



WE FUEL AMAZING

CAIRN INDIA LIMITED

Registered Office: 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025

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

NOTICE OF POSTAL BALLOT

(Notice pursuant to section 192A of the Companies Act, 1956)

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN that the resolution as set out in this notice is proposed for consideration by shareholders for passing by means of Postal Ballot under section 192A of the Companies Act, 1956, as amended, read with the Companies (passing of the resolution by postal ballot) Rules, 2011 and other applicable provisions or re-enactments thereof.

The resolution as set out in this notice is for the purpose of enabling the Company to undertake Buy-Back of its equity shares the resolution for which is required to be passed by the shareholders through postal ballot in a listed company, in accordance with the Companies (passing of the resolution by postal ballot) Rules, 2011. Accordingly, the resolution and the Explanatory Statement is being sent to you for your consideration, along with a Postal Ballot Form. The Company has appointed Mr. Nesar Ahmad, 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), which should reach the Scrutinizer, either by Physical mode or through e-voting by 2nd January, 2014 before 5.30 p.m.

The e-voting facility is provided to all shareholders which would enable them to cast the vote electronically. The Company has engaged Central Depository Services (India) Limited for providing the e-voting facility through their platform. The process and manner for e-voting is provided in the Postal Ballot Form.

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 on 6th January, 2014 at 2.30 p.m. at the corporate office of the Company situated at Vipul Plaza, 3rd & 4th Floors, Sun City, Sector 54, Gurgaon - 122 002 and will also be displayed on the notice board of the Company at its registered office located at 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025, simultaneously.

RESOLUTION PUT THROUGH POSTAL BALLOT

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

“RESOLVED THAT in accordance with Article 25 of the Articles of Association of the Company and pursuant to the provisions of Section 77A, 77B(2), 192A and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as “the old Companies Act”), the Companies (passing of the resolution by postal ballot) Rules, 2011 (hereinafter referred to as “Postal Ballot Rules”) and Section 68, 69, 70, 110 and other provisions and Rules, if any, applicable or notified from time to time under the Companies Act, 2013 (hereinafter referred to as “new Companies Act”) (old and new Companies Act collectively referred to as “Companies Act”) and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (hereinafter referred to as “Buy Back Regulations”), including any amendments, statutory modification(s) or re-enactments thereof, for the time being in force and, subject to such other approvals, permissions and sanctions as may be required from Securities and Exchange Board of India (hereinafter referred to as “SEBI”), the BSE Limited and the National Stock Exchange of India Limited (hereinafter referred to as “Stock Exchanges”), Reserve Bank of India (hereinafter referred to as “RBI”) or any other applicable regulator, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Board Committee and / or any Director / Officer authorized by the Board for the purpose) for purchase by the Company of its fully paid-up equity shares with face value of INR 10 each (hereinafter referred to as “Equity Shares”) at a price not exceeding INR 335/- (Rupees three hundred and thirty five) (“Maximum Buy-back Price”) per Equity Share out of free reserves and/or securities premium account, from the open market through the Stock Exchanges (hereinafter referred to as “Buy-Back”), subject to the condition that the aggregate amount to be expended by the Company for the said Buy-Back shall not exceed INR 5,725 crores (Rupees five thousand seven hundred and twenty five crores) (“Maximum Buy-back Size) being less than 15% of the Company’s total paid-up capital and free reserves based on the audited financial statements of the Company as at 30th September, 2013.

RESOLVED FURTHER THAT at least fifty per cent of the amount earmarked for Buy-Back, as specified above, shall be utilized for the purpose of Buy-Back.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers and provide all such information and confirmations, as may be necessary for the implementation of the Buy-Back, including but not limited to:

- (i) appointment of merchant bankers, brokers, lawyers, bankers, escrow agents, registrars, depository participants and other intermediaries / agencies / advisors, investors service centers, advertising agencies, consultants or representatives;
- (ii) preparation, finalization, alteration, modification, issuance, reissuance and filing with the appropriate authorities of the public announcement and all other documents, resolutions, advertisements, confirmations, intimations and declaration, including the declaration of solvency certificate and the certificate for extinguishment and physical destruction of shares certificates;
- (iii) making of all necessary applications, providing all necessary information and documents to, and representing the Company before, SEBI, Stock Exchanges, Registrar of Companies, RBI and other relevant regulatory authorities and/or third parties, including, statutory auditors, in relation to the Buy-Back;
- (iv) opening, operation and closure of all necessary accounts such as broking account, depository account and escrow accounts as per applicable laws and Buy-Back Regulations;
- (v) taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- (vi) taking all actions for extinguishment of dematerialised shares and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company;
- (vii) uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the Stock Exchanges as required under applicable law; and
- (viii) delegation of all or any of the authorities conferred above to any Committee of the Board or any other Director(s) or Executive(s)/Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Board in its absolute discretion, be and is hereby authorized to accept and make, in the interest of the Company, any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-Back, in accordance with the statutory requirements as may be applicable from time to time, including the decision to close the Buy-Back once the minimum number of shares are bought back and fifty percent of the amount earmarked for the purpose of Buy-Back has been spent on Buy-Back and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed Buy-Back at any stage, including in relation to the applicability of any law, without requiring to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT without prejudice to the authority granted to the Board by the Members pursuant to the above resolutions, in the event, the relevant provisions of the new Companies Act and the Rules thereunder are notified during the pendency of the Buy-Back, without any further act, deed or thing, the consent of the Members and the authority granted by the Members to the Board pursuant to the above resolutions shall be deemed to have been validly granted pursuant to the relevant provisions of the new Companies Act and the Rules issued thereunder and all acts, deeds and things done and all actions taken by the Company or the Board or any other authorized person pursuant to the above resolutions, whether before or after the coming into effect of the new

Companies Act and/or the Rules issued thereunder shall be deemed to have been validly taken and done pursuant to the new Companies Act and/or the Rules issued thereunder.”

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



Neerja Sharma

Director – Risk Assurance
& Company Secretary

Place: Delhi

Date: 26th November, 2013

Notes:

1. Explanatory Statement and reasons for the proposed resolution, pursuant to the relevant provisions of the Companies Act and other applicable provisions, Rules and Regulations, if any, as may be prescribed or notified from time to time 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 26th November, 2013.
3. Relevant documents referred to in this Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10.00 a.m. and 1.00 p.m. up to date of declaration of results of Postal Ballot.
4. Please read the voting instructions printed on the back of the Postal Ballot Form, before exercising vote.
5. The date of declaration of results of the postal ballot viz. 6th January, 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 AND REGULATION 5(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED, FORMING PART OF THE NOTICE.

As required under relevant provisions of the Companies Act and other applicable provisions and Rules, if any, of the Companies Act as may be prescribed or notified from time to time and Regulation 5(1) of the Buy-Back Regulations, this Explanatory Statement contains true, factual, relevant and material information, as detailed herein, to enable the Members to consider for approval the proposed Special Resolution on Buy-Back of Company's Equity Shares:

1. The Board of Directors of the Company at its meeting held on 26th November 2013 has subject to the approval of Members of the Company, approved the proposal for Buy-Back of Equity Shares at a price not exceeding INR 335/- (Rupees three hundred and thirty five) per Equity Share ("Maximum Buy-back Price"), subject further to the condition that the aggregate amount to be paid by the Company for the said Buy-Back shall not exceed INR 5,725 crores (Rupees five thousand seven hundred and twenty five crores) being less than 15% of the paid-up capital and free reserves of the Company based on the audited financial statements as at 30th September, 2013. At the Maximum Buy-back Price of INR 335/- (Rupees three hundred and thirty five) per Equity Share and for the Maximum Buy Back Size of INR 5,725 crores (Rupees five thousand seven hundred and twenty five crores), the indicative maximum number of Equity Shares bought back would be 17,08,95,522 (Seventeen crores eight lacs ninety five thousand five hundred and twenty two) Equity Shares ("Maximum Buy-back Shares"). If the Equity Shares are bought back at a price below the Maximum Buy-back Price, the number of Equity Shares bought back could exceed the indicative Maximum Buy-back Shares but will always be subject to the Maximum Buy Back Size. Further, the number of Equity Shares bought back will not exceed 25% of the total paid up equity capital of the Company.
2. In continuation of the efforts to reward the investors, it is proposed to Buy-Back equity shares upto 14.98% of the paid capital and free reserves of the company representing INR 5,725 crores (Rupees five thousand seven hundred and twenty five crores) through the stock exchange route. The Buy-Back will result in reduction of share capital and consequently, will be EPS accretive. It is believed that share Buy-Back will have a long lasting impact as it will result in a permanent reduction of share capital combined with possible higher dividend payout per share if any. The Company is currently producing over 200,000 barrels of oil equivalent per day which has resulted in a strong cash position. Taking into account the funding commitment towards exploration and development campaign and the future cash flows, the Company will maintain its strong cash position even after the Buy-Back.
3. The Equity Shares of the Company are proposed to be bought back from the open market through the BSE Limited and the National Stock Exchange of India Limited (hereinafter referred to as "Stock Exchanges") only through the order matching mechanism except "all or none" order matching system.
4. The Maximum Buy-back Price of INR 335/- (Rupees three hundred and thirty five) per share has been arrived at after considering various factors such as average price of the Equity Shares of the Company on the Stock Exchanges, the net worth of the Company and the impact of the Buy-Back on the earning per share of the Company.
5. The actual reduction in outstanding number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market.
6. The Buy-Back is proposed to be completed within the maximum period of six months from the date of opening of the Buy-Back offer. Subject to a Maximum Buy-back Price of INR 335/- (Rupees three hundred and thirty five) per Equity Share for the Buy-Back and maximum validity period of six months, the time frame and the price will be determined by the Board at its discretion. However, in accordance with the Buy Back Regulations, Buy-Back price for the Equity Shares in physical form will be determined as the volume weighted average price of the Equity Shares bought back, other than in the physical form, during the calendar week in which the Equity Shares in physical form are received by the broker (or in case no Equity Shares are bought back in the normal market during that calendar week then the previous week when the company last bought back Equity Shares) and the price of Equity Shares tendered in physical form during the first week of the Buy-Back shall be the volume weighted average market price of the Equity Shares of the company during the preceding calendar week.
7. Details of aggregate shareholding in the Company of the promoters and the directors of the promoters where the promoter is a company and of persons who are in control of the Company as on the date of this notice are as below:

Category of members	No. of shares held	% of existing Share Capital
Promoter Companies/ Persons who are in control		
a. Sesa Sterlite Limited	351,140,413	18.38
b. Sesa Resources Limited	32,700,000	1.71
c. Twin Star Mauritius Holdings Limited	738,873,586	38.67
Directors of Promoter Companies / Persons who are in control	Nil	Nil

Further no persons including none of the promoters and directors of the promoters where the promoter is a company and persons who are in control of the Company have purchased or sold any shares or other specified securities in the Company during the six months prior to the date of Board meeting at which the Buy-Back was approved till the date of this Notice.

8. The promoters and persons in control of the Company will not participate in the Buy-Back.
9. There will be no Buy-Back from any persons through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement.
10. In compliance with the provisions of the Buy Back Regulations, the Company will not raise further capital for a period of one year from the closure of Buy-Back offer except in discharge of subsisting obligations like allotment of shares under Employee Stock Option Schemes etc.
11. The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares, dividend to shareholders or repayment of term loans to any financial institutions or banks.

12. The Board of Directors of the Company has confirmed that it has made full inquiry into the affairs and prospects of the Company and that it has formed the opinion:
- That immediately following the date of the Board Meeting viz. 26th November, 2013 and the date on which the results of the Postal Ballot approving the Buy-Back of shares will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
 - That as regards the Company's prospects for the year immediately following the date of the Board Meeting at which the proposal for Buy-Back was approved by the Board as well as the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buy-Back of shares as mentioned under "a" above and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting at which the proposal for Buy-Back was approved by the Board as well as the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buy-Back of shares; and
 - In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).
13. The text of the report dated 26th November, 2013 addressed to the Board of Directors of the Company by S.R. Batliboi & Co. LLP, the Statutory Auditors of the Company is reproduced below:

The Board of Directors
Cairn India Limited
4th Floor, Vipul Plaza,
Sector-54, Suncity, Gurgaon

Dear Sirs,

Re: Statutory Auditor's Report in respect of proposed buy back of equity shares by Cairn India Limited ('the Company') in Terms of the clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buy – Back of Securities) Regulations, 1998 (as amended).

- In connection with the proposal of Cairn India Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Section 77A of the Companies Act, 1956 ('the Act'), the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy – Back of Securities) Regulations, 1998 (as amended) ('the Regulations'), and in terms of the resolution passed by the directors of the Company in their meeting held on November 26, 2013 which is subject to the shareholders resolution, approving the buyback of shares, which shall be passed by postal ballot by January 06, 2014, notice for which is to be sent, and based on the information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report as follows: -
 - We have inquired into the Company's state of affairs in relation to its audited condensed financial statements as at and for the six months ended 30 September 2013;
 - The amount of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 77A (2) (c) of the Act and other applicable provisions and
 - The Board of Directors of the Company, in their meeting held on November 26, 2013 have formed their opinion, as specified in clause (x) of Part A of Schedule II of the Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date and from January 06, 2014 being the date of passing of the Special Resolution by the shareholders of the Company by Postal Ballot as stated in paragraph 1 above.
- Compliance with the provisions of the Act and Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our aforementioned procedures. For the purpose of this report, we conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates issued for special purpose issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
- This report is intended solely for your information and for purpose of use in connection with the proposed buyback of equity shares by the Company, as stated in paragraph 1 above, and is not to be used, referred or distributed for any other purpose without our prior written consent.
- We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI's registration no.: 301003E

per Vikas Mehra
Partner
Membership No.: 94421

Place: Gurgaon
Date: November 26, 2013

Annexure A

Cairn India Limited

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 77A (2) (c) of the Companies Act, 1956 and other applicable provisions:

Particulars	September 30, 2013 (INR crores unless otherwise stated)
Equity share capital	1,911
General reserve	2,949
Surplus in the statement of profit & loss	13,168
Securities premium account	20,194
Total	38,223
Lower of (A) and (B)	
(A) Permissible capital payment towards buyback of equity shares in accordance with the Securities and Exchange Board of India (Buy – Back of Securities) Regulations, 1998 (as amended) (Less than 15% of paid up capital and free reserves)	Less than INR 5,733 crores
(B) Permissible capital payment towards buyback of equity shares in accordance with Section 77A (2) (c) of the Companies Act, 1956 (25% of paid up capital and free reserves)	Equal to or less than INR 9,556 crores
Permissible number of equity shares eligible for buyback in accordance with Section 77A (2) (c) of the Companies Act, 1956 (25% of number of paid up equity capital)	Equal to or less than 48 crores

14. The Company shall transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buy-Back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements.
15. The Buy-back is subject to such sanctions and approvals as may be required under applicable laws and regulations. The Buy-Back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.
16. A statement pursuant to Section 102 of the Companies Act, 2013, is provided hereunder.
- The Directors, Managers, Key Managerial Personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution for Buy-Back of shares, except to the extent of their shareholding as mentioned below :

Directors		
S. No.	Name	Number of equity shares held
1.	Mr. Navin Agarwal - Chairman, Non- Executive Director	Nil
2.	Mr. Tarun Jain - Non- Executive Director	Nil
3.	Ms. Priya Agarwal - Non- Executive Director	Nil
4.	Mr. Aman Mehta - Non- Executive Independent Director	Nil
5.	Mr. Naresh Chandra - Non- Executive Independent Director	Nil
6.	Dr. Omkar Goswami - Non- Executive Independent Director	Nil
7.	Mr. Edward T Story - Non- Executive Independent Director	Nil
8.	Mr. P Elango - Interim CEO & Whole time Director	177,746 [#]
Key Managerial Persons (KMP)		
1.	Mr. P Elango - Interim CEO & Whole time Director	177,746 [#]
2.	Mr. Sudhir Mathur - Chief Financial Officer	Nil
3.	Ms. Neerja Sharma - Director- Risk Assurance & Company Secretary	34,341

Out of these, 525 shares are held jointly with his wife, Mrs. Shanthi Elango.

None of the relatives of above mentioned Directors and KMP hold any shares of the Company, other than Mrs. Shanthi Elango who jointly with her husband Mr. P Elango holds 525 shares in the Company.

Twin Star Mauritius Holdings Limited, Sesa Sterlite Limited and Sesa Resources Limited, the Promoter Companies / Persons who are in control of Cairn India Limited, and whose shareholding is disclosed earlier in the Notice will not participate in the Buy-Back. As a result their effective shareholding percentage in Cairn India Limited will increase depending on the number of shares that will be bought back in the Buy-Back process.

None of the Directors and Key Managerial Personnel of the Company holds more than 2% of the paid up share capital in any of the above mentioned Promoter Companies/ Persons who are in control of Cairn India Limited.

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



Neerja Sharma
Director – Risk Assurance
& Company Secretary

Place: Delhi
Date: 26th November, 2013



WE FUEL AMAZING

CAIRN INDIA LIMITED

Registered Office: 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025

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

POSTAL BALLOT FORM

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

Serial No.:

1. Name and registered address of :
the sole/ first named shareholder /
Depository Interest holder

2. Name(s) of Joint shareholder(s) / :
Depository Interest holder(s)

3. DP Id No./Client Id No./ :
Registered Folio No. *
(*applicable to investors holding
shares in physical form)

4. No. of shares held :

5. I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company 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 (For)	I/We dissent to the resolution (Against)
Special Resolution to consider and approve Buy-back of its Equity Shares by Cairn India Limited.			

Electronic Voting Particulars		
EVSN (Electronic Voting Sequence Number)	User ID	Password

Place :

Signature of the shareholder /
Depository Interest holder

Date :

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

Notes / Instructions:

- Pursuant to the provisions of section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Clause 35B of the Listing Agreement, assent or dissent of the shareholders in respect of the resolution contained in the Notice dated **26 November, 2013** is being taken through postal ballot / e-voting.
- Under the green initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the Company / RTA, through e-mail and to all other shareholders by post along with Postal Ballot Form.
- The Company has appointed Mr. Nesar Ahmad, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process.
- The notice of postal ballot is being sent to the members, whose names appear in the register of members / depositories as on **Tuesday, 26 November 2013** and Shareholders holding equity shares shall have one vote per share as shown against their holding.
- The Scrutinizer will submit his final report as soon as possible after the last date of receipt of postal ballot / e-voting.
- The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board on **Monday, 6 January, 2014 at 2:30 p.m.** at the corporate office of the Company situated at Vipul Plaza, 3rd & 4th Floors, Suncity, Sector 54, Gurgaon - 122 002 and will also be displayed on the notice board of the Company at its registered office located at 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025 simultaneously. The date of declaration of the results of postal ballot / e-voting will be taken to be the date of passing of the resolution.
- The result of the postal ballot / e-voting will also be published in the newspapers and be placed at the website of the Company at www.cairnindia.com.
- The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.
- There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.
- Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
- The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.

Voting in physical form

- A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.30 p.m. on **Thursday, 2 January, 2014**. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, 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 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 column will render the Form invalid.
- Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- 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 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).
- 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.
- Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
- Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- 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.12 above.

Voting through electronic mode

- The instructions for shareholders for e-voting are as under:
 - Log on to the e-voting website: www.evotingindia.com and Click 'Shareholders' on the home page.
 - Select the "Electronic Voting Sequence Number" (EVSN) along with Cairn India Limited from the drop down menu and click "SUBMIT".
 - Enter following details in the appropriate boxes and click "SUBMIT":

Details	
User-Id	For NSDL - 8 characters DP ID + 8 digits demat account number. For CDSL - 16 digits demat account number. For shares held in Physical form - Registered Folio No.
Password	Your unique password as contained in the e-mail / Postal Ballot Form.
PAN	10 digit alphanumeric Permanent Account Number issued to you by Income Tax Department as registered with the Company / CDSL / NSDL. In case the shareholders do not have PAN or have not registered the PAN with the Company, please use dummy PAN: ABCDE1234Z .

- Shareholders holding shares in physical form will be directed to the voting screen.
 - Shareholders holding shares in demat form, who log in for first time, will be required to mandatorily change their password in the new password field and will also have option to enter their demographic details i.e. date of birth, mobile number and e-mail id. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for Cairn India Limited or any other company in India. However if a shareholder holding share in demat form and had logged on to www.evotingindia.com and casted his / her vote for an earlier EVSN of any company, then the existing password needs to be used.
 - Click on the Resolution File Link on voting screen to view the Postal Ballot Notice.
 - On the voting page, select appropriate option to vote for or against each resolution. Option 'YES' implies assent to the resolution and 'NO' implies dissent to the resolution.
 - Enter number of shares (which represents no. of votes) under each of the headings of the resolution. The number of shares cannot exceed the numbers of shares registered in your name as per the records of the Company.
 - Check the details and click 'SUBMIT'. On completion of e-voting, a confirmation box will appear. If you wish to confirm your vote, click 'OK', else to change your vote, click 'CANCEL' and accordingly modify your vote by following procedure explained in (g) and (h) above.
 - Once the e-voting is completed, the shareholders will not be allowed to modify the vote.
 - Shareholders can log in for any number of times till the e-voting on the resolution is completed or till the end of voting period i.e. 5.30 p.m., **Thursday, 2 January, 2014** whichever is earlier.
 - In addition to the above, the non-individual members (like Corporates, FIs, Mutual Funds, Banks, Trusts etc.) who opt for e-voting, are also required to submit Board Resolution/Power of Attorney authorising any person to exercise the Voting Power on their behalf along with their attested specimen signatures. Scanned copies of such documents are required to be sent to Scrutinizer through e-mail at nazim@nesarassociates.com with a copy marked to helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name_(EVSN)", e.g., in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZ Ltd._(EVSN)". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/ CDSL before closure of voting, the vote so exercised will be rejected in the system.
 - In case you have any queries or issues regarding e-voting, please send your query to helpdesk.evoting@cdslindia.com.
- E-voting period starts from **Tuesday, 3 December, 2013** and ends on **Thursday, 2 January, 2014**. The e-voting module will be disabled after the business hours i.e. 5.30 p.m. on **Thursday, 2 January, 2014** for voting by shareholders.