

Board's Report

The Members,

Your Directors have pleasure in presenting the ninth annual report on the business and operations of the Company and the audited financial accounts for the year ended 31 March, 2015.

COMPANY'S PERFORMANCE

During the year under review, Cairn India delivered revenue of INR 14,646 crore. This was driven by lower crude oil prices, with gross operated average production at 211,671 barrels of oil equivalent for the fiscal. Together with its JV partners, Cairn contributed about 27% to India's domestic crude oil production as per MoPNG's February 2015 statistics, thus helping strengthen the energy security of the country. During the year, the Company executed multiple projects in Rajasthan block including one of the world's largest polymer flood EOR programme at Mangala. Cairn continues to be one of the low cost producers in the world resulting in EBITDA margin of 59% and strong cash flow from operations of INR 8,765 crore for the year.

Since resumption of exploration in March 2013, Cairn India has established 1.5 billion boe in-place resources by delivering a rapid exploration and appraisal drilling program.

CONSOLIDATED FINANCIAL STATEMENTS

Your Company is also presenting the audited consolidated financial statements prepared in accordance

with the Accounting Standard 21 issued by the Institute of Chartered Accountants of India. Further, pursuant to the provisions of Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014, statement containing salient features of the financial statements of subsidiary companies is disclosed separately and forms part of the annual report.

INTERIM DIVIDEND

Your Company has distributed an interim dividend of INR 5 per equity share of face value of INR 10 each to shareholders, who were on the register of members of the Company as on the closing hours of business on 23 September, 2014, being the record date fixed by the Board of Directors for this purpose. Interim dividend was paid on 26 September, 2014.

FINAL DIVIDEND

In addition to interim dividend, your Directors are pleased to recommend a final dividend of INR 4 per equity share of face value of INR 10 each for the year ended 31 March, 2015, subject to approval of shareholders at the ensuing annual general meeting of the Company.

Final dividend, if approved by the

shareholders, taken together with the interim dividend, will amount to total dividend of INR 9 per equity share for the financial year 2014-15.

TRANSFER TO RESERVES

During the year, your Company has transferred INR 33.43 crore to capital redemption reserve account on account of buy-back of equity shares, which is equal to nominal amount of equity shares so bought back and extinguished till 31 March, 2015.

BOARD OF DIRECTORS AND ITS MEETINGS

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of executive, non-executive and independent Directors including one woman Director. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

One meeting of the Board of Directors is held in each quarter. Additional meetings of the Board/ Committees are convened as may be necessary for proper management of the business operations of the Company. The annual calendar of

FINANCIAL HIGHLIGHTS		in INR crore			
	Standalone		Consolidated*		
	For the financial year ended		For the financial year ended		
	31 March, 2015	31 March, 2014	31 March, 2015	31 March, 2014	
Total income	8,855	11,829	16,455	20,264	
Total Expenditure	5,005	4,054	8,713	7,414	
Profit before tax and exceptional items	3,850	7,775	7,742	12,850	
Exceptional item	2,256	-	2,633	-	
Profit before tax	1,594	7,775	5,109	12,850	
Taxes	274	321	629	418	
Profit/ (loss) for the year	1,320	7,454	4,480	12,432	

* Cairn India Limited with its subsidiaries

meetings of the Board/Committees is usually finalized well before the beginning of the year after seeking concurrence of all the Directors.

In case of inability of any of the Directors to attend the meeting in person, the Directors endeavor to participate in the meeting through video conferencing or other audio visual means. In addition, if required, the Board also approves resolutions by way of circulation between two successive Board meetings.

During the year ended 31 March, 2015, the Board of Directors met six times viz. on 23 April, 2014, 23 July, 2014, 17 September, 2014, 21 October, 2014, 22 January, 2015 and 4 March, 2015. The maximum gap between any two meetings was not more than one hundred and twenty days.

APPOINTMENT AND DECLARATION OF INDEPENDENT DIRECTORS

The Company at its annual general meeting held on 23 July, 2014, had appointed Mr. Naresh Chandra, Dr. Omkar Goswami, Mr. Aman Mehta and Mr. Edward T. Story, as independent Directors of the

Company. They hold office for a period upto 31 March, 2017 and shall not be liable to retire by rotation.

Further, all the independent Directors have declared and affirmed their compliance with the independence criteria as mentioned in Section 149(6) of the Companies Act, 2013 and clause 49 of the listing agreement in respect of their position as an "Independent Director" of the Company.

DIRECTORS'/ KEY MANAGERIAL PERSONNEL (KMPs) APPOINTMENT OR RESIGNATION

During the year under review, following changes occurred in the position of Directors/ KMPs of the Company:

- Mr. P. Elango (DIN 06475821) resigned as the interim Chief Executive Officer and Wholtime Director w.e.f. 2 May, 2014.
- Mr. Mayank Ashar (DIN 07001153) was appointed as an additional Director of the Company w.e.f. 17 November, 2014 and was designated as Managing Director

and Chief Executive Officer of the Company for a period of 5 (five) years upto 16 November, 2019. The appointment of Mr. Ashar as Managing Director & Chief Executive Officer was approved by the shareholders of the Company (vide resolution passed through postal ballot) on 11 December, 2014 and by Central Government on 16 January, 2015.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ashar holds office upto the ensuing annual general meeting. The Company has received a notice along with the requisite deposit from a member of the Company proposing the candidature of Mr. Mayank Ashar for the appointment as Director of the Company liable to retire by rotation.

In accordance with Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Tarun Jain (DIN 00006843), shall retire by rotation as Director at the ensuing annual general meeting and being eligible, offers himself for re-appointment.

A brief profile of the above-named Directors seeking appointment/re-appointment at the ensuing annual general meeting of the Company has been provided in the corporate governance report and in the notice of the annual general meeting.

AUDIT COMMITTEE

The Company has an adequately qualified Audit Committee constituted in accordance with the provisions of Companies Act, 2013 and clause 49 of the listing agreement. As on 31 March, 2015, the Committee comprised five non-executive Directors viz. Mr. Aman Mehta (Chairman), Mr. Naresh Chandra, Mr. Tarun Jain, Dr. Omkar Goswami and Mr. Edward T. Story. Apart from Mr. Tarun Jain, all other Committee members are independent. All members of the Committee are financially literate and have accounting or related financial management expertise.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is committed to conduct its business in a socially responsible, ethical and environmental friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

The Company has a duly constituted CSR Committee, which is responsible for fulfilling the CSR objectives of the Company. As on 31 March, 2015, the Committee comprised three Directors viz. Mr. Naresh Chandra, Mr. Aman Mehta and Mr. Tarun Jain. Mr. Naresh Chandra, Chairman of the Committee is an independent Director.

CSR Policy

During the year under review, the Board of Directors on recommendation of the CSR Committee has formulated the

CSR policy of the Company. The CSR activities of the Company are implemented in accordance with the core values viz. protecting stakeholder interests, proactive engagement with the local communities and striving towards inclusive development.

The CSR activities are focused on the following five broad themes with goals to improve overall socio-economic indicators of Company's area of operation:

- Promoting healthcare, sanitation and making safe drinking water available;
- Employment enhancement through training and vocational skill development;
- Income enhancement through farm based and other livelihood opportunities;
- Promoting education and sports; and
- Ensuring sustainable environment.



RO Plant facility at a village in Rajasthan

The annual report on CSR containing particulars specified in Companies (CSR Policy) Rules, 2014 including initiatives taken by the Company during the year is given in Annexure I and also in the management discussion & analysis section of this report.

The CSR policy of the Company is enclosed as Annexure II to this report and is also placed on the website of the Company viz. www.cairnindia.com

POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

The Company strives to maintain an appropriate combination of executive, non-executive and independent Directors subject to a minimum of 3 (three) and maximum of 15 (fifteen) Directors, including at least one woman Director.

The Nomination & Remuneration Committee of the Company leads the process for Board appointments in accordance with the requirements of Companies Act, 2013, listing agreement and other applicable regulations or guidelines. All the Board appointments are based on meritocracy.

The potential candidates for appointment to the Board are inter-alia evaluated on the basis of highest level of personal and professional ethics, standing, integrity, values and character; appreciation of the Company's vision, mission, values; prominence in business, institutions or professions; professional skill, knowledge and expertise; financial literacy and such other competencies and skills as may be considered necessary.

In addition to the above, the candidature of an independent Director is also evaluated in terms

of the criteria for determining independence as stipulated under Companies Act, 2013, listing agreement and other applicable regulations or guidelines. In case of re-appointment of independent Directors, the Board shall take into consideration the results of the performance evaluation of the Directors and their engagement level.

During the year under review, the Board of Directors of the Company has adopted a Remuneration Policy for Directors, KMPs and other employees. The policy represents the overarching approach of the Company to the remuneration of Director, KMPs and other employees. The copy of the policy is attached as Annexure- III to this report.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES & INDIVIDUAL DIRECTORS

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for the year 2014-15. Led by the Nomination & Remuneration Committee, the evaluation was done using individual questionnaires covering amongst others vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

As part of the evaluation process, the performance of non-independent Directors, the Chairman and the Board was done by the independent Directors. The performance evaluation of the respective

Committees and that of independent and non-independent Directors was done by the Board excluding the Director being evaluated. The Directors expressed satisfaction with the evaluation process.

BUY-BACK OF EQUITY SHARES OF THE COMPANY

During the last financial year, the Company had approved a proposal for buy-back of its equity shares at a price not exceeding INR 335 per equity share for an aggregate amount not exceeding INR 5,725 crore.

The buy-back, which commenced on 23 January, 2014 and concluded on 22 July, 2014 was done from open market other than from promoters and persons in control.

The total number of shares bought back and extinguished as part of the buy back process was 36,703,839 at a consideration of INR 1,225.45 crore. Out of this, during the period from 1 April, 2014 to 22 July, 2014, 33,433,290 equity shares were bought back at a consideration of INR 1,119.93 crore.

Pursuant to the Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998, the Company has deposited a sum of INR 143.13 crore, being 2.5% of the maximum buy-back size, in an escrow account. Post closure of buy-back, the Company has applied to the Securities & Exchange Board of India for release of the amount deposited in the escrow account.

EMPLOYEE STOCK OPTION SCHEMES

Your Company has established share incentive schemes viz. Cairn India Performance Option Plan (CIPOP)

and Cairn India Employee Stock Option Plan (CIESOP) pursuant to which options to acquire shares could be granted to selected employees and executive Directors of the Company and its subsidiaries. The Company also has cash awards option plan (phantom stock options) for expatriate employees of the Company and its subsidiaries.

During the financial year, stock options have been granted to the employees of the Company and its subsidiaries under CIPOP scheme. On exercise of the options so granted, the paid-up equity share capital of the Company will increase in terms of the stock option plans mentioned above. The details of stock options granted by the Company are set out in Annexure IV to this Report in compliance with clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

During the year under review, 656,171 equity shares of INR 10 each were allotted pursuant to the exercise of stock options.

CHANGES IN CAPITAL STRUCTURE

Pursuant to the buy-back process, your Company has bought back and extinguished 33,433,290 equity shares of INR 10 each during the period from 1 April, 2014 to 22 July, 2014.

Further, during the financial year under review, 656,171 equity shares of INR 10 each were allotted on exercise of employee stock options by the employees of the Company and its subsidiaries. The Company has not issued any sweat equity shares or any bonus shares. Consequently, the issued and paid up capital of the Company as on 31 March, 2015

was INR 18,748,527,520 divided into 1,874,852,752 equity shares of INR 10 each. The Company has only one class of equity shares with face value of INR 10 each, ranking pari-passu.

LOANS AND INVESTMENTS BY THE COMPANY

Details of loans and investments by the Company to other body corporates or persons are given in notes to the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

The management discussion and analysis report on the operations of the Company as required under the listing agreement with stock exchanges has been given separately and forms part of this report.

RISK MANAGEMENT

The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The Board approved Risk Management policy, which acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization.

The Board monitors and reviews the implementation of various aspects of the Risk Management policy through a duly constituted Risk Management Committee (RMC). The RMC assists the Board in its oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks under the aegis of the overall business risk management framework. Further, the Company has a dedicated risk assurance team to facilitate risk

reporting and updates, risk policy compliances and provide overall guidance and support to business risk owners.

The Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

In the opinion of the Board, none of the risks faced by the Company threaten its existence. However, the following risks are considered to have a potential bearing on the performance of the Company:

- Unfavorable changes in Production Sharing Contract ("PSC") terms or failure to extend the PSC for the Rajasthan block after the expiry of PSC in May, 2020 could have a material adverse impact on Company's operations and financial condition.
- The performance of the Company has been and is expected to continue to be substantially dependent on the reserves and production of the Rajasthan block and any interruption in the exploration, development, production operations at the existing oil and gas fields for any reason (including force majeure conditions) could have a material effect on the results of our operations and financial condition.
- Inability/substantial delay in reserves replacement would

lead to decline in production from existing fields, which could materially and adversely affect results of operations and financial condition and therefore, sustenance of Company's operations in the longer term.

- International prices for oil are volatile and have a significant effect on Company's revenue and profits. In case there are substantial and/ or extended declines in international crude oil prices, it may have an adverse effect on Company's business, results of operations and financial condition.
- The Company operates under regulatory uncertainties driven by political developments by the central, state, local laws and regulations such as changes in taxes, royalties and other amounts payable to various governments or their agencies. Recently, a tax demand of approximately INR 20,495 crore (comprising tax of approximately INR 10,248 crore and interest of approximately INR 10,247 crore) has been made in relation to retrospective tax legislation for alleged failure to deduct withholding tax on alleged capital gains in the hands of erstwhile parent, Cairn UK Holdings Limited. The Company's parent, Vedanta Resources Plc. has filed a notice of claims against GoI under the UK-India bilateral investment treaty challenging the tax demand, seeking resolution through international arbitration. The Company has filed a Writ Petition with the Hon'ble Delhi High Court praying for quashing/setting aside the order passed by the Tax Authorities. Further, the Company has also filed an appeal

before Commissioner Appeals. Although considered unlikely, if enforced, such tax demand would have a material adverse effect on the business, results of operations and financial condition of the Company.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

Cairn India continuously invests in strengthening its internal control processes. The Company has put in place an adequate system of internal financial control commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of its business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies. As a means to further strengthen the control environment, during the year, the processes were benchmarked with industry practices to identify the gaps, if any and remedial measures were taken.

Financial policies, standards and delegations of authority have been disseminated to senior management to cascade within their departments. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities.

The Company has a Chief Internal Auditor with a dedicated internal audit team which is commensurate with the size, nature & complexity of operations of the Company. Internal audit reports functionally to Audit Committee of Board which reviews and approves risk based annual

internal audit plan. Audit Committee periodically reviews the performance of internal audit function.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee reviews adherence to internal control systems and internal audit reports. Further, the Board annually reviews the effectiveness of the Company's internal control system.

VIGIL MECHANISM

The Company has in place a whistleblower policy, to support the Code of Business Ethics. This policy documents the Company's commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of Business Ethics at a significantly senior level without fear of intimidation or retaliation.

The Ethics committee comprises of four members including the Company Secretary, Chief Internal Auditor, Chief Financial Officer and a senior functional head. The committee is authorized by the Board of Directors of the Company for the purpose of receiving all complaints under the policy and in ensuring appropriate action. The concern can be reported by sending an e-mail message at the dedicated address viz. ethicscounsellors@cairnindia.com. Individuals can also raise their concerns directly to the CEO or the chairman of the Audit Committee of the Company. Any allegations that fall within the scope of the concerns

identified are investigated and dealt with appropriately. Further, during the year, no individual was denied access to the Audit Committee for reporting concerns, if any.

The ethics counsellors periodically submit the report on complaints received, if any and the action taken to the Audit Committee.

The details of establishment of vigil mechanism for Directors & employees to report genuine concerns are available at the website of the Company viz. www.cairnindia.com

SUBSIDIARY COMPANIES

During the financial year under review, in continuation of the efforts to realign the group structure and consolidate the multi layered structure, five subsidiary companies were dissolved, details of which are given in Table 1.

As on 31 March, 2015, the Company had 14 subsidiaries including indirect subsidiaries. All these companies are 100% beneficially owned by Cairn India Limited. The Company regularly monitors the performance of such companies.

The Company shall make available the annual accounts of the subsidiary

companies to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the registered office of the Company and respective subsidiary companies. Further, the annual accounts of the subsidiaries are also available on the website of the Company viz. www.cairnindia.com. The consolidated financial statements presented by the Company include the financial results of its subsidiary companies.

REPORT ON PERFORMANCE & FINANCIAL POSITION OF SUBSIDIARIES

Following are the highlights on performance and financial position of your Company's subsidiaries:

- **Cairn India Holdings Limited:** The company is incorporated in Jersey and its principal business is holding investments. The company did not have any operations during the year, apart from its investments in various subsidiary companies. During the year ended 31 March, 2015, the company made a profit of INR 2,684.86 crore.
- **Cairn Energy Hydrocarbons Limited:** The company is incorporated in Scotland and its

principal business is exploration and production of oil and gas. The company holds interest in the producing block RJ-ON-90/1 in India. During the year ended 31 March, 2015, the company made a profit of INR 1,912.78 crore. Average gross production from the Rajasthan block for the year ended 31 March, 2015 was 175,143 boepd and working interest production was 61,300 boepd.

- **Cairn Energy Holdings Limited:** The company is incorporated in Scotland and its principal business is holding investments. The company did not have any operations during the year, apart from its investment in subsidiary company. During the year ended 31 March, 2015, the company made a profit of INR 7.13 crore.
- **Cairn Exploration No. (2) Limited:** The company is incorporated in Scotland and its principal business is exploration and production of oil and gas. The company did not have any operations during the year 2014-15. During the year ended 31 March, 2015, the company made a profit of INR 0.0004 crore.
- **Cairn Exploration No. (6) Limited:** The company is incorporated in Scotland and its principal business is exploration

1. SUBSIDIARY COMPANIES DISSOLVED DURING THE FINANCIAL YEAR ENDED 31 MARCH, 2015

S. No.	Name of the Company	Country of incorporation	Effective date of dissolution
1.	Cairn Energy Cambay B.V.	Netherlands	30 December, 2014
2.	Cairn Energy Gujarat B.V.	Netherlands	30 December, 2014
3.	Cairn Energy India West B.V.	Netherlands	30 December, 2014
4.	Cairn Energy Netherlands Holdings B.V.	Netherlands	30 December, 2014
5.	CEH Australia Limited	British Virgin Islands	29 October, 2014

and production of oil and gas. The company did not have any operations during the year 2014-15. During the year ended 31 March, 2015, the company incurred a loss of INR 0.04 crore.

- **Cairn Exploration No. (7) Limited:** The company is incorporated in Scotland and its principal business is exploration and production of oil and gas. The company did not have any operations during the year 2014-15. During the year ended 31 March, 2015, the company incurred a loss of INR 0.04 crore.
- **Cairn Energy Gujarat Block 1 Limited:** The company is incorporated in Scotland and principal business is exploration and production of oil and gas. The company did not have any operations during the year 2014-15. During the year ended 31 March 2015, the company incurred a loss of INR 7.26 crore.
- **Cairn Energy Discovery Limited:** The company is incorporated in Scotland and its principal business is exploration and production of oil and gas. The company did not have any operations during the year 2014-15. During the year ended 31 March, 2015, the company incurred a loss of INR 0.07 crore.
- **Cairn Energy Australia Pty Limited:** The company is incorporated in Australia and its principal business is holding investments. The company did not have any operations during the year, apart from its investment in subsidiary company. During, the year ended 31 March, 2015, the company incurred a loss of INR 0.23 crore.
- **Cairn Energy India Pty Limited:** The company is incorporated in Australia and its principal business is exploration and

production of oil and gas. The company did not have any operations during the year 2014. During the year ended 31 March, 2015, the company incurred a loss of INR 0.01 crore.

- **Cairn South Africa Proprietary Limited:** The Company holds a 60% participating interest in the exploration right in Block-1, Orange Basin offshore South Africa. During the year, as part of the work program, processing and interpretation of 2D and 3D seismic data were carried out. The work programme commitments for the current phase that expired in February 2015, have been completed. During the year ended 31 March, 2015, the company incurred a loss of INR 27.02 crore.
- **CIG Mauritius Holding Private Limited:** The company is incorporated in Mauritius and its principal business is holding investments. During the year ended 31 March, 2015, the company incurred a loss of INR 948.33 crore which was mainly on account of impairment of its investment in its subsidiary company, CIG Mauritius Private Limited, amounting to INR 948.09 crore.
- **CIG Mauritius Private Limited:** The company is incorporated in Mauritius and its principal business is holding investments. The company did not have any operations during the year 2014-15, apart from its investment in subsidiary company. During the year ended 31 March, 2015, the company incurred a loss of INR 958.38 crore which was mainly on account of impairment of its investment and loan in its subsidiary company, Cairn Lanka Private Limited, amounting to INR 829.73 crore and INR 132.48 crore respectively.
- **Cairn Lanka Private Limited:** The

company is incorporated in Sri Lanka and its principal business is exploration and production of oil and gas. The company holds a 100% participating interest in the exploration area of block SL-2007-01-001 in Sri Lanka. During the year ended 31 March, 2015, the company incurred a loss of INR 553.61 crore. The loss was mainly on account of impairment of carrying value of exploration assets of block in Sri Lanka. Given the current level of gas prices and fiscal terms, the development of hydrocarbons in the said block is not commercially viable. Hence, the management has impaired the carrying value of the related assets amounting to INR 505.19 crore.

CORPORATE GOVERNANCE

Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

The report on corporate governance forms an integral part of this report and is set out as separate section to this annual report. The certificate of S. R. Batliboi & Co. LLP, chartered accountants, the statutory auditors of the Company certifying compliance with the conditions of corporate governance as stipulated in clause 49 of the listing agreement is annexed with the report on corporate governance.

RELATED PARTY TRANSACTIONS

During the year under review, the Board has adopted a policy to regulate the transactions of the Company with its related parties.

As per policy, all related party transactions require prior approval of the Audit Committee and Board of Directors of the Company. Prior approval of the shareholders of the Company is also required for certain related party transactions as prescribed under Companies Act, 2013 and listing agreement. The said policy is available on the Company's website viz. www.cairmindia.com

All related party transactions that were entered into during the financial year were on an arm's length basis. There were no materially significant related party transactions made by the Company with promoters, Directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Details of such transactions are given in the Annexure V to this report.

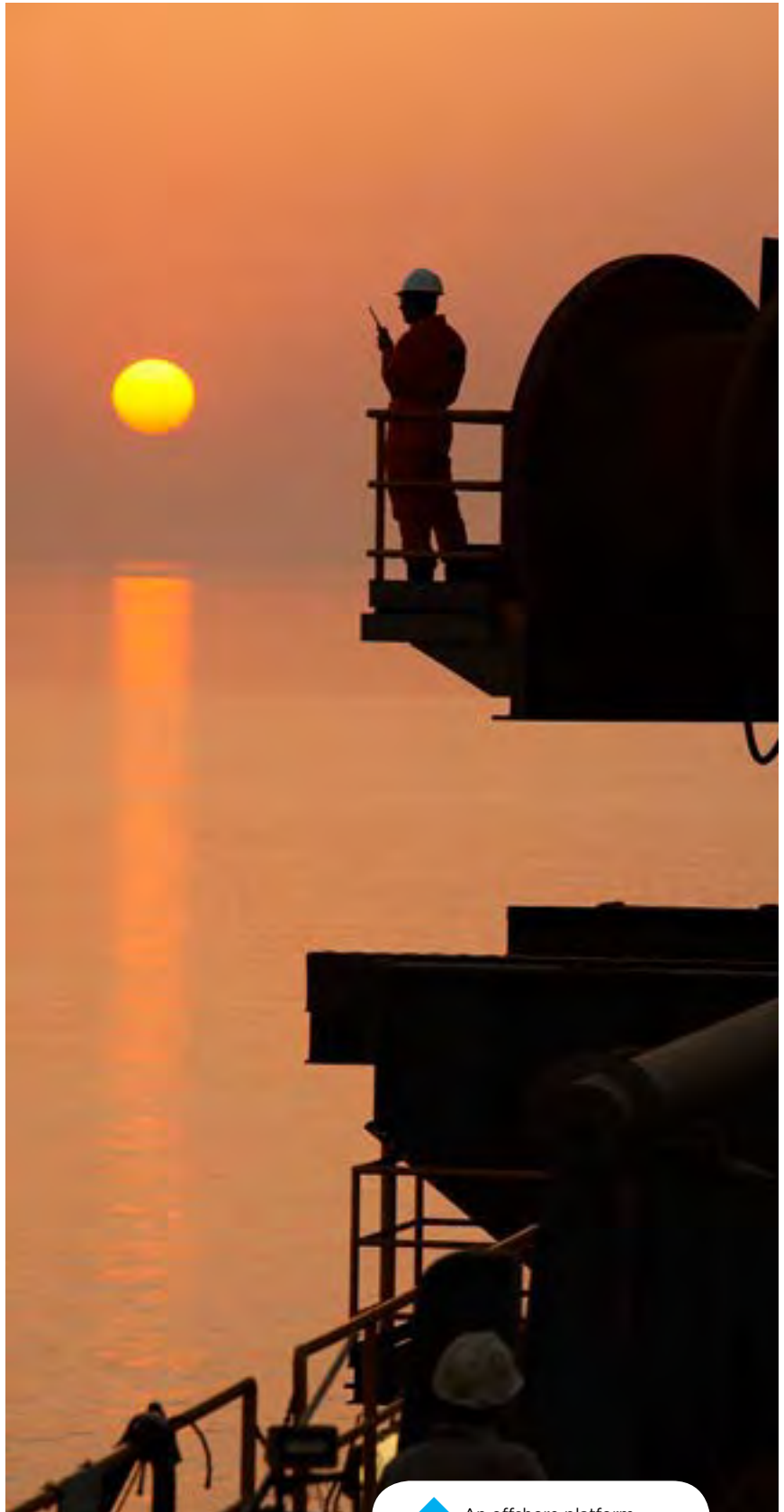
SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s Sanjay Grover & Associates, a firm of company secretaries in practice, to undertake the Secretarial Audit of the Company. The report of the Secretarial Audit is annexed to this report as Annexure VI.

Secretarial Auditors' report is self-explanatory and therefore does not require further comments and explanation.

AUDITORS & AUDITORS' REPORT

S. R. Batliboi & Co. LLP, chartered accountants, statutory auditors of the Company, hold office till the conclusion of the ensuing annual general meeting. Further, they



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have confirmed that they are not disqualified for re-appointment as auditors of the Company under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

The Audit Committee at its meeting held on 23 April, 2015 has recommended the re-appointment of S. R. Batliboi & Co. LLP as statutory auditors of the Company. Your Directors also recommend their reappointment from the conclusion of this annual general meeting till the conclusion of the next annual general meeting of the Company.

Auditors' report is self-explanatory and therefore does not require further comments and explanation.

COST AUDITORS

In terms of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records and get them audited every year.

The Board appointed M/s. Shome & Banerjee, cost accountants, as cost auditors of the Company for the financial year 2015-16 at a fee of INR 885,000 (Rupees eight lacs eighty five thousand only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the shareholders at the ensuing annual general meeting.

The cost audit report would be filed with the Central Government within prescribed timelines.

DEPOSITS

The Company has not invited any deposits from the public under Section 73 of the Companies Act, 2013.

HUMAN RESOURCES

Company's industrial relations continued to be harmonious during the period under review.

PARTICULARS OF EMPLOYEES

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the annexure to this report. In terms of the provisions of Section 136(1) of the Companies Act, 2013, the Board's Report is being sent to the shareholders without this annexure. Shareholders interested in obtaining a copy of the annexure may write to the Company Secretary.

MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS

No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.

However, members are informed that the Company has received an order from the Income Tax Department for an alleged failure to deduct withholding tax on alleged capital gains arising during the year 2006-07 in the hands of Cairn UK Holdings Limited (CUHL), Company's erstwhile parent company, a subsidiary of Cairn Energy Plc. This was in respect of the transaction of CUHL transferring the shares of Cairn India Holdings Limited to Cairn India Limited as part of internal group reorganization in 2006-07 to facilitate the IPO of Cairn India Limited. A demand of approximately INR 20,495 crore (comprising tax of

approximately INR 10,248 crore and interest of approximately INR 10,247 crore) is alleged to be payable. The Company has filed a Writ Petition with the Hon'ble Delhi High Court praying for quashing/setting aside the aforesaid order and is pursuing all possible options to protect its interest.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure VII to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2015 and of the profit of the Company for the year ended 31 March, 2015;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been

- prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and were operating effectively;

- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

- i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2014-15:

Directors	Nature of Directorship	Ratio
Mr. Navin Agarwal	Chairman & Non-executive Director	0.3:1
Mr. Tarun Jain	Non-executive Director	0.5:1
Ms. Priya Agarwal	Non-executive Director	0.1:1
Mr. Aman Mehta	Non-executive independent Director	4:1
Mr. Naresh Chandra	Non-executive independent Director	4:1
Dr. Omkar Goswami	Non-executive independent Director	4:1
Mr. Edward T. Story	Non-executive independent Director	4:1
Mr. Mayank Ashar	Managing Director & Chief Executive Officer	76:1*

*computed based on annualized remuneration.

- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year:

The remuneration of non-executive Directors by way of sitting fee for attending Board/ Committee meetings was increased by 150% viz. INR 20,000 per meeting to INR 50,000 per meeting from financial year 2014-15. There is no increase in profit linked commission paid/payable to non-executive independent Directors of the Company.

Mr. Mayank Ashar was appointed as Managing Director & CEO of the Company on 17 November, 2014 and Mr. P. Elango ceased to be the interim CEO & Wholetime Director of the Company on 2 May, 2014. Accordingly, there is no comparative information in this regard.

The percentage increase in the remuneration of Mr. Sudhir Mathur, CFO and Ms. Neerja Sharma, Director Assurance & Communication and Company Secretary is 24.7% and 12.5% respectively.

- (iii) the percentage increase in the median remuneration of employees in the financial year: 18.7%
- (iv) the number of permanent employees on the rolls of Company: 1,619 (One thousand six hundred and nineteen), as on 31 March, 2015.
- (v) the explanation on the relationship between average increase in remuneration and Company performance:

The average increase in remuneration of the employees was 19.1%. The average increase in remuneration is closely linked to and driven by achievement of annual corporate goals and overall business, financial and operational performance of the Company.

- (vi) comparison of the remuneration of the key managerial personnel against the performance of the Company:

During the year, the gross operated average production was at 211,671 barrels of oil equivalent. Together with its JV partners, Cairn contributed about 27% to India's domestic crude oil production and thus helping strengthen the energy security of the country. Cairn continues to be one of the low cost producers in the world resulting in EBITDA margin of 59% and strong cash flow from operations of INR 8,765 crore for the year. The remuneration of key managerial personnel amongst others is closely linked to and driven by achievement of annual corporate goals and overall business, financial and operational performance of the Company. The average increase in the remuneration of KMP's was 20.6% over the previous year.

- (vii) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company had allotted shares under its IPO in December, 2006 at the price of INR 160 per equity share. The market quotations/price of the shares of the Company as at 31 March, 2015 on NSE compared to the IPO price increased by 33.66%

Particulars	As at 31 March, 2015	As at 31 March, 2014	Variation (%)
Closing Share Price on NSE (INR)	213.85	333.0	(35.78)
Market Capitalisation (INR crore)	40,094*	63,524*	(36.88)
P/E Ratio**	30.42	8.53	256.62

*Total number of shares as on 31 March, 2015 and 31 March, 2014 are 1,874,852,752 and 1,907,629,871 respectively.
 ** P/E ratio is calculated using basic earnings per share including exceptional items.

- (viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the remuneration of employees was 19.1%. Mr. Mayank Ashar was appointed as Managing Director & CEO of the Company on 17 November, 2014 and Mr. P. Elango ceased to be the interim CEO & Wholtime Director of the Company on 2 May, 2014. Accordingly, there is no comparative information in this regard.

- (ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

The increase in the remuneration of Mr. Sudhir Mathur, CFO and Ms. Neerja Sharma, Director - Assurance & Communication and Company Secretary is 24.7% and 12.5% respectively. Mr. Mayank Ashar was appointed as Managing Director & CEO of the Company on 17 November, 2014 and Mr. P. Elango ceased to be the interim CEO & Wholtime Director of the Company on 2 May, 2014. Accordingly, there is no comparative information in this regard. The comparison of the remuneration against the performance of the Company is detailed in clause (vi) above.

- (x) the key parameters for any variable component of remuneration availed by the Directors:

The variable component of remuneration of the executive Director comprises of annual performance bonus which is linked to achievement of corporate KPIs & individual goals and the long term incentives in the form of stock/cash options. The non-executive Directors of the Company are entitled to annual commission linked to the performance and profit of the Company.

- (xi) the ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not applicable.

- (xii) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The remuneration is as per the Remuneration Policy of the Company.

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report for the financial year 2014-15 forms part of the annual report.

KEY AWARDS AND RECOGNITIONS

During the year, your Company received awards and honours from different bodies and trade organisations, the summary of which is as under:

- Seventeen mines safety awards from Directorate General of Mines Safety for site installations and drilling & work over/ completion rigs in Rajasthan;
- Golden Peacock award for Business Excellence 2014 under oil & gas category;
- Golden Peacock HR excellence award 2014;
- Business World award for India's Fastest Growing Company in middleweight for the financial year 2014-15;
- CII Southern Region "Excellence Award in EHS 2013" awards for best practices in environment, health and safety management at Ravva;
- Awards from Public Relations Council of India (PRCI) in the categories of In House Magazine, Creative Logo of the year, Corporate Publication, Corporate Advertisement; and
- National Safety awards (Mines) conferred by hon'ble President of India for 2011 & 2012 in the category of lowest injury frequency rate and longest accident-free period for Company's facilities at CB-OS/2 & Ravva respectively.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Cairn India's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. ICC has its presence at corporate office as well as at site locations.

During the year ended 31 March, 2015, the ICC received two complaints pertaining to sexual harassment. Detailed investigations were carried out and appropriate action was taken by the ICC.

RELEVANT EXTRACT OF THE ANNUAL RETURN

Relevant extract of annual return for the financial year 2014-15 under the Companies Act, 2013 is given in Annexure VIII to this report.

MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year 2014-15 and till the date of this report.

APPRECIATION

Your Directors wish to place on record their sincere appreciation of the efforts and dedicated service of all employees, which contributed to the continuous growth and consequent performance of the Company. Your Directors wish to place on record their gratitude for the valuable assistance and co-operation extended to the Company by the Central Government, State Governments, joint venture partners, banks, institutions, investors and customers.

For and on behalf of the Board of Directors

Navin Agarwal
(DIN No.-00006303)
Chairman

Place: Gurgaon
Date: 23 April, 2015

Annexures to the Board's Report

ANNEXURE I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.	<p>Brief outline of the Company's CSR objectives and its projects/programmes are mentioned in the CSR section of the Board's report and Management Discussion & Analysis section of the annual report of the Company.</p> <p>The details are also provided in the CSR policy which is available on the website of the Company viz. http://cairindia.com/sites/default/files/CSR_policy and attached herein as Annexure II</p>
2	Composition of the CSR Committee	Mr. Naresh Chandra (Chairman) - Independent Director Mr. Aman Mehta - Independent Director Mr. Tarun Jain - Non-executive Director
3	Average net Profit for last 3 financial years	INR 6,489.82 crore
4	Prescribed CSR expenditure (two percent of the amount as in item 3 above)	INR 129.80 crore
5	Details of CSR spent during the financial year	
A	Total amount to be spent for the financial year;	INR 129.80 crore
B	Amount unspent, if any;	INR 59.44 crore
C	Manner in which the amount spent during the financial year is given in CSR spent table	
6	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report	<p>The Company's CSR initiatives usually involve setting the foundation of various programs at a small scale to learn from on-ground realities, getting feedback from community and then putting an enhanced sustainable model to ensure maximum benefit to the community. For this reason, during the year, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The CSR activities are scalable which coupled with new initiatives that may be considered in future, moving forward the Company will endeavor to spend on CSR activities in accordance with the prescribed limits.</p>

DETAILS OF CSR SPENT

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs		Amount Outlay (budget)* project or programs wise (in INR crore)
			Area	Name of District	
1. Health					
i	MHV - Provision of basic medical care through Mobile Health Vans	Promoting preventive healthcare {Schedule VII (i)}	Rajasthan, Gujarat	Barmer, Sanchore (Jalore), Banaskantha, Patan, Ahmedabad, Dwarka	4.90
ii	Mother and Child healthcare to reduce IMR and MMR in project villages	Health {Schedule VII (i)}	Rajasthan, Gujarat, Andhra Pradesh	Barmer, Banaskantha, Patan, Ahmedabad, Surendranagar, Rajkot, Jamnagar, Suvalli, East Godavari	3.00
iii	Support to Government Health Facilities	Health {Schedule VII (i)}	Barmer, Rajasthan	Barmer and adjoining areas	1.75
2 Sustainable livelihood (farm based)					
i	Sustainable livelihoods through farm based initiatives	Livelihoods enhancement {Schedule VII (ii)}	Rajasthan	Barmer, Sanchore (Jalore), Banaskantha, Patan, Ahmedabad, Surendranagar, Rajkot, Jamnagar	5.40
3 Vocational skills and generating employment					
i	Sustainable livelihoods through vocational training to youth at Cairn Enterprise Centre, Barmer	Employment enhancing Vocational skills {Schedule VII (ii)}	Rajasthan	Barmer, Sanchore (Jalore)	4.80
ii	Sustainable livelihoods through advanced vocational training to youth at Cairn Centre of Excellence, Jodhpur	Employment enhancing Vocational skills {Schedule VII (ii)}	Rajasthan	Jodhpur	37.90
iii	Skills Training	Employment enhancing Vocational skills {Schedule VII (ii)}	Andhra Pradesh	East Godavari	0.20

	Amount spent on the project or programs (in INR crore)		Cumulative expenditure upto the reporting period (in INR crore)	Amount spent: direct or through implementing agency	Project Synopsis
	Direct	Overheads			
4.54	-	4.54	Direct	Mobile health vans (MHVs) are aimed to provide basic medical services at the door step of the community. Involves use of 18 mobile health vans (districts of Rajasthan & Gujarat), including 8 in public private partnership mode covering 144 villages in Rajasthan and 115 in Gujarat. Over the year, the MHVs have conducted more than 3 lacs population across 9 districts of Rajasthan and Gujarat.	
2.50	-	2.50	Direct	Mother and child healthcare projects in Rajasthan, Andhra Pradesh focus to improve the healthcare services through capacity building, awareness generation among healthcare professionals. 500,000 community members touched so far. As part of this program, two sanitary pad production units were established in Rajasthan which are now being run under the self help group model.	
1.52	-	1.52	Direct	In order to provide better healthcare services across Barmer district, the Company is supporting the District Hospital, by providing sanitation services and medical equipment support. The Company has also created an out-patient centre with specialist doctors.	
6.04	-	6.04	Direct as well as through Cairn Enterprise Centre (non profit society)	The project focuses on enhancing livelihood opportunities through training and capacity building of farmers. Setting up of demonstration farms, development of agri-entrepreneurs, dairy development and market linkages for farmers. During last year in Rajasthan, more than 2,500 farmers were trained and more than 150 hectares of uncultivable land has been brought into cultivation. 100 water harvesting structures "Khadins" were constructed. Additionally, 11 agri kiosks across 7 pipeline districts, 10,000 farmers are benefitted due to informed mandi prices and can now sell their produce at a high price, earning a good profit. In Barmer and Jalore, more than 2,000 farmers have been benefitted through the dairy development and animal husbandry program. Total milk collection levels stand at 7,500 litres / day.	
6.02	-	6.02	Direct	Training of local youth through various job oriented courses is being carried out through Cairn Enterprise Centre, Barmer and 7 satellite centres in Barmer and Jalore. Mobile repairing, welding, masonry, domestic electrical repairing, trainings in BPO are being continued. New courses to train industrial electricians, fitters, welders have also been introduced this year. Total of 1,100 youths have been trained, out of which more than 900 have been placed. Special training batches were conducted for masonry training for women and specially abled adults in english speaking and computer with 100% placement.	
30.52	-	30.52	Direct	Cairn Centre of Excellence (CCOE), an advanced training centre, at Jodhpur, Rajasthan began its operations in 15 November, 2014. The facility is a residential facility with a state-of-the art labs to conduct courses in solar, wind, advanced welding, retail, and automotive repair. Total capex in building this institute is INR 53 crore, this year spend is INR -30 crore. TUV Rheinland the implementation partner will deliver training courses at this facility. 50+ students have been trained till date. 500 + students will be trained in the next year.	
0.12	-	0.12	Direct	Education centre constructed at Challapalli. 2 centres in Andhra Pradesh trained 100 students in soft skills and computer courses. 60 youths were trained in retail and hospitality and 100% received employment offers thereafter.	

DETAILS OF CSR SPENT

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs		Amount Outlay (budget)* project or programs wise (in INR crore)
			Area	Name of District	
4 Education					
i	Improve quality of education through intervention at government schools	Promoting education {Schedule VII (ii)}	Rajasthan	Barmer, Sanchore (Jalore)	4.90
ii	Provision of Coaching & Scholarships for students in Barmer (Academic, Sports , Arts & Culture)	Promoting education {Schedule VII (ii)}	Rajasthan	Barmer	0.80
iii	Mobile Science Vans & Digital education	Promoting education {Schedule VII (ii)}	Gujarat	Mobile Science Vans - Ahmedabad, Dwarka Digital learning - Banaskantha, Patan, Ahmedabad, Surendranag, Rajkot, Jamnagar	0.60
5 Water and sanitation					
Water					
i	Access to safe drinking water through Community based RO plant	Making available safe drinking water {Schedule VII (i)}	Rajasthan and Gujarat	Barmer, Sanchore (Jalore), Banaskantha, Patan, Ahmedabad, Surendranagar, Jamnagar	2.50
Sanitation					
i	Promoting Open Defecation through Household sanitation	Preventive Health {Schedule VII (i)}	Rajasthan	Barmer	2.00
ii	Promoting using of toilets at school through improved sanitation facilities in schools	Preventive Health {Schedule VII (i)}	Rajasthan	Barmer, Jalore (Sanchore, Chitalwana)	3.00
6 Renewable energy					
i	Electrifying villages through solar electricity	Environmental Sustainability-Renewable Energy {Schedule VII (iv)}	Rajasthan	Barmer	2.00
7 Rural development and community need based project					
i	Rural development and community need based projects	Promoting rural sports {Schedule VII (vii)}, Empowering women {Schedule VII (iii)} and Rural Development Projects {Schedule VII (x)}	Rajasthan and Gujarat	Barmer, Jalore, Banaskantha, Patan, Ahmedabad, Surendranagar, Rajkot, Jamnagar, Dwarka, East Godavari	3.00

	Amount spent on the project or programs (in INR crore)		Cumulative expenditure upto the reporting period (in INR crore)	Amount spent: direct or through implementing agency	Project Synopsis
	Direct	Overheads			
	1.75	-	1.75	Direct	Project involves the adoption of government schools to improve quality of education. Providing supplementary teachers, proven teaching-learning material, and need based infrastructure. The project has reached over 8000 students and -250 teachers in 35+ government schools; ICT labs established in 10 schools.
	0.48	-	0.48	Direct	Scholarships were given to economically marginalised meritorious students of class X and XII. Additionally, the Company supported coaching facilities by a reputed coaching agency to encourage students to pursue higher education for careers in engineering and medicine. 100 students enrolled for this course.
	0.32	-	0.32	Direct	In order to provide practical learning to students, the Company introduced mobile science vans and digital learning in 60 rural government schools of Gujarat. The mobile science vans visit schools demonstrating scientific experiments thereby practically teaching science to students.
	2.06	-	2.06	Direct	In partnership with Gram Panchayats, the Company is providing safe drinking water through community run RO plants. 32 such RO facilities in Rajasthan, 10 in Gujarat and 2 in Andhra Pradesh provided clean drinking water to 60,000 community members. The focus has been on distribution through transportation to enhance reach and accessibility. This year "Jal Rath" were introduced to maximise the reach of the existing plants.
	0.90	-	0.90	Direct	Constructed 2,700 household toilets in partnership with Government across 6 Gram Panchayats in Sindhri and Baitu Blocks of Barmer district. In the project, the Company would be constructing a total of 25,000 household toilets across 3 Gram Panchayats and entire Baitu block.
	2.24	-	2.24	Direct	Under Swachh Bharat Swachh Vidyalaya campaign, the Company is committed to construct 188 school toilets in government schools in Barmer and Jalore out of which 70 toilets are completed.
	0.58	-	0.58	Direct	The Company implemented community run 27 KW micro-grid solar PV plant to provide household electricity to 600 community members in Village Meghwalon Ki Dhani, Barmer. The plant is managed and run by the community.
	1.91	-	1.91	Direct	The projects are undertaken for the betterment of rural areas where the Company is operational. These projects include developing the green cover, empowering women through SHG formation, promoting culture and rural sports. These projects are of smaller scale based on community needs. These also contain some small scale infrastructure projects which are jointly decided with community through the community connect programs.

DETAILS OF CSR SPENT

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs		Amount Outlay (budget)* project or programs wise (in INR crore)
			Area	Name of District	
8 Infrastructure support to education					
i	Provision of need based infrastructure support to rural government schools	Promoting education {Schedule VII (ii)}	Rajasthan	Barmer	0.95
9 Other projects					
i	New and long term projects	-	-	-	50.00
10 Overheads					
i	Salaries, travel, training, professional fees, etc	-	-	-	2.00
	Total				129.70

*This indicates the budget of the project for the financial year 2014-15.



Anganwadi program at a village in S.Yanam, Andhra Pradesh

	Amount spent on the project or programs (in INR crore)		Cumulative expenditure upto the reporting period (in INR crore)	Amount spent: direct or through implementing agency	Project Synopsis
	Direct	Overheads			
	0.53	-	0.53	Direct	In order to improve the school infrastructure facilities, the Company provided need based infrastructure support to rural government schools. Total of 60 schools were supported under the project impacting 14,000 students and teachers.
	6.43	-	6.43	-	Planning and execution for the new project and other long term projects - water project was planned but no on-ground activity this year.
	-	1.90	1.90	-	Indirect overheads on all CSR programs.
	68.46	1.90	70.36		

The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the Company.

Mayank Ashar
(DIN No. - 07001153)
Managing Director & Chief Executive Officer

Naresh Chandra
(DIN No. - 00015833)
Chairman of CSR Committee

ANNEXURE II

CORPORATE SOCIAL RESPONSIBILITY POLICY

A. POLICY OBJECTIVE

Cairn India Limited ('Cairn India' or 'CIL' or 'the Company') is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

B. POLICY DETAILS

Core Values

The CSR activities of the Company will be implemented in accordance with the following core values:

Protecting Stakeholder Interests

- Proactively engage with relevant stakeholders, understand their concerns and be responsive to their needs
- Use & promote systematic processes to engage with the stakeholders and address their issues in a just, fair and equitable manner

Proactive Engagement with the Local Communities

- Respecting cultural ethnicity and dignity of individuals and foster positive relationship with the people in the project areas where the Company operates
- Providing development opportunities to local communities in a culturally appropriate manner, in consultation & cooperation with local government authorities and other stakeholders, as may be appropriate

Inclusive Development

- Developing local entrepreneurship and encouraging use of local goods, services and manpower to promote inclusive economic growth of local area
- Channelizing resources & efforts towards making positive and sustainable contribution in social and economic development
- Aligning CSR practices & programs to complement and support the developmental priorities at local, state and national levels
- Inclusive approach towards stakeholders and promote diversity through affirmative action

CSR Activities

The CSR activities will be focused on the five broad themes with goals to improve overall socio- economic indicators of Company's area of operation:

- Promoting healthcare, sanitation and making safe drinking water available
- Employment enhancement through training and vocational skill development
- Income enhancement through farm based and other livelihood opportunities
- Promoting education and sports
- Ensuring sustainable environment

The CSR projects and programs to be undertaken by the Company shall include activities falling within the preview of schedule VII of Companies Act, 2013. These programs will be executed by CIL and where appropriate in partnership with local government, various NGO partners, service providers and others.

The initial list of CSR projects and programs of the Company is enclosed as Annexure. The list and implementation modalities may be modified from time to time, as per recommendations of the CSR Committee of the Company.

The surplus, if any, arising out of CSR initiatives of the Company shall not form part of its business profits.

Monitoring Mechanism

Monitoring of the CSR activities would be done, which may include:

- periodic third party assessment of key programs
- baseline and impact assessment with key indicators in our areas of operation every two years
- regular review by the CSR Committee and reporting to the Board on:
 - amount spent on each activity and
 - achievement against milestones and objectives

Responsibility

The responsibility for compliance with this policy lies with the CSR Committee, the Directors, Chief Executive Officer, Senior Managers and all employees and consultants working for Cairn.

Review of Policy

The CSR Policy will be reviewed on or before 31 March, 2017 or as may be recommended by the CSR Committee of the Company.

C. ANNEXURES

Policy Annexure

Cairn India Corporate Social Responsibility – Key Programs

1. Preventive health care

- a. Providing mobile health van services for the rural population in Cairn's area of operation to provide access to preventive health care. Over 250,000 people benefit from this initiative every year. Program implemented through NGO partners and local government under National Rural Health Mission scheme
- b. The five year program in partnership with local government and NGO partners to improve health care services. This program aims to reduce child and maternal mortality, control of prevalent diseases and improve primary healthcare access

2. Sanitation and safe drinking water

- a. Providing access to sanitation facilities to rural households in partnership with local Panchayat. Multiple Panchayat areas to be covered over the next three years
- b. Providing safe drinking water for the rural population in Cairn's operational vicinity by setting up water kiosks using RO technology. The program

will be extended during 2014-15 to new villages on need basis and will be executed through NGO partners

3. Education

Three year program in partnership with local government and NGO partners, to improve quality of education in over fifty rural Government schools (primary and secondary). Program aims to improve academic performance, enrolment, reduction in gender gap and drop-out rate

4. Employment enhancing vocational skills

- a. Employment linked vocational skills training with aim to train and employ over 4000 youths in the rural areas over the next five years. Training will be executed by multiple specialized training providers
- b. Cairn Center of Excellence is being built by the Company in Jodhpur to provide advance vocational skill trainings on various industrial trades. The centre is expected to start in second half of 2014-15 with aim to train and employ over 3,000 rural youths in the next five years. Training will be provided by specialized training partners

5. Livelihood and Income Enhancement

Increase community sustainable and livelihood income through water harvesting and improved practices in agriculture, livestock and produce market linkages. It is expected to increase income of over 20,000 farmers in Cairn's operational vicinity over the next five years. Program will be executed through NGO partners.

6. Sustainable environment

Increase green belt coverage in the local areas of Company's operation for environment sustainability. The program will be carried out in partnership with local panchayat, NGO partner and the forest department.

7. Rural Development Projects

- a. Undertake community need based projects that improve quality of life in rural areas by setting up quality education and health facilities
- b. Providing access to electricity to households in remote rural areas through solar PV based projects in partnership with Government
- c. Small community need based projects in rural areas to promote local community development

ANNEXURE III

REMUNERATION POLICY FOR DIRECTORS, KMPs AND OTHER EMPLOYEES

Preamble

The Board of Directors of Cairn India Limited (“CIL” or “the Company”) have adopted this Remuneration Policy for Directors, KMPs and other employees.

Definitions

“Committee” means “Nomination and Remuneration Committee” constituted by the Board of Directors of the Company.

“Key Managerial Personnel” or “KMP” means key managerial personnel as defined under the Companies Act, 2013.

“Policy” means this Remuneration Policy for Directors, KMPs and other employees of the Company

Terms of the Policy

The Policy represents the overarching approach of the Company to the remuneration of Directors, KMPs and other employees.

Overview: The Company’s executive compensation program is designed to achieve the following objectives:

- Attract, recruit, motivate & retain world-class talent;
- Reward superior performance and business outcomes; and
- Reward behaviours and attitudes consistent with Company’s core values and culture.

Guiding Principles of the executive compensation program are:

- Alignment with business strategy and level of responsibility & impact: As employees progress to higher levels in the organisation, their performance has a greater direct impact on the strategic initiatives and business results and therefore an increasing proportion of

Components of Pay:

		Compensation Item	Objective of Component
Total Compensation	Annual	Base Salary	<ul style="list-style-type: none"> ● Attracts talented Executives for their skills, experience and knowledge ● Provides competitive fixed salary based on Industry practices
		Performance/ Outcome Based	Performance Bonus
	Long-term		Long-term Incentives
	Continuous	Benefits & Perquisites	<ul style="list-style-type: none"> ● Enhances welfare and provides security to the Executives and their families ● Maintains a reasonable standard of living for the Executive ● Benefits & Perquisites are based on competitive market practices and contribute to the overall competitive level of Total Compensation
		Retirement Benefits/ Social Security	<ul style="list-style-type: none"> ● Provides for financial planning for retirement, when the Executive is no longer earning an income from employment

their compensation is linked to the performance of the Company and tied to creation of shareholder value.

- Fixed/ base salary decisions: The Executives' fixed salary shall be competitive and based upon the industry practice and benchmarks considering the skill & knowledge, experience and job responsibilities
- Pay-for-Performance: A large portion of each Executive's total compensation is linked to the achievement of Company and individual performance goals. Such variable compensation is "at risk", and rewards performance and contributions to both short-term and long-term financial performance of the Company.
- Performance bonus plan: The Performance Bonus Plan rewards contribution to the achievement of the Company's annual financial, strategic and operational goals. The Performance Bonus drives high performance culture to achieve the organisation's objectives by differentiating rewards based on performance. The

performance will be related to the fulfillment of various targets and attainment of business objectives, both at the Company and individual level.

- Long term incentives: Executives' compensation is linked to long-term stock price appreciation, and shareholder value creation through the Company's Long-term Incentives (LTI) plan. The LTI Plan balances Executives' performance orientation and decisions to deliver on the short-term business outcomes with the long-term performance of the Company, both on financial and non-financial parameters.
- Competitive in market place: We compete for talent globally. In order to attract and retain a highly skilled workforce, we must remain competitive with the pay of other employers who compete with us for talent.

Remuneration of non- executive / independent Directors:

The non- executive / independent Directors may receive remuneration:

- by way of sitting fees for attending the Board and Committee meetings;
- by way of commission as a percentage of net profits of the Company, as decided from time to time by the Nomination and Remuneration Committee of the Company; and
- in any other permissible mode.

The remuneration payable shall be subject to the provisions of Companies Act, the applicable listing agreements and the approval of the Board and shareholder of the Company, as may be required.

Stock Options

The independent Directors shall not be entitled to any stock options of the Company.

Amendment in the Policy

The Nomination & Remuneration Committee shall review the policy from time to time and make necessary recommendations to the Board. Any amendment to this Policy can be made only with the approval of the Board of Directors of the Company.

ANNEXURE IV

DISCLOSURE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME) GUIDELINES, 1999

S. No.	Particulars	Cairn India Performance Option Plan (2006)	Cairn India Employee Stock Option Plan (2006)
1.	Options granted during April 2014- March 2015	3,667,350	Nil
2.	The Pricing Formula	INR 10 per Share Price	Price determined by the Nomination & Remuneration Committee but not less than the fair market value of a share on the date of grant
3.	Options Vested during April 2014- March 2015	NIL	3,090,044
4.	Options Exercised during April 2014- March 2015	11,270	644,901
5.	Total number of shares arising as a result of exercise of options during April 2014- March 2015	11,270	644,901
6.	Options lapsed during April 2014- March 2015	1,895,753	1,489,747
7.	Variation of terms of options	None	None
8.	Money realized by exercise of options during April 2014- March 2015 (amount in INR)	112,700	146,831,687.10
9.	Total number of options in force as on 31 March 2015	6,199,640	10,388,430
10.	Employee wise details of options granted during the year to:		
	i) Senior Managerial Person (including KMP)	Ananthakrishnan B.- 43,126 Ganesan Rajgopalan-35,321 Neerja Sharma- 27,391 Sudhir Mathur-52,784	None
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of options granted during the year	None	None
	iii) Identified employees who were granted options during any 1 year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of grant	None	None
11.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard 20	7.01	7.01
12.	i) Method of calculation of employee compensation cost	Fair Value Method	
	ii) Difference between the employee compensation cost so computed at 12(i) above and the employee compensation cost that shall have been recognised if it had used the fair value of the options (in INR crore)	NA	
	iii) The impact of this difference on profits and on EPS of the Company	NA	
	Profit after Tax (PAT) (in INR crore)	1,320	
	Less: Additional employee Compensation cost based on fair value (in INR crore)	NA	

S. No.	Particulars	Cairn India Performance Option Plan (2006)	Cairn India Employee Stock Option Plan (2006)
	Adjusted PAT (in INR crore)		1,320
	Adjusted EPS Basic (INR)		7.03
	Adjusted EPS Diluted (INR)		7.01
13.	Weighted-average exercise prices of options granted during April 2014- March 2015	10	NA
	Weighted-average fair value of each option outstanding as on 31 March 2015	287.39	164.30
14.	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:		
i.	risk-free interest rate	8.36%	NA
ii.	expected life (in years)	3.13	NA
iii.	expected volatility	27.95	NA
iv.	expected dividends	NA	NA
v.	price of the underlying share in market at the time of option grant	345.35	NA

ANNEXURE V

RELATED PARTY TRANSACTIONS

Details of contracts or arrangements or transactions not at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contract or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
None*	NA	NA	NA	NA	NA	NA	NA

*During the financial year 2014-15, no contract or arrangement or transaction was entered into by the Company with the related parties which is not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
None**	NA	NA	NA	NA	NA

**During the year under review, no material transactions, contracts or arrangements (as defined under the listing agreement or which were above the threshold limits mentioned under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014) were entered with the related parties by the Company. For details on related party transactions, members may refer to the notes to the standalone financial statement.

Navin Agarwal
(DIN No. - 00006303)

Chairman

ANNEXURE VI

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2015

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
Cairn India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cairn India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- e) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

(vi) The Company is in the business of exploration and production of oil and gas. The Company has interest in seven blocks in India, and through its wholly owned subsidiaries one block each in Sri Lanka and South Africa. Out of the seven blocks in India, two blocks are in exploration, development and production phase, one block is in development and production phase and one block in exploration and development phase. Rest of the blocks are in exploration phase. Following are some of the laws specifically applicable to the company, being in oil & gas industry:-

- Petroleum Act, 1934 and rules made there under;
- Oilfields (Regulation and Development) Act, 1948 and rules made there under;
- Indian Boiler Act, 1923 and rules made there under;
- Mines Act, 1952 and rules made there under;
- Atomic Energy Act, 1962 and rules made there under;
- Explosive Act, 1884 and rules made there under;

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors of the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the company has bought back some of its equity shares and a return for closure of buy back has been filed on August 14, 2014, with the Registrar of Companies in Form No. SH-11. During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of shares/debentures/sweat equity.
- (ii) Redemption of securities.
- (iii) Decisions by the Members in pursuance to section 180 of the Act.
- (iv) Merger/Amalgamation/Reconstruction.
- (v) Foreign technical collaborations.

for Sanjay Grover & Associates
Company Secretaries

Sanjay Grover
FCS No.: 4223
C P No.: 3850

April 15, 2015
New Delhi

ANNEXURE VII

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Your Company operates in a safe and environmentally responsible manner for the long-term benefit of all stakeholders. The Company works towards minimizing the impact of its operations on the environment and is committed to take effective measures to conserve energy, promote the use of renewable energy and drive energy efficiency in its operations.

During the year under review, several steps were taken for conservation of energy, some of which are listed below:

(A) CONSERVATION OF ENERGY:

(i) The steps taken or impact on conservation of energy:

Rajasthan Operations

1. Vapor recovery units: Three additional vapor recovery units were commissioned at the Mangala Processing Terminal (MPT) to recover -1.5 MMSCFD associated gas thereby significantly preventing Resource (Hydrocarbon) loss and reducing flaring (loss of Energy).
2. Solar Light and Astro timer installation at Bhagyam/RGT: 35 peripheral solar street lights were installed at Bhagyam well pads. This initiative has resulted in conventional energy savings of 9200 KWH (until 31 March, 2015). Astro timers, which are devices that automatically turn on outdoor lights upon sunset/drop in luminosity, were installed at Bhagyam and Raageshwari Gas Terminal. This initiative has resulted in saving 230 KWH of energy per day.

3. Installation of new flare tip: Replacement of flare tip with modified design at MPT has reduced the consumption of associated gas by -0.5 MMSCFD.

Ravva Operations

1. Water separation unit was installed and commissioned at RC platform. The process has resulted in separation, treatment and disposal of produced water at the platform. This initiative has reduced back-pressure for the connected wells, thereby increasing the productivity from the wells with the available energy from the reservoir. This has also saved additional conventional energy used earlier to treat the produced water at terminal. The approximate energy savings from this initiative was 31 MWH/year.
2. Harnessing the usable energy from high pressure injection water as drive for reject oil pump has minimized power requirement of the entire system. This system is able to save -101.0 MWH/annum of conventional energy.
3. The produced water from the system has to be cooled from a high temperature (88 °C before disposal into the sea) using coolants or other cooling media. In this unit, instead of using energy intensive coolant circulation or power driven air coolers, high pressure reinjection water is used as cooling media in a pair of exchangers. The injection water, before being reinjected in the reservoir, cools the produced water to the desired temperature. This initiative resulted in savings of conventional energy of -11000 MWH/annum.
4. Froth Treatment Vessel was erected and commissioned, which has reduced the cumulative hydraulic load to the existing effluent treatment plant to

-50 m³/hr, by recirculating the separated water to the existing surge tank. This has also reduced the usage of borewell water thereby reducing ground water extraction. The overall reduction in water being circulated has resulted in energy savings of -200 MWH/annum.

Suvali Operations

Air-conditioning system of the warehouse & workshop building has been replaced with non-ODS type refrigerant (R-410A). The earlier air-conditioning system was using ODS type refrigerant (R-22 refrigerant). With the new system we are able to achieve reduction in refrigerant consumption by 13 % and save electrical energy up to 44%.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

Rajasthan Operations

1. Solar PV captive power plant: Realizing the solar energy harvesting potential in Rajasthan, the Company has installed a 100 kW solar-photovoltaic (PV) captive power plant at the Saraswati oil well-pad, which has reduced diesel consumption by 61 KL/annum. This initiative will also help reducing GHG emissions estimated at around 130 MT CO_{2e}/annum.
2. Replacement of diesel engine with gas fired engine: At Raageshwari Oil wellpads 1 & 3 diesel engine has been replaced with gas fired engine, reducing diesel consumption by 27,080 liters/month. This has also resulted to utilize the previously flared gas (29,330 SCM/month) in generating cleaner power and thereby reducing GHG emissions resource recovery.

3. Diesel fired indirect water bath heater replaced by dual fuel fired engine: Replacement of diesel burner of heater with dual fuel burner at Raageshwari Oil has resulted in savings of 12,000 liters of diesel consumption per month. The indirect water bath heater also utilizes flare gas, thereby reducing GHG emissions and energy recovery.

Ravva Operations

Each unmanned offshore platform has solar panels and a wind turbine that provides power for instrumentation, telemetry system and navigation lights. Hot water for laundry at living quarters is generated from solar water heater. The estimated quantity of renewable energy used at Ravva in 2014-15 is 64.33 MWH.

Suvali Operations

Installation of Solar Power System at Offshore Platforms is generating approximately 13,610 KWH/ year of power, that is being used and resulted in power saving/cost saving.

(iii) The capital investment on energy conservation equipment:

Rajasthan Operations

1. Vapor recovery units: INR 10.97 crore.
2. Solar Light and Astro timer installation at Bhagyam/RGT: INR 0.27 crore.
3. Installation of new flare tip: INR 2.16 crore.
4. Solar PV captive power plant: INR 1.16 crore.
5. Replacement of diesel engine with gas fired engine: INR 0.24 crore.

Ravva Operations

Froth treatment vessel commissioning: Investment for 2014-15 - INR 0.014 crore.

Suvali Operations

The cost of Air conditioning system replacement as mentioned above is INR 0.213 crore.

(B) TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption:

Rajasthan Operations

1. Mechanical Evaporator:

To handle the waste water generated during drilling and completion operations, mechanical evaporators and solar powered evaporators were installed to enhance rate of evaporation. This has increased the average rate of evaporation by approximately 14 times. Evaporation machines are relatively compact, cost effective, reliable and efficient and can be transported to different sites as necessary.

2. Automatic Tube Cleaning System (ATCS) for Injection Water (IW) Heater:

ATCS is installed in IW heaters at MPT to reduce the frequency of mechanical cleaning which in turn increases uptime of IW heaters. Due to increased uptime and higher delta T, overall MP steam load increases which has reduced flared gas volumes, since more gas is being burnt for steam generation. Due to reduction in flared gas volumes (2 MMSCFD), GHG emissions is also brought down significantly.

Ravva Operations

1. Fluid based sealant technology was used to seal off primary and secondary casing communication observed during completion

operation of a well side tracked during 4D/infill campaign.

2. During 4D/infill campaign, delayed mud cake breaker solution was used in order to dissolve mud cake after well was drilled and completed.
3. SSD manipulation was required for activation of a highly deviated well. This would have been considerably cost intensive with coil tubing or workover rigs. However, downhole robotics technology was introduced where well tractor & stroker operation ensured that heavy duty work is avoided and objective is attained.
4. Identification of some of the complex tubing and completion integrity issues was done with high definition downhole camera thus ensuring stable plan for intervention jobs.
5. Acid Stimulation was envisaged through fluid based diverters in oil wells to restore well productivity where acid is diverted preferentially towards the oil zone.
6. Formation isolation valves (FIVs) were used in well completion for all the wells drilled in the recent campaign. FIVs are closed before killing the well. This isolates the reservoir section from all the work-over fluid and rest of the activities. The same can be opened later using pressure cycles prior to production.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Rajasthan Operations

Mechanical evaporator:

Benefits:

- i. Operating cost for handling waste water is reduced marginally.
- ii. Low residue build up, minimal clogging and easy maintenance.

Cost and savings:

- i. Cost incurred for three evaporators: -INR 1.02 crore
- ii. Incremental cost savings: Cost savings of -INR 60 / bbl or 27 MM INR /year. (Water evaporation cost is assumed as INR 60 /bbl)
- iii. Evaporation rate: 200m³/day (averaged out for a year)

Automatic Tube Cleaning System (ATCS)

Benefits (product Improvement):

- i. Helped in boosting IW heaters performance

Ravva Operations

1. Fluid based sealant technology prevented expensive work-over using rig. This saved potential abandonment of the well and drilling of a new well resulting an additional expenditure of -INR 61.14 crore.
2. Delayed mud cake breaker solution was used to avoid any additional intervention which is required to dislodge the mud cake from well bore area and also prevented possibility of downhole damage and ensured minimization of rig hours. This technique ensured that all wells did come online at rates which were significantly better than the expected rates.
3. Well tractor & stroker operation for SSD manipulation job in diverted well was done at 1/10th of the cost in comparison to a barge based coil tubing operation.
4. Without the innovative system of high definition downhole camera, it would have been difficult to identify integrity issues and troubleshoot the real causes for failures.
5. Acid stimulation through use of

fluid based diverters ensured the formation in the oil zone is stimulated more effectively to obtain better results by reducing water cut and thereby obtaining incremental oil production. The wells treated with this technique ensured that there was no water cut increase post treatment and had incremental ~ 1500 BOPD oil from 3 wells.

6. Use of formation isolation valves in well completion ensured that there is no fluid loss into the reservoir during workover and hence avoiding formation damage.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Rajasthan Operations

Mechanical Evaporator:

1. The details of technology imported: Mechanical Evaporator is a floating unit, designed for effective operation in small areas, especially sites containing large particles or highly corrosive water. It fractures the water through high speed fan and propelled into the air hence increasing overall surface area and efficiency for natural evaporation. It has low plume height for shorter drift distance, allowing longer operation in swirling or changing winds.
2. The year of import: 2014-15
3. Whether the technology been fully absorbed: Performance is still under evaluation for different quality of water
4. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and: Trial is to be done for harsh quality water.

Ravva Operations

1. The details of technology imported:
 - Fluid based sealant technology
 - Formation isolation valves (FIVs).
2. The year of import: 2014-15
3. Whether the technology been fully absorbed: Yes
4. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

(IV) The expenditure incurred on research and development

The expenditure incurred on Research and Development is nil.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans

Cairn sells its entire crude oil production domestically to PSUs and private refineries. The Company continues to play a key role in helping India enhance its energy security through exploration and domestic crude oil production. Currently, Cairn contributes 27% to domestic crude oil production of the country.

Foreign exchange used and earned

During the period ended 31 March, 2015, the Company earned INR 7,773.69 crore and incurred expenditure of INR 2,582.89 crore in foreign exchange.

ANNEXURE VIII

RELEVANT EXTRACT OF ANNUAL RETURN FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2015

1. REGISTRATION AND OTHER DETAILS		
1	Corporate Identity Number (CIN) of the Company	L11101MH2006PLC163934
2	Registration Date	21 August, 2006
3	Name of the Company	Cairn India Limited
4	Category / Sub-Category of the Company	Public Company limited by shares
5	Address of the Registered office and contact details	101, First Floor, C Wing, Business Square, Andheri Kurla Road, Andheri (E), Mumbai - 400 059 Tel +91 22 40902613. Fax +91 22 40902633
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 E-Mail: rnt.helpdesk@linkintime.co.in , Tel: +91 22 2594 6970, Fax: +91 22 2594 6969

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
S. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the company
1	Extraction of crude petroleum	0610	99%
2	Extraction of natural gas	0620	1%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section of Companies Act, 2013
1	Sesa Sterlite Limited* 20 EDC Complex Patto, SesaGhor Panaji Goa 403001	L13209GA1965PLC000044	Holding	59.88%	2(46) & 2(87)
2	Cairn India Holdings Limited 4th Floor, 22-24 New Street, St Paul's Gate, St Helier, Jersey, JE1 4TR	-	Subsidiary	100%	2(87)
3	CIG Mauritius Holding Private Limited 6th Floor, Tower A 1 Cybercity, Ebene Mauritius	-	Subsidiary	100%	2(87)

*Name changed to Vedanta Limited w.e.f. 21 April, 2015.

Notes:

- Sesa Sterlite Limited (name changed to Vedanta Limited) along with its subsidiaries holds 59.88% share capital in Cairn India. Out of this, 18.73% is held in its own name, 39.41% through Twin Star Mauritius Holdings Ltd and 1.74% through Sesa Resources Limited.
- The direct subsidiaries of Cairn India Limited further have subsidiary companies in various jurisdictions. The details for the same are as under:

A. Cairn India Holdings Limited

- i. Cairn Energy Holdings Limited
- ii. Cairn Energy Hydrocarbons Limited
- iii. Cairn Exploration (No.7) Limited
- iv. Cairn Exploration (No.6) Limited
- v. Cairn Exploration (No.2) Limited

vi. Cairn Energy Gujarat Block 1 Limited

- vii. Cairn Energy Discovery Limited
- viii. Cairn Energy Australia Pty Limited
- ix. Cairn South Africa Proprietary Limited
- x. Cairn Energy India Pty Limited

B. CIG Mauritius Holding Private Limited

- i. CIG Mauritius Private Limited
- ii. Cairn Lanka (Pvt.) Limited

4. SHAREHOLDING PATTERN- Category- wise Share Holding

Category of Shareholders	No. of shares held on 1 April, 2014				No. of shares held on 31 March, 2015				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
Individual/HUF	Nil	Nil	Nil	00.00	Nil	Nil	Nil	00.00	00.00
Central Government	Nil	Nil	Nil	00.00	Nil	Nil	Nil	00.00	00.00
State Government(s)	Nil	Nil	Nil	00.00	Nil	Nil	Nil	00.00	00.00
Bodies Corporate	383,840,413	Nil	383,840,413	20.12	383,840,413	Nil	383,840,413	20.47	0.35
Banks/Financial institutions	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Any Other	Nil	Nil	Nil	00.00	Nil	Nil	0.00	0.00	Nil
Sub-total (A)(1)	383,840,413	Nil	383,840,413	20.12	383,840,413	0	383,840,413	20.47	0.35
(2) Foreign									
NRIs - Individuals	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Other - Individuals	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Bodies Corporate	738,873,586	Nil	738,873,586	38.73	738,873,586	Nil	738,873,586	39.41	0.68
Banks/Financial institutions	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Any Other	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Sub-total (A)(2)	738,873,586	Nil	738,873,586	38.73	738,873,586	0	738,873,586	39.41	0.68
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	1,122,713,999	Nil	1,122,713,999	58.85	1,122,713,999	0	1,122,713,999	59.88	1.03

4. SHAREHOLDING PATTERN- Category- wise Share Holding

Category of Shareholders	No. of shares held on 1 April, 2014				No. of shares held on 31 March, 2015				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
B. Public Shareholding									
(1) Institutions									
Mutual Funds	15,717,957	Nil	15,717,957	00.82	19,001,116	Nil	19,001,116	1.01	0.19
Banks/Financial institutions	169,707,915	Nil	169,707,915	08.90	169,809,241	Nil	169,809,241	9.06	0.16
Central Government	325,612	Nil	325,612	00.02	174,532	Nil	174,532	0.01	-0.01
State Government (s)	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Venture Capital Funds	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Insurance Companies	2,232,625	Nil	2,232,625	00.12	5,093,392	Nil	5,093,392	0.27	0.15
FIs	339,759,538	Nil	339,759,538	17.81	267,367,338	Nil	267,367,338	14.26	-3.55
Foreign Venture Capital Fund	Nil	Nil	Nil	00.00	Nil	Nil	Nil	0.00	0.00
Others - Qualified foreign investors	50	Nil	50	00.00	Nil	Nil	Nil	0.00	0.00
Sub-total (B)(1)	527,743,697	Nil	527,743,697	27.67	461,445,619	0	461,445,619	24.61	-3.06
(2) Non-Institutions									
(a) Bodies Corporate									
i) Indian	23,143,109	Nil	23,143,109	01.21	17,560,422	Nil	17,560,422	0.94	-0.27
ii) Overseas	184,125,764	Nil	184,125,764	09.65	184,125,764	Nil	184,125,764	9.82	0.17
(b) Individuals									
i) Individual shareholders holding nominal share capital up to INR 1 lakh	40,227,661	5,777	40,233,438	2.11	47,357,444	6,013	47,363,457	2.53	0.42
ii) Individual shareholders holding nominal share capital in excess of INR 1 lakh	4,424,578	Nil	4,424,578	00.23	5,802,264	Nil	5,802,264	0.31	0.08
(c) Others									
NRI (Repat)	1,249,398	300	1,249,698	00.07	1,832,110	Nil	1,832,110	0.10	0.03
NRI (Non Repat)	429,057	Nil	429,057	00.02	429,896	Nil	429,896	0.02	0.00

4. SHAREHOLDING PATTERN- Category- wise Share Holding

Category of Shareholders	No. of shares held on 1 April, 2014				No. of shares held on 31 March, 2015				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
Foreign National	Nil	Nil	Nil	0.00	600	Nil	600	0.00	0.00
Foreign Portfolio Investor (Corporate)	Nil	Nil	Nil	0.00	31,161,311	Nil	31,161,311	1.66	1.66
Clearing Members	2,773,130	Nil	2,773,130	00.15	1,245,095	Nil	1,245,095	0.07	-0.08
Directors/Relatives	177,746	Nil	177,746	00.01	Nil	Nil	Nil	0.00	-0.01
Trusts	615,655	Nil	615,655	00.03	1,172,215	Nil	1,172,215	0.06	0.03
Sub-total (B)(2)	257,166,098	6,077	257,172,175	13.48	290,687,121	6,013	290,693,134	15.51	2.03
Total Public Shareholding (B)=(B)(1)+ (B)(2)	784,909,795	6,077	784,915,872	41.15	752,132,740	6,013	752,138,753	40.12	-1.03
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	00.00	Nil	Nil	Nil	00.00	00.00
Grand Total (A+B+C)	1,907,623,794	6,077	1,907,629,871	100	6,013	1,874,852,752			0.00

SHAREHOLDING PATTERN - Shareholding of Promoters

Shareholder's Name	Shareholding as on 1 April, 2014			Shareholding as on 31 March, 2015			% change in share holding during the year
	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
Twin Star Mauritius Holdings Ltd	738,873,586	38.73	100.00	738,873,586	39.41	100.00	0.68
Sesa Sterlite Limited	351,140,413	18.41	Nil	351,140,413	18.73	Nil	0.32
Sesa Resources Limited	32,700,000	1.71	Nil	32,700,000	1.74	Nil	0.03
Total	1,122,713,999	58.85	-	1,122,713,999	59.88	-	1.03

SHAREHOLDING PATTERN - Change in Promoters' Shareholding*

Category of Shareholders	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
As on 1 April, 2014				
Twin Star Mauritius Holdings Ltd	738,873,586	38.73	738,873,586	38.73
Sesa Sterlite Limited	351,140,413	18.41	351,140,413	18.41
Sesa Resources Limited	32,700,000	1.71	32,700,000	1.71
Total	1,122,713,999	58.85	1,122,713,999	58.85
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/ sweat equity etc)*				
As on 31 March, 2015				
Twin Star Mauritius Holdings Ltd	738,873,586	39.41	738,873,586	39.41
Sesa Sterlite Limited	351,140,413	18.73	351,140,413	18.73
Sesa Resources Limited	32,700,000	1.74	32,700,000	1.74
Total	1,122,713,999	59.88	1,122,713,999	59.88

*There is no change in the number of shares held by the promoter companies, however, the percentage of shareholding has changed during the year due to allotment of shares on exercise of stock options and extinguishment of shares pursuant to buy-back.

SHAREHOLDING PATTERN - Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Cairn UK Holdings Limited	18,412,5764	9.65	18,412,5764	9.65
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)				
03.05.2014 TO 09.05.2014 *	-	0.08	184,125,764	9.73
10.05.2014 TO 16.05.2014 *	-	0.05	184,125,764	9.78
17.05.2014 TO 23.05.2014 *	-	0.04	184,125,764	9.82
As on 31 March, 2015	184,125,764	9.82		

*There is no change in the number of shares, however, percentage of shareholding has changed during the year due to allotment of shares on exercise of stock options and extinguishment of shares pursuant to buy-back.

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2. Life Insurance Corporation of India - Group Holding	170,359,722	8.93	170,359,722	8.93
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
03.05.2014 TO 09.05.2014 *	-	0.07	170,359,722	9.00
10.05.2014 TO 16.05.2014 *	-	0.05	170,359,722	9.05
17.05.2014 TO 23.05.2014 *	-	0.04	170,359,722	9.09
12.07.2014 TO 18.07.2014	(200,000)	(0.01)	170,159,722	9.08
19.07.2014 TO 25.07.2014	(386,599)	(0.02)	169,773,123	9.06
As on 31 March, 2015	169,773,123	9.06		

*The percentage of shareholding has changed during the year due to allotment of shares on exercise of stock options and extinguishment of shares pursuant to buy-back.

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3. Abu Dhabi Investment Authority - Group Holding	13,958,707	0.73	13,958,707	0.73
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
19.04.2014 TO 25.04.2014	18,000	0.00	13,976,707	0.73
03.05.2014 TO 09.05.2014 *	-	0.01	13,976,707	0.74
24.05.2014 TO 30.05.2014	(120,314)	0.00	13,856,393	0.74
31.05.2014 TO 06.06.2014	(195,297)	(0.01)	13,661,096	0.73
07.06.2014 TO 13.06.2014	(582,454)	(0.03)	13,078,642	0.70
14.06.2014 TO 20.06.2014	11,000	0.00	13,089,642	0.70
21.06.2014 TO 30.06.2014	1,472,610	0.08	14,562,252	0.78
01.07.2014 TO 04.07.2014	58,235	0.00	14,620,487	0.78
05.07.2014 TO 11.07.2014	172,310	0.01	14,792,797	0.79
12.07.2014 TO 18.07.2014	67,057	0.00	14,859,854	0.79
19.07.2014 TO 25.07.2014	(47,744)	0.00	14,812,110	0.79
09.08.2014 TO 15.08.2014	1,294,601	0.07	16,106,711	0.86
30.08.2014 TO 05.09.2014	(171,454)	(0.01)	15,935,257	0.85
13.09.2014 TO 19.09.2014	41,761	0.00	15,977,018	0.85
25.10.2014 TO 31.10.2014	(291,667)	(0.01)	15,685,351	0.84
01.11.2014 TO 07.11.2014	(478,333)	(0.03)	15,207,018	0.81
08.11.2014 TO 14.11.2014	(404,784)	(0.02)	14,802,234	0.79
22.11.2014 TO 28.11.2014	149,063	0.01	14,951,297	0.80
29.11.2014 TO 05.12.2014	(1,260,000)	(0.07)	13,691,297	0.73
13.12.2014 TO 19.12.2014	(1,346,641)	(0.07)	12,344,656	0.66
20.12.2014 TO 31.12.2014	58,902	0.00	12,403,558	0.66
07.02.2015 TO 13.02.2015	5,444	0.00	12,409,002	0.66
14.02.2015 TO 20.02.2015	4,928	0.00	12,413,930	0.66

Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease	Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company
3. Abu Dhabi Investment Authority - Group Holding (contd.)				
21.02.2015 TO 27.02.2015	(25,678)	0.00	12,388,252	0.66
28.02.2015 TO 06.03.2015	(141,477)	(0.01)	12,246,775	0.65
As on 31 March, 2015	12,246,775	0.65		
*The percentage of shareholding has changed during the year due to allotment of shares on exercise of stock options and extinguishment of shares pursuant to buy-back.				

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4. Stichting Pensioenfonds ABP	12,570,715	0.66	12,570,715	0.66
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
01.04.2014 TO 04.04.2014	(2,604,127)	(0.14)	9,966,588	0.52
05.04.2014 TO 11.04.2014	(526,938)	(0.03)	9,439,650	0.49
12.04.2014 TO 18.04.2014	65,818	0.01	9,505,468	0.50
26.04.2014 TO 02.05.2014	156,199	0.01	9,661,667	0.51
03.05.2014 TO 09.05.2014	50,098	0.00	9,711,765	0.51
10.05.2014 TO 16.05.2014	244,952	0.02	9,956,717	0.53
07.06.2014 TO 13.06.2014	174,406	0.01	10,131,123	0.54
19.07.2014 TO 25.07.2014	(1,265,946)	(0.07)	8,865,177	0.47
26.07.2014 TO 01.08.2014	(3,356,565)	(0.18)	5,508,612	0.29
02.08.2014 TO 08.08.2014	(365,540)	(0.02)	5,143,072	0.27
16.08.2014 TO 22.08.2014	72,682	0.01	5,215,754	0.28
23.08.2014 TO 29.08.2014	(144,609)	(0.01)	5,071,145	0.27
06.09.2014 TO 12.09.2014	(86,328)	0.00	4,984,817	0.27
04.10.2014 TO 10.10.2014	(191,606)	(0.01)	4,793,211	0.26
18.10.2014 TO 24.10.2014	(228,316)	(0.02)	4,564,895	0.24
25.10.2014 TO 31.10.2014	(176,616)	(0.01)	4,388,279	0.23
01.11.2014 TO 07.11.2014	(216,992)	(0.01)	4,171,287	0.22
15.11.2014 TO 21.11.2014	(279,192)	(0.01)	3,892,095	0.21
29.11.2014 TO 05.12.2014	195,283	0.01	4,087,378	0.22
06.12.2014 TO 12.12.2014	112,151	0.00	4,199,529	0.22
13.12.2014 TO 19.12.2014	(622,518)	(0.03)	3,577,011	0.19
10.01.2015 TO 16.01.2015	(196,024)	(0.01)	3,380,987	0.18
24.01.2015 TO 30.01.2015	(86,608)	0.00	3,294,379	0.18
07.02.2015 TO 13.02.2015	(442,591)	(0.03)	2,851,788	0.15
21.02.2015 TO 27.02.2015	(388,808)	(0.02)	2,462,980	0.13
07.03.2015 TO 13.03.2015	(263,125)	(0.01)	2,199,855	0.12
21.03.2015 TO 27.03.2015	(376,827)	(0.02)	1,823,028	0.10
As on 31 March, 2015	1,823,028	0.10		

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5. HSBC Global Investment Funds A/C HSBC GIF Mauritius Limited	10,119,043	0.53	10,119,043	0.53
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
10.05.2014 TO 16.05.2014	(392,971)	(0.01)	9,726,072	0.52
17.05.2014 TO 23.05.2014	(225,794)	(0.01)	9,500,278	0.51
24.05.2014 TO 30.05.2014	(751,295)	(0.04)	8,748,983	0.47
31.05.2014 TO 06.06.2014	(53,307)	(0.01)	8,695,676	0.46
07.06.2014 TO 13.06.2014	(380,203)	(0.02)	8,315,473	0.44
14.06.2014 TO 20.06.2014	(228,681)	(0.01)	8,086,792	0.43
21.06.2014 TO 30.06.2014	(532,426)	(0.03)	7,554,366	0.40
26.07.2014 TO 01.08.2014	279,000	0.02	7,833,366	0.42
16.08.2014 TO 22.08.2014	(47,535)	0.00	7,785,831	0.42
30.08.2014 TO 05.09.2014	(118,126)	(0.01)	7,667,705	0.41
06.09.2014 TO 12.09.2014	(55,373)	0.00	7,612,332	0.41
As on 31 March, 2015	7,612,332	0.41		



Onshore facility at Bhogat Terminal, Gujarat

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6. Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity Inde X Fund	8,370,756	0.44	8,370,756	0.44
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
01.04.2014 TO 04.04.2014	40,200	0.00	8,410,956	0.44
05.04.2014 TO 11.04.2014	49,245	0.00	8,460,201	0.44
12.04.2014 TO 18.04.2014	7,035	0.00	8,467,236	0.44
03.05.2014 TO 09.05.2014 *	-	0.01	8,467,236	0.45
17.05.2014 TO 23.05.2014	18,090	0.00	8,485,326	0.45
05.07.2014 TO 11.07.2014	35,175	0.00	8,520,501	0.45
19.07.2014 TO 25.07.2014	40,200	0.01	8,560,701	0.46
26.07.2014 TO 01.08.2014	64,320	0.00	8,625,021	0.46
16.08.2014 TO 22.08.2014	25,125	0.00	8,650,146	0.46
06.09.2014 TO 12.09.2014	28,140	0.00	8,678,286	0.46
22.11.2014 TO 28.11.2014	28,140	0.00	8,706,426	0.46
29.11.2014 TO 05.12.2014	25,125	0.01	8,731,551	0.47
03.01.2015 TO 09.01.2015	(41,205)	(0.01)	8,690,346	0.46
10.01.2015 TO 16.01.2015	(18,090)	0.00	8,672,256	0.46
17.01.2015 TO 23.01.2015	(17,085)	0.00	8,655,171	0.46
31.01.2015 TO 06.02.2015	(5,025)	0.00	8,650,146	0.46
07.02.2015 TO 13.02.2015	(20,100)	0.00	8,630,046	0.46
28.03.2015 TO 31.03.2015	(15,075)	0.00	8,614,971	0.46
As on 31 March, 2015	8,614,971	0.46		

*The percentage of shareholding has changed during the year due to allotment of shares on exercise of stock options and extinguishment of shares pursuant to buy-back.

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7. Dimensional Emerging Markets Value Fund	7,356,472	0.39	7,356,472	0.39
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
03.05.2014 TO 09.05.2014	66,478	0.00	7,422,950	0.39
10.05.2014 TO 16.05.2014	372,529	0.02	7,795,479	0.41
17.05.2014 TO 23.05.2014	250,196	0.02	8,045,675	0.43
24.05.2014 TO 30.05.2014	88,220	0.00	8,133,895	0.43
31.05.2014 TO 06.06.2014	66,804	0.01	8,200,699	0.44
07.06.2014 TO 13.06.2014	57,594	0.00	8,258,293	0.44
14.06.2014 TO 20.06.2014	54,731	0.00	8,313,024	0.44
21.06.2014 TO 30.06.2014	26,033	0.00	8,339,057	0.44
01.07.2014 TO 04.07.2014	21,421	0.01	8,360,478	0.45
14.03.2015 TO 20.03.2015	110,225	0.01	8,470,703	0.45
21.03.2015 TO 27.03.2015	75,310	0.01	8,546,013	0.46
As on 31 March, 2015	8,546,013	0.46		

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8. Robeco Capital Growth Funds - Group Holding	6,804,350	0.36	6,804,350	0.36
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
21.06.2014 TO 30.06.2014	(275,000)	(0.01)	6,529,350	0.35
13.09.2014 TO 19.09.2014	517,233	0.03	7,046,583	0.38
20.09.2014 TO 30.09.2014	103,863	0.00	7,150,446	0.38
04.10.2014 TO 10.10.2014	396,094	0.02	7,546,540	0.40
18.10.2014 TO 24.10.2014	(700,000)	(0.03)	6,846,540	0.37
25.10.2014 TO 31.10.2014	(458,333)	(0.03)	6,388,207	0.34
01.11.2014 TO 07.11.2014	(951,667)	(0.05)	5,436,540	0.29
29.11.2014 TO 05.12.2014	(2,200,000)	(0.12)	3,236,540	0.17
06.12.2014 TO 12.12.2014	5,585	0.00	3,242,125	0.17
13.12.2014 TO 19.12.2014	(2,219,350)	(0.12)	1,022,775	0.05
As on 31 March, 2015	1,022,775	0.05		

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9. Barclays Capital Mauritius Limited	6,008,247	0.31	6,008,247	0.31
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
01.04.2014 TO 04.04.2014	482,000	0.03	6,490,247	0.34
05.04.2014 TO 11.04.2014	3,218	0.00	6,493,465	0.34
19.04.2014 TO 25.04.2014	(286,000)	(0.01)	6,207,465	0.33
03.05.2014 TO 09.05.2014	46,000	0.00	6,253,465	0.33
10.05.2014 TO 16.05.2014	4,454	0.00	6,257,919	0.33
17.05.2014 TO 23.05.2014	242,000	0.02	6,499,919	0.35
31.05.2014 TO 06.06.2014	2,403	0.00	6,502,322	0.35
07.06.2014 TO 13.06.2014	751	0.00	6,503,073	0.35
14.06.2014 TO 20.06.2014	(1,634)	0.00	6,501,439	0.35
21.06.2014 TO 30.06.2014	43,419	0.00	6,544,858	0.35
05.07.2014 TO 11.07.2014	145,368	0.01	6,690,226	0.36
12.07.2014 TO 18.07.2014	43,000	0.00	6,733,226	0.36
19.07.2014 TO 25.07.2014	(1,491,296)	(0.08)	5,241,930	0.28
26.07.2014 TO 01.08.2014	(2,722,544)	(0.15)	2,519,386	0.13
02.08.2014 TO 08.08.2014	(185,666)	(0.01)	2,333,720	0.12
16.08.2014 TO 22.08.2014	(695,569)	(0.03)	1,638,151	0.09
23.08.2014 TO 29.08.2014	(83,947)	(0.01)	1,554,204	0.08
30.08.2014 TO 05.09.2014	(372,030)	(0.02)	1,182,174	0.06
06.09.2014 TO 12.09.2014	57,393	0.01	1,239,567	0.07
13.09.2014 TO 19.09.2014	305,338	0.01	1,544,905	0.08
20.09.2014 TO 30.09.2014	(74,425)	0.00	1,470,480	0.08
04.10.2014 TO 10.10.2014	82,000	0.00	1,552,480	0.08
11.10.2014 TO 17.10.2014	(5,099)	0.00	1,547,381	0.08
18.10.2014 TO 24.10.2014	152,000	0.01	1,699,381	0.09
25.10.2014 TO 31.10.2014	28,000	0.00	1,727,381	0.09
01.11.2014 TO 07.11.2014	2,000	0.00	1,729,381	0.09
08.11.2014 TO 14.11.2014	7,000	0.00	1,736,381	0.09
22.11.2014 TO 28.11.2014	118,980	0.01	1,855,361	0.10
29.11.2014 TO 05.12.2014	10,000	0.00	1,865,361	0.10
13.12.2014 TO 19.12.2014	136,000	0.01	2,001,361	0.11
20.12.2014 TO 31.12.2014	38,000	0.00	2,039,361	0.11
01.01.2015 TO 02.01.2015	(10,237)	0.00	2,029,124	0.11
03.01.2015 TO 09.01.2015	14,000	0.00	2,043,124	0.11
10.01.2015 TO 16.01.2015	32,000	0.00	2,075,124	0.11
24.01.2015 TO 30.01.2015	(40,095)	0.00	2,035,029	0.11
21.02.2015 TO 27.02.2015	(99,000)	(0.01)	1,936,029	0.10
28.02.2015 TO 06.03.2015	(16,877)	0.00	1,919,152	0.10
14.03.2015 TO 20.03.2015	(1,000)	0.00	1,918,152	0.10
21.03.2015 TO 27.03.2015	(25,438)	0.00	1,892,714	0.10
As on 31 March, 2015	1,892,714	0.10		

Particulars of Shareholder	Shareholding as on 1 April, 2014		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10. Swiss Finance Corporation (Mauritius) Limited	5,889,690	0.31	5,889,690	0.31
Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
01.04.2014 TO 04.04.2014	456,467	0.02	6,346,157	0.33
05.04.2014 TO 11.04.2014	(1,741,383)	(0.09)	4,604,774	0.24
12.04.2014 TO 18.04.2014	(157,178)	(0.01)	4,447,596	0.23
19.04.2014 TO 25.04.2014	(812,489)	(0.04)	3,635,107	0.19
26.04.2014 TO 02.05.2014	(60,349)	0.00	3,574,758	0.19
03.05.2014 TO 09.05.2014	(870,361)	(0.05)	2,704,397	0.14
10.05.2014 TO 16.05.2014	356,435	0.02	3,060,832	0.16
17.05.2014 TO 23.05.2014	149,958	0.01	3,210,790	0.17
24.05.2014 TO 30.05.2014	(172,515)	(0.01)	3,038,275	0.16
31.05.2014 TO 06.06.2014	202,607	0.01	3,240,882	0.17
07.06.2014 TO 13.06.2014	(39,000)	0.00	3,201,882	0.17
14.06.2014 TO 20.06.2014	(106,980)	0.00	3,094,902	0.17
21.06.2014 TO 30.06.2014	(215,870)	(0.02)	2,879,032	0.15
01.07.2014 TO 04.07.2014	(319)	0.00	2,878,713	0.15
05.07.2014 TO 11.07.2014	61,179	0.01	2,939,892	0.16
12.07.2014 TO 18.07.2014	33,016	0.00	2,972,908	0.16
19.07.2014 TO 25.07.2014	6,002	0.00	2,978,910	0.16
26.07.2014 TO 01.08.2014	282,726	0.01	3,261,636	0.17
02.08.2014 TO 08.08.2014	(28,393)	0.00	3,233,243	0.17
09.08.2014 TO 15.08.2014	(31,368)	0.00	3,201,875	0.17
16.08.2014 TO 22.08.2014	(98,403)	0.00	3,103,472	0.17
23.08.2014 TO 29.08.2014	(35,247)	(0.01)	3,068,225	0.16
30.08.2014 TO 05.09.2014	(865,043)	(0.04)	2,203,182	0.12
06.09.2014 TO 12.09.2014	250,692	0.01	2,453,874	0.13
13.09.2014 TO 19.09.2014	25,716	0.00	2,479,590	0.13
20.09.2014 TO 30.09.2014	(187,397)	(0.01)	2,292,193	0.12
04.10.2014 TO 10.10.2014	23,007	0.00	2,315,200	0.12
11.10.2014 TO 17.10.2014	(24,873)	0.00	2,290,327	0.12
25.10.2014 TO 31.10.2014	(24,862)	0.00	2,265,465	0.12
01.11.2014 TO 07.11.2014	44,477	0.00	2,309,942	0.12
08.11.2014 TO 14.11.2014	116,216	0.01	2,426,158	0.13
15.11.2014 TO 21.11.2014	272,000	0.01	2,698,158	0.14
22.11.2014 TO 28.11.2014	(441,420)	(0.02)	2,256,738	0.12
29.11.2014 TO 05.12.2014	(215,325)	(0.01)	2,041,413	0.11
06.12.2014 TO 12.12.2014	(34,787)	0.00	2,006,626	0.11
13.12.2014 TO 19.12.2014	(169,415)	(0.01)	1,837,211	0.10
20.12.2014 TO 31.12.2014	93,496	0.00	1,930,707	0.10
01.01.2015 TO 02.01.2015	(3,000)	0.00	1,927,707	0.10

Date wise Increase/Decrease in shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease	Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company
10. Swiss Finance Corporation (Mauritius) Limited (contd.)				
03.01.2015 TO 09.01.2015	(448,269)	(0.02)	1,479,438	0.08
10.01.2015 TO 16.01.2015	(175,544)	(0.01)	1,303,894	0.07
17.01.2015 TO 23.01.2015	26,138	0.00	1,330,032	0.07
24.01.2015 TO 30.01.2015	(19,662)	0.00	1,310,370	0.07
31.01.2015 TO 06.02.2015	196,350	0.01	1,506,720	0.08
07.02.2015 TO 13.02.2015	(468,060)	(0.02)	1,038,660	0.06
14.02.2015 TO 20.02.2015	(21,000)	0.01	1,017,660	0.05
21.02.2015 TO 27.02.2015	(7,000)	0.00	1,010,660	0.05
28.02.2015 TO 06.03.2015	(657,103)	(0.03)	353,557	0.02
07.03.2015 TO 13.03.2015	63,016	0.00	416,573	0.02
14.03.2015 TO 20.03.2015	141,300	0.01	557,873	0.03
21.03.2015 TO 27.03.2015	81,214	0.00	639,087	0.03
28.03.2015 TO 31.03.2015	3,880	0.00	642,967	0.03
As on 31 March, 2015	642,967	0.03		

SHAREHOLDING PATTERN - Shareholding of Directors and Key Managerial Personnel (KMP)*

For each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
As on 1 April, 2014				
P. Elango (resigned w.e.f. 2 May, 2014)	177,746	0.01	177,746	0.01
Neerja Sharma	34,341	0.002	34,341	0.002
Sudhir Mathur	-	-	-	-
Date wise increase/ decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)*	Nil	Nil	Nil	Nil
As on 31 March, 2015				
Mayank Ashar (appointed w.e.f. 17 November, 2014)	-	-	-	-
Neerja Sharma	34,341	0.002	34,341	0.002
Sudhir Mathur	-	-	-	-

*There is no change in the number of shares held by the KMPs & Directors, however, the percentage of shareholding has changed during the year due to allotment of shares on exercise of stock options and extinguishment of shares pursuant to buy-back.

INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment (in INR crore)

Particulars of Remuneration	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness as on 1 April, 2014				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
+ Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness as on 31 March, 2015				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	Nil	Nil	Nil	Nil

REMUNERATION OF DIRECTORS

A. Remuneration to Managing Director, Whole-time Director and Manager

(in INR crore)

Particulars of Remuneration	Name of MD/ WTD/ Manager		Total
	Mr. P Elango (1 April, 2014 to 2 May, 2014)	Mr. Mayank Ashar (17 November, 2014 to 31 March, 2015)	
1. Gross Salary			
a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.142	2.652	3.794
b) Value of perquisites u/s17(2)Income-tax Act, 1961	0.085	2.215	2.300
c) Profits in lieu of salary under section 17(3)Income- tax Act, 1961	-	-	-
2. Stock Option	-	-	-
3. Sweat Equity	-	-	-
4. Commission	-	-	-
-as% of profit	-	-	-
-others, specify	-	-	-
5. Others, please specify Company Paid Car Expense	0.017	-	0.017
Bonus & Performance Incentives	-	0.923	0.923
Retirement Benefits	0.021	0.277	0.298
Total(A)	1.265	6.067	7.332
Ceiling as per the Act	5% of the net profits of the Company		

REMUNERATION OF DIRECTORS					
B. Remuneration to other directors (in INR crore)					
Particulars of Remuneration	Name of Directors				
	Independent Directors	Omkar Goswami	Naresh Chandra	Aman Mehta	Edward T Story
Fee for attending Board/Committees meetings	0.075	0.095	0.085	0.045	0.300
Commission	0.750	0.750	0.750	0.750	3.000
Others, please specify	-	-	-	-	-
Total(1)	0.825	0.845	0.835	0.795	3.300
Other non-executive Directors	Tarun Jain	Navin Agarwal	Priya Agarwal		
Fee for attending Board/Committees meetings	0.100	0.050	0.020		0.170
Commission	-	-	-		-
Others, please specify	-	-	-		-
Total(2)	0.100	0.050	0.020		0.170
Total(B)=(1+2)	3.470				
Total Managerial Remuneration (A+B)	10.802				
Overall Ceiling as per the Act	11% of the net profits of the Company				

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (in INR crore)			
Particulars of Remuneration	Key Managerial Personnel		
	COMPANY SECRETARY	CFO	Total
1. Gross salary			
a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.359	3.384	4.743
b) Value of perquisites u/s17(2)Income-tax Act, 1961	0.080	0.041	0.121
c) Profits in lieu of salary under section 17(3) Income- Tax Act, 1961			
2. Stock Option (Number of options granted)	27,391	52,784	80,175
3. Sweat Equity	-	-	-
4. Commission	-	-	-
-as% of profit	-	-	-
-others, specify	-	-	-
5. Others, please specify			
• Telephone and Medical Reimbursement	0.168	0.147	0.315
• Fuel claims & EMIs			
• Retirement Benefits			
Total	1.607	3.572	5.179

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Sections of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority (RD/NCLT / COURT)	Appeal made, if any (give Details)
A. COMPANY	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



Operational set-up at Raageshwari Gas Terminal, Rajasthan

