and whose term of office shall not be liable to retirement by rotation.”

9. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tarun Jain (DIN 00006843), non-executive Director of the Company, whose period of office is not liable to retirement by rotation, and in respect of whom the Company has received a notice in writing 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.”

10. 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, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Cost Accounting Records (Petroleum Industry) Rules, 2011 and subject to the approval of Central Government as may be required, the Company hereby approves and 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 2014-15.”

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



Neerja Sharma

Director – Risk Assurance
& Company Secretary

Place: Gurgaon

Date: 23 April, 2014

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 relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) 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 with the stock exchanges in respect of the Directors seeking appointment/ re-appointment as mentioned under items nos. 3,5,6,7,8 and 9 at the annual general meeting are furnished and forms part of this Notice. The said Directors have furnished necessary consents/ declarations for their appointment/re-appointment. Further, all the Independent Directors have affirmed that they meet the requirements specified under Clause 49 I(A)(iii) of the listing agreement in respect of their position as an “Independent Director” of the Company.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 5,6,7,8,9 and 10 of the accompanying 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, 11 July, 2014 to Wednesday, 23 July, 2014 (both days inclusive).

8. The 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 10 July, 2014.
9. Pursuant to Section 205C of the Companies Act, 1956, application money received by Company for allotment of shares and due for refund, is required to be transferred to Investor Education and Protection Fund (IEPF) of the Central Government after such amount remained unclaimed and unpaid for a period of seven years from the date it became due for payment. Accordingly, during the year, your Company transferred an amount of INR 16.03 lacs to IEPF being the unclaimed refund amount pertaining to the IPO of the Company made during 2006.
10. The Ministry of Corporate Affairs (MCA) on 10 May, 2012 notified the IEPF (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 interim dividend for the financial year 2012-13 as on the date of the seventh annual general meeting of the Company which was held on 24 July, 2013, 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 agents before the same is due for transfer to the Investor Education and Protection Fund.
11. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
12. 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 agents 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.
13. The annual report for 2013-14 along with the notice of annual general meeting, attendance slip and proxy 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 2013-14 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.cairnindia.com and at 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 any communication, the shareholders may also send requests to the Company's investor email id viz. investor.complaints@cairnindia.com.
14. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, 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 and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
15. 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.

16. Securities and Exchange Board of India (SEBI) 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 (RBI) 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.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
2. The notice of annual general meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on Friday, 30 May, 2014.
3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
4. The Company has appointed Mr. Nesar Ahmad, practicing company secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
5. The scrutinizer will submit his final report to Chairman of the Company within three working days after the conclusion of e-voting period.
6. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after annual general meeting within the prescribed time limits.
7. The result of the e-voting will also be placed at the website of the Company viz. www.cairnindia.com and also on www.cdslindia.com.
8. The scrutinizer's decision on the validity of e-voting will be final.

Instructions of Voting through electronic mode

A. In case of members receiving e-mail:

- ii. 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.
- iii. If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the first time

- iv. To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- v. Click on "Shareholders" tab to cast your votes.

- vi. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.
- vii. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
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 default number: **ABCDE1234F** 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 **No. of shares** held by you as on 30 May, 2014 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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 resolutions contained in this Notice.
- xi. Now 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 resolutions.
- 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" option on the voting page.

B. In case of members receiving the physical copy of notice of the annual general meeting (for members whose e-mail ids are not registered with the company/ depository participant(s) or requesting physical copy)

xvii. Please follow all steps from sl. no. (i) to sl. no. (xv) above, to cast vote.

C. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

D. The voting period begins on 9.00 a.m., Thursday, 17 July, 2014 and ends on 5.30 p.m., Saturday, 19 July, 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 30 May, 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.

E. 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.

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

ITEM NO.5

Mr. Naresh Chandra (DIN 00015833) was appointed as a Director of the Company liable to retire by rotation on 21 September, 2006 in terms of erstwhile applicable provisions of Sections 255 and 256 of the Companies Act, 1956 and was re-appointed on 24 July, 2013. Mr. Chandra occupies the position as an independent Director as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement and has affirmed that he continues to meet all the requirements specified under the listing agreement in respect of his position as an "Independent Director" of the Company.

As per Section 152 of the Companies Act, 2013, the term of an Independent Director shall not be liable to retire by rotation. It is accordingly proposed to appoint Mr. Chandra as an Independent Director of the Company as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement, to hold office upto 31 March, 2017 and whose period of office shall not be liable to retirement by rotation. A notice has been received from a member proposing Mr. Chandra as a candidate for the office of Director of the Company.

Mr. Chandra, 79, graduated with Masters' degree in Mathematics from Allahabad University. A former civil servant, he joined the Indian Administrative Services in 1956 and has served as Chief Secretary of Government of Rajasthan, Commonwealth Secretariat Advisor on Export Industrialisation and Policy in Colombo (Sri Lanka), advisor to the Government of Jammu and Kashmir, and successively Secretary to the Ministries of Water Resources, Defence, Home and Justice in the Government of India. In December 1990, he became Cabinet Secretary, the highest post in the Indian Civil Services. In 1992, he was appointed as the Senior Advisor to the Prime Minister of India. He has served as the Governor of the state of Gujarat during 1995-1996 and Ambassador of India to the United States of America during 1996-2001. He has also chaired the Committee on Corporate Audit and Governance, the Committee on Private Companies and Limited Liability Partnerships and the Committee on Civil Aviation Policy, for the Government of India. He has been honoured with the Padma Vibhushan, a high civilian award, by the President of India in 2007.

Given his expertise, knowledge and experience in various fields, and continued association with the Company, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 5 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, except Mr. Naresh Chandra is concerned or interested in the said resolution.

ITEM NO. 6

Dr. Omkar Goswami (DIN 00004258) was appointed as a Director of the Company liable to retire by rotation on 21 September, 2006 in terms of erstwhile applicable provisions of Sections 255 and 256 of the Companies Act, 1956 and was re-appointed on 22 August, 2012. Dr. Goswami occupies the position as an independent Director as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement and has affirmed that he continues to meet all the requirements specified under the listing agreement in respect of his position as an "Independent Director" of the Company.

As per Section 152 of the Companies Act, 2013, the term of an Independent Director shall not be liable to retire by rotation. It is accordingly proposed to appoint Dr. Goswami as an Independent Director of the Company as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement, to hold office upto 31 March, 2017 and whose period of office shall not be liable to retirement by rotation. A notice has been received from a member proposing Dr. Goswami as a candidate for the office of Director of the Company.

Dr. Goswami, 57, holds a Master of Economics Degree from the Delhi School of Economics. He is a D. Phil in Economics from Oxford University. He has taught in several academic institutions in India and abroad; edited one of India's best known business magazines; was the Chief Economist of the Confederation of Indian Industry; and is the Executive Chairman of CERG Advisory Private Limited, a consulting and advisory firm. Dr. Goswami serves as an independent director on the boards of a number of companies and is an author of various books and research papers on economic history, industrial economics, public sector, bankruptcy laws and procedures, economic policy, corporate finance, corporate governance, public finance, tax enforcement and legal reforms.

Based on his rich knowledge and experience, 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.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, except Dr. Omkar Goswami is concerned or interested in the said resolution.

ITEM NO. 7

Mr. Aman Mehta (DIN 00009364) was appointed as a Director of the Company liable to retire by rotation on 21 September, 2006 in terms of erstwhile applicable provisions of Sections 255 and 256 of the Companies Act, 1956 and was re-appointed on 22 August, 2012. Mr. Mehta occupies the position as an independent Director as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement and has affirmed that he continues to meet all the requirements specified under the listing agreement in respect of his position as an "Independent Director" of the Company.

As per Section 152 of the Companies Act, 2013, the term of an Independent Director shall not be liable to retire by rotation. It is accordingly proposed to appoint Mr. Mehta as an Independent Director of the Company as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement, to hold office upto 31 March, 2017 and whose period of office shall not be liable to retirement by rotation. A notice has been received from a member proposing Mr. Mehta as a candidate for the office of Director of the Company.

Mr. Mehta, 67, is an economics graduate from Delhi University. He has over 37 years' experience in various positions with the HSBC Group from where he retired in January 2004 as CEO Asia Pacific. Mr. Mehta occupies himself primarily with corporate governance, with Board and advisory roles in a range of Companies and Institutions in India as well as overseas. Formerly, he has been a Supervisory Board member of ING Group NV and a Director of Raffles Holdings, Singapore. He

is also a member of the governing board of the Indian School of Business, Hyderabad and a member of the International Advisory Board of Prudential of America.

Given his rich experience in the corporate world and wider knowledge, the Board considers his appointment to be in the interest of the Company 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 Persons (KMPs) or the relatives of Directors or KMPs, except Mr. Aman Mehta is concerned or interested in the said resolution.

ITEM NO. 8

Mr. Edward T Story (DIN 02582353) was appointed as a Director of the Company liable to retire by rotation on 18 March, 2009 in terms of erstwhile applicable provisions of Sections 255 and 256 of the Companies Act, 1956 and was re-appointed on 24 July, 2013. Mr. Story occupies the position as an independent Director as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement and has affirmed that he continues to meet all the requirements specified under the listing agreement in respect of his position as an "Independent Director" of the Company.

As per Section 152 of the Companies Act, 2013, the term of an Independent Director shall not be liable to retire by rotation. It is accordingly proposed to appoint Mr. Story as an Independent Director of the Company as per criteria specified in Clause 49(I)(A)(iii) of the listing agreement, to hold office upto 31 March, 2017 and whose period of office shall not be liable to retirement by rotation. A notice has been received from a member proposing Mr. Story as a candidate for the office of Director of the Company.

Mr. Story, 70, holds a Bachelor of Science degree from Trinity University, San Antonio, Texas, a Masters degree in Business Administration from the University of Texas and an honorary Doctorate degree by the Institute of Finance and Economics of Mongolia. He is a member of the North America Mongolia Business Council. Mr. Story has 48 years' experience in the international oil and gas industry and is the founder, President and Chief Executive Officer of the London Stock Exchange listed SOCO International Plc.

Based on his vast experience in the international oil and gas industry and positions held in other companies, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 8 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, except Mr. Edward T Story is concerned or interested in the said resolution.

ITEM NO. 9

Mr. Tarun Jain (DIN 00006843), was appointed as a non- executive Director of the Company with effect from 16 December, 2011 and was appointed a Director of the Company, whose term of office shall not be liable to retire by rotation in the annual general meeting held on 22 August, 2012.

In terms of Section 152 of the Companies Act, 2013, not less than two-third of the total number of Directors of the company, other than independent Directors, shall be retiring Directors. To comply with the requirements of this Section, it is recommended to appoint Mr. Jain as Director whose term of office shall be liable to retirement by rotation. A notice has been received from a member proposing Mr. Jain as a candidate for the office of Director of the Company.

Mr Jain is a graduate from the Institute of Cost and Works Accountants of India and a fellow member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Mr. Jain, 54, is a Wholetime Director of Sesa Sterlite Limited. He has over 35 years' experience in corporate finance, accounts, audit, taxation, secretarial and

legal matters. He is responsible for Sterlite's strategic financial matters, including corporate finance, corporate strategy, business development and M&As.

Based on his rich experience, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 9 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, except Mr. Tarun Jain is concerned or interested in the said resolution.

ITEM NO. 10

The Board of Directors of the Company at their meeting held on 23 April, 2014 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 2014-15 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 Auditor is to be ratified by the members of the Company.

The Board considers the remuneration payable to the cost auditor as fair and recommends the resolution contained in item no.10 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (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 – Risk Assurance
& Company Secretary

Place: Gurgaon

Date: 23 April, 2014

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

(Pursuant to clause 49 of the listing agreement)

Name of Director	Mr. Aman Mehta	Dr. Omkar Goswami	Mr. Naresh Chandra	Mr. Edward T Story	Mr. Tarun Jain	Ms. Priya Agarwal
Date of Birth	1 September, 1946	29 August, 1956	1 August, 1934	7 November, 1943	6 March, 1960	10 August, 1989
Nationality	Indian	Indian	Indian	American	Indian	American
Date of Appointment	21 September, 2006	21 September, 2006	21 September, 2006	18 March, 2009	16 December, 2011	2 January, 2012
Expertise in specific functional areas	Banking and Finance	Economics and Research	Administrative Services and General Management	Oil & Gas Industry	Finance, audit, taxation, secretarial and legal matters	General Management
Qualifications	B.A (Economics)	M.A (Economics) & D.Phil (Economics)	M.Sc. in Mathematics & retired IAS Officer	B.Sc. & MBA	ICWA, CA and CS	BSc (Psychology) with Business Management
Directorship held in other companies	<ul style="list-style-type: none"> Tata Consultancy Services Ltd. Wockhardt Ltd. Jet Airways Ltd. Godrej Consumer Products Ltd Max India Ltd. Vedanta Resources Plc. PCCW Ltd. 	<ul style="list-style-type: none"> Dr. Reddy's Laboratories Ltd. Infosys Ltd. IDFC Ltd. Crompton Greaves Ltd. Ambuja Cements Ltd. Godrej Consumer Products Ltd. Bajaj Finance Ltd. Max Healthcare Institute Ltd. Infosys BPO Ltd. CERG Advisory Pvt Ltd. DSP Black Rock Investment Mangers Pvt. Ltd. 	<ul style="list-style-type: none"> Electrosteel Castings Ltd. Bajaj Auto Ltd. Bajaj Finserv Ltd. Bajaj Holdings & Investments Ltd. Balrampur Chini Mills Ltd. Gammon Infrastructure Project Ltd. EROS International Media Ltd. AVTEC Ltd. Sesa Sterlite Ltd. G4S Corporate Services (India) Pvt. Ltd. Emergent Ventures India Pvt. Ltd. EROS International Plc. 	<ul style="list-style-type: none"> SOCO International Plc. Baanthong Properties TMB-Mongolian Health Clinic 	<ul style="list-style-type: none"> Bharat Aluminium Company Ltd. Sterlite (USA) Inc. Sterlite Infra Ltd. Vedanta Medical Research Foundation (under section 25 of the Companies Act, 1956) Rajtaru Charity Foundation (under Section 25 of the Companies Act, 1956) Sesa Sterlite Ltd. 	None
Committee position* in Cairn India Ltd.	Audit Committee-Chairman	<ul style="list-style-type: none"> Audit Committee.- Member Stakeholders' Relationship Committee-Chairman 	Audit Committee-Member	<ul style="list-style-type: none"> Audit Committee-Member Stakeholders' Relationship Committee-Member 	<ul style="list-style-type: none"> Audit Committee-Member Stakeholders' Relationship Committee-Member 	None
Membership/Chairmanship of Committees* of other Indian public companies:						

Name of Director	Mr. Aman Mehta	Dr. Omkar Goswami	Mr. Naresh Chandra	Mr. Edward T Story	Mr. Tarun Jain	Ms. Priya Agarwal
Audit Committee	<ul style="list-style-type: none"> Jet Airways Ltd.- Chairman Godrej Consumer Products Ltd.- Member Wockhardt Ltd.- Member Tata Consultancy Services Ltd.- Chairman 	<ul style="list-style-type: none"> Dr. Reddy's Laboratories Ltd.- Member IDFC Ltd.- Member Crompton Greaves Ltd.- Member Ambuja Cements Ltd.- Member Godrej Consumer Products Ltd. - Member Bajaj Finance Ltd. - Member Infosys BPO Ltd. - Member. 	<ul style="list-style-type: none"> Bajaj Auto Ltd.- Member Bajaj Holdings & Investments Ltd.- Member Bajaj Finserv Ltd.- Member Electrosteel Castings Ltd.- Member Gammon Infrastructure Project Ltd.- Member EROS International Media Ltd.- Member. Sesa Sterlite Ltd. -Member 	None	Bharat Aluminium Company Ltd.- Member	None
Shareholders'/ Investors' Grievance Committee	Wockhardt Ltd.- Member	Infosys Ltd.- Chairman	<ul style="list-style-type: none"> Bajaj Auto Ltd.- Member Sesa Sterlite Ltd. - Member 	None	None	None
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil	Nil

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

No. of Board/Committee Meetings held/attended during the financial year 2013-14 by Directors seeking appointment/re-appointment

Name of Director	Board Meeting		Audit Committee		Nomination & Remuneration Committee		Stakeholders' Relationship Committee		Corporate Social Responsibility Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Mr. Aman Mehta	5	5	4	4	3	3	NA	NA	NA	NA
Dr. Omkar Goswami	5	4*	4	3	3	2	2	1	NA	NA
Mr. Naresh Chandra	5	4	4	3	3	2	NA	NA	1	1
Mr. Edward T Story	5	4**	4	3	NA	NA	2	2	NA	NA
Mr. Tarun Jain	5	4	4	4	3	3	2	2	1	1
Ms. Priya Agarwal	5	3	NA	NA	NA	NA	NA	NA	NA	NA

* Participated in the proceedings of one Board meeting through video conference.

** In addition, also participated in the proceedings of one Board meeting through audio conference.

Disclosure in terms of Clause 49 (IV) (G) (ia) 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, West View, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025
Principal Business 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 24338306, Fax: +91 124 2889320, +91 22 24311160



WE FUEL AMAZING

ATTENDANCE SLIP EIGHTH ANNUAL GENERAL MEETING Wednesday, 23 July, 2014

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

No. of Share(s) held:

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

Address of the Member:

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I/We hereby record my/our presence at the Eighth Annual General Meeting of Cairn India Limited on Wednesday, 23 July, 2014 at 10.30 a.m., at Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai - 400 050.

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Signature of Member/ Proxy

Notes:

- i. Please complete this attendance slip 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 are requested to bring this slip for the Meeting.