
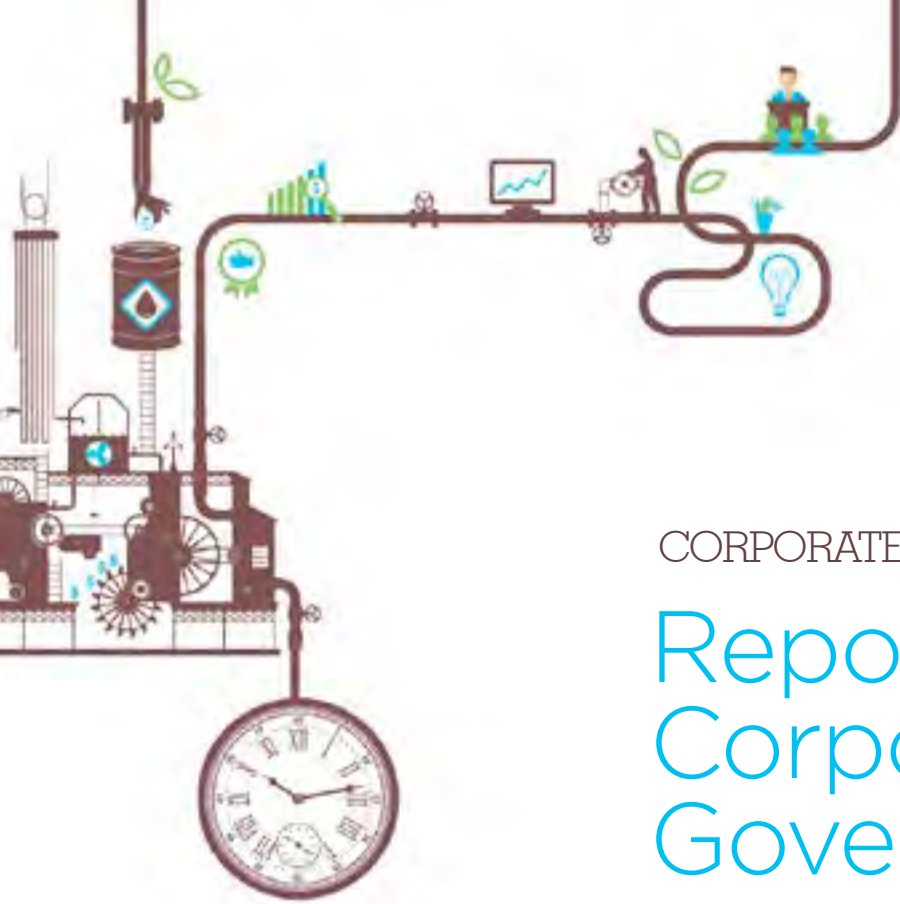




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CORPORATE GOVERNANCE



CORPORATE GOVERNANCE

Report on Corporate Governance

The Company believes that sound corporate governance is a key element for enhancing and retaining the trust of investors and various other stakeholders. As a responsible corporate citizen your Company has evolved best practices which are structured to institutionalise policies and procedures that enhance the efficacy of the Board and inculcate a culture of accountability, transparency and integrity across the Cairn India group as a whole.

COMPOSITION, BOARD PROCEDURE AND INFORMATION SUPPLIED TO THE BOARD

Your Company endeavours to have a judicious mix of executive, non-executive and independent Directors, so as to have independence on the Board and separate its function of governance from that of

management. Your Company also has a woman Director which brings diversity on the Board.

As on 31 March, 2015, the Board comprised eight Directors, including seven non-executive Directors, four of whom are also independent.

The Chairman of the Board is a non-

executive promoter Director and the Chairman's office is separate from that of the Chief Executive Officer. The experience of all Directors, who are renowned professionals, having diverse expertise in finance, economics, oil and gas, general administration and management, strengthens the governance and management of Company's affairs.

1. COMPOSITION OF THE BOARD AS ON 31 MARCH, 2015

S.No.	Name of the Director	Category	No. of other Directorships		Memberships / Chairmanships of Board level Committees**	
			Indian	Others*	Member	Chairman
1	Mr. Navin Agarwal	Chairman, Non-Executive Director	3	3	-	-
2	Mr. Tarun Jain	Non-Executive Director	3	3	3	-
3	Ms. Priya Agarwal	Non-Executive Director	-	-	-	-
4	Mr. Aman Mehta	Non-Executive Independent Director	5	2	2	4
5	Mr. Naresh Chandra	Non-Executive Independent Director	8	1	9	-
6	Dr. Omkar Goswami	Non-Executive Independent Director	8	2	7	1
7	Mr. Edward T. Story	Non-Executive Independent Director	-	3	2	-
8	Mr. Mayank Ashar***	Managing Director & Chief Executive Officer	-	1	-	-

* Directorships in private limited companies, foreign companies and not-for-profit companies under the Companies Act, 2013.

** Only Audit Committee and the Stakeholders' Relationship Committee of Indian public limited companies have been considered.

*** Appointed as an additional Director and designated as the Managing Director & Chief Executive Officer w.e.f. 17 November, 2014.

The composition of the Board as on 31 March, 2015 is given in Table 1. None of the Directors are members of more than ten Board-level committees of Indian public limited companies, nor are they chairmen of more than five committees in which they are members. Further, none of the independent Directors serves as an independent Director in more than seven listed companies. Mr. Mayank Ashar, Managing Director & Chief Executive Officer of the Company holds directorship in an overseas listed company.

None of the Directors are related to the other Directors, or to any other employee of the Company except Mr. Navin Agarwal and Ms. Priya Agarwal. Ms. Agarwal is the daughter of Mr. Navin Agarwal's elder brother, Mr. Anil Agarwal.

During the year under review, following changes took place in the position of Directors/ key managerial personnel (KMPs) of the Company:

- Mr. P. Elango (DIN 06475821) resigned as the interim Chief Executive Officer and Wholetime 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 & 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.

There is a well organised process for seeking Board approval which facilitates and provides room for sound decision making by the Board and its Committees. The Board/ Committee meeting dates are usually finalised well before the beginning of the year in consultation with the respective Board and Committee members. To address specific urgent needs, meetings are also called at shorter notice but never less than a minimum of seven days. Detailed agenda, management reports and other explanatory statements are circulated at least seven days ahead

of the meeting. The Directors are also free to recommend inclusion of any matter in the agenda for discussion. All agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The matters of strategic importance including business plan, annual budget, key borrowings, declaration of dividend, significant changes in the accounting policies, Board appointments and removals etc. are reserved for consideration & approval of the Board.

The Board has complete access to all the relevant information of the Company. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirement stipulated under Companies Act, 2013 and clause 49 of the listing agreement. Directors seek necessary clarification from management on any information provided to them and also have the right to seek external legal advice on matters as they consider necessary for the performance of their duties.

If required, the Board also approves

THE PROCESS FOR THE BOARD/ COMMITTEE MEETINGS PROVIDES AN EFFECTIVE POST MEETING FOLLOW UP, REVIEW AND REPORTING MECHANISM FOR THE ACTION TAKEN ON THE DECISIONS/ INSTRUCTIONS OF THE BOARD AND ITS COMMITTEES

resolutions by way of circulation between two successive Board meetings. These are often preceded by Board discussions through audio conference.

BOARD SUPPORT AND ROLE OF COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board for consideration and for the preparation of the agenda as well as convening of the Board/ Committee meetings.

The Company Secretary reports to the Board about compliance with the applicable statutory requirements and laws and advises on good governance principles. The Company Secretary attends all the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings. Further, the process for the Board/ Committee meetings provides an effective post meeting follow up, review and reporting mechanism for the action taken on the

decisions/ instructions of the Board and its Committees. As per Board's decision, the Company Secretary informs the concerned functional heads about matters arising out of the deliberations during a meeting. These heads in turn provide updates to the Board at the next meeting. All the Directors of the Company have access to the advice and services of the Company Secretary.

NUMBER OF BOARD MEETINGS AND THE ATTENDANCE OF DIRECTORS

The Board meets at least once in a quarter to review inter-alia the quarterly financial results and other items on the agenda. Additional meetings are held as and when required. Facility of video conferencing or other audio visual means are also provided to enable Directors to participate in 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.

2. DIRECTORS' ATTENDANCE RECORD FOR THE YEAR ENDED 31 MARCH, 2015				
S.No.	Name of the Director	No. of meetings held during the financial year	No. of meetings attended	Presence at the last AGM
1	Mr. Navin Agarwal	6	6	Yes
2	Mr. Tarun Jain	6	5	Yes
3	Ms. Priya Agarwal	6	4	Yes
4	Mr. Aman Mehta	6	6	Yes
5	Mr. Naresh Chandra	6	6	No
6	Dr. Omkar Goswami	6	4	Yes
7	Mr. Edward T. Story	6	4	Yes
8	Mr. Mayank Ashar*	6	2	NA
9	Mr. P. Elango**	6	1	NA

* Appointed as a Managing Director & Chief Executive Officer w.e.f. 17 November, 2014 after which two Board meetings were held during financial year 2014-15.
 ** Resigned from the Board effective 2 May, 2014. One Board meeting held during his tenure.



↑ Offshore operations at Suvali, Gujarat

Directors' attendance at Board meetings and the annual general meeting (AGM) of the Company held during the year ended 31 March, 2015 is given in Table 2.

COMMITTEES OF THE BOARD

Audit Committee

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement. The Board at its meeting

held on 23 April, 2014, has amended and enhanced the terms of reference of the Audit Committee. The current charter of the Audit Committee is in line with international best practices as well as the regulatory requirements mandated by 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 as mandated by clause 49 of the listing agreement. During the year ended 31 March, 2015, the Audit Committee met five times viz. on 23 April, 2014, 30 June, 2014, 22 July, 2014, 21 October, 2014 and 22 January, 2015. The attendance record of the Audit Committee meetings is given in Table 3. Mr. Aman Mehta, Chairman of the Audit Committee, was present at the Company's last

3. ATTENDANCE RECORD OF AUDIT COMMITTEE MEETINGS FOR THE YEAR ENDED 31 MARCH, 2015

Name	Position	Status	No. of meetings held during the financial year	No. of meetings attended
Mr. Aman Mehta*	Independent Director	Chairman	5	4
Mr. Naresh Chandra	Independent Director	Member	5	5
Dr. Omkar Goswami*	Independent Director	Member	5	4
Mr. Edward T. Story	Independent Director	Member	5	3
Mr. Tarun Jain	Non- Executive Director	Member	5	5

* Participated in the proceedings of one Audit Committee meeting through audio conference.

Onshore facility at Mangala Processing Terminal, Barmer, Rajasthan



AGM held on 23 July, 2014. Ms. Neerja Sharma, Director – Assurance & Communication and Company Secretary is the secretary of the Committee. The Chief Financial Officer and Chief Internal Auditor of the Company and the relevant partner of the statutory auditor firm are invitees to the meetings of the Audit Committee.

Terms of Reference

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure correct, sufficient and credible financial information.
- Recommending to the Board the appointment, re-appointment or replacement of statutory auditors and approving their audit fees.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with management, the annual financial information before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the Directors' Responsibility Statement in the Board's Report pursuant to Companies Act.
 - b) changes, if any, in accounting policies and practices and reasons for such changes.
 - c) major accounting entries involving estimates based on the exercise of judgment by the Company's management.
 - d) any significant adjustments made in the financial information arising out of audit findings.
 - e) compliance with listing and other legal or regulatory requirements relating to financial information.
- f) disclosure of any related party transactions.
- g) any qualifications in the draft audit report.
- Reviewing, with management, the quarterly financial information before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with management, the performance of statutory and internal auditors, and the adequacy of the internal control systems of the Company.
- Approving the appointment, removal and terms of remuneration of the chief internal auditor.
- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussing with internal auditors any significant findings and following up on any such significant findings.
- Reviewing the findings of any internal investigation by internal auditors into matters relating to irregularities, fraud, or a failure in internal control systems of a material nature, and reporting such matters to the Board.
- Having pre-audit discussions with the statutory auditors as to the nature and scope of the audit, and post-audit discussions to ascertain any areas of concern.
- Looking into the reasons for any substantial defaults in payments to debenture holders, shareholders (in case of the non-payment of declared dividends) and creditors.
- Reviewing the Company's financial and risk management policies.
- Reviewing the functioning of the whistle blower mechanism of the Company.
- Approving the appointment of CFO (i.e. the Wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background of the candidate.
- Monitoring the utilisation of funds to be raised pursuant to a public issue.
- Reviewing and monitoring auditors' independence and performance and effectiveness of audit process.
- Approval of all transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Oversee the vigil mechanism of the Company.
- Evaluation of internal financial controls and risk management systems.
- Carrying out any other function as the Board may from time to time refer to the Audit Committee.

The Audit Committee also reviews the following information:

- a. Management discussion and analysis of financial condition and results of operations.
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors.
- d. Internal audit reports relating to internal control weaknesses.

Nomination & Remuneration Committee

The Company has a duly constituted Nomination & Remuneration Committee, which amongst others is responsible for identifying and recommending persons who are qualified to become Directors or appointed as part of senior management of the Company and laying down remuneration policy.

As on 31 March, 2015, the Committee comprised five non-executive Directors viz. Mr. Naresh Chandra (Chairman), Mr. Navin Agarwal, Mr. Tarun Jain, Mr. Aman Mehta and Dr. Omkar Goswami. Three of these members are independent Directors. During the year ended 31 March, 2015, the Nomination & Remuneration Committee met four times viz. on 23 April, 2014, 22 July, 2014, 21 October, 2014 and 22 January, 2015. The attendance record of the Nomination

& Remuneration Committee meetings is given in Table 4.

Terms of Reference

- Reviewing the structure, size and composition of the Board, and making recommendations to the Board with regard to changes, if any.
 - Evaluating the balance of skills, knowledge and experience of the Board and, in light of this evaluation, preparing a description of the roles and capabilities required for particular appointments.
 - Reviewing time required from each non-executive Director, and assessing whether he or she has given sufficient commitment to the role.
 - Considering succession planning taking into account the challenges and opportunities faced by the Company, and what skills and expertise are needed from members of the Board in the future.
 - Ensuring that on appointment to the Board, the non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment.
 - Identifying persons who are qualified to become Directors and who may be appointed in senior management and recommending to the Board their appointment and removal.
- Formulating the criteria for determining qualifications, positive attributes and independence of a Director.
 - Carrying out evaluation of the performance of the Board, individual Directors and of the various Board Committees.
 - Devising a policy on Board diversity.
 - Recommending to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees. While formulating the policy, the Committee must ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - c. the remuneration of Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
 - d. a significant proportion of executive Directors' remuneration is structured so as to link rewards to

4. ATTENDANCE RECORD OF NOMINATION & REMUNERATION COMMITTEE MEETINGS FOR THE YEAR ENDED 31 MARCH, 2015

Name	Position	Status	No. of meetings held during the financial year	No. of meetings attended
Mr. Naresh Chandra	Independent Director	Chairman	4	4
Dr. Omkar Goswami	Independent Director	Member	4	4
Mr. Aman Mehta	Independent Director	Member	4	4
Mr. Navin Agarwal	Non-Executive Director	Member	4	4
Mr. Tarun Jain	Non-Executive Director	Member	4	4

corporate and individual performance.

- e. taking into account factors it deems relevant and gives due regard to the interests of shareholders and to the financial and commercial health of the Company.

- Overseeing the Company's share option schemes and long term incentive plans, which include determination of the eligibility for benefits and approval of total annual payments.

REMUNERATION POLICY

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 Directors, KMPs and other employees. The said policy forms part of the Board's report.

DIRECTORS' REMUNERATION

The non-executive Directors receive remuneration by way of sitting fee for attending meetings of the Board or Committees thereof and are also eligible for commission as a percentage of net profits as may

be decided by the Nomination and Remuneration Committee.

The remuneration paid to the executive Director is determined keeping in view his professional qualification, relevant industry experience, size of the Company and current remuneration standards for such senior executive positions in the oil & gas industry. Perquisites and retirement benefits are paid according to the Company's policy as applicable to all employees. The total remuneration also includes the annual performance bonus and is based on Company's and individual's performance. The annual performance bonus drives high performance culture to achieve the organisational objective by differentiating rewards based on performance.

During the year under review, 61,469 cash options were granted to Mr. Mayank Ashar, Managing Director & Chief Executive Officer under the Cairn India Performance Option Plan (CIPOP). Under the CIPOP scheme, the vesting happens after a period of three years subject to fulfilment of conditions provided in the said scheme. None of the non-executive or independent Directors holds any equity shares or convertible

instruments of the Company.

The remuneration paid or payable to the Directors for the financial year under review is given in Table 5.

The appointment contract of Mr. Ashar is terminable with 3 months' notice from either side or without notice by the Company on payment of proportionate amount in lieu of notice period.

Apart from above, non-executive Directors do not have any material pecuniary relationship or transactions with the Company.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is responsible amongst others to resolve the grievances of the security holders of the Company.

As on 31 March, 2015, the Committee comprised three Directors viz. Dr. Omkar Goswami (Chairman), Mr. Edward T. Story and Mr. Tarun Jain. The Chairman of the Committee is an independent Director. Ms. Neerja Sharma, Director - Assurance & Communication and Company Secretary is the compliance officer of the Company and the secretary of the Committee.

5. DIRECTORS' REMUNERATION FOR THE YEAR ENDED 31 MARCH, 2015

(in INR crore)

Name	Salary	Perquisites	Bonus & Performance incentives	Retirement Benefits	Commission	Sitting Fees	Total
Mr. Navin Agarwal	-	-	-	-	-	0.050	0.050
Mr. Tarun Jain	-	-	-	-	-	0.100	0.100
Ms. Priya Agarwal	-	-	-	-	-	0.020	0.020
Mr. Aman Mehta	-	-	-	-	0.75	0.085	0.835
Mr. Naresh Chandra	-	-	-	-	0.75	0.095	0.845
Dr. Omkar Goswami	-	-	-	-	0.75	0.075	0.825
Mr. Edward T. Story	-	-	-	-	0.75	0.045	0.795
Mr. Mayank Ashar	2.652	2.215	0.923*	0.277	-	-	6.067
Mr. P. Elango	1.142	0.102	-	0.021	-	-	1.265

*One time joining bonus



Offshore platforms at Ravva, Andhra Pradesh



During the year ended 31 March, 2015, the Committee met twice viz. on 23 July, 2014 and 22 January, 2015. The attendance record of the Stakeholders' Relationship Committee meetings is given in Table 6. In addition, if necessary, the Committee usually on a fortnightly basis approves by way of circulation matters pertaining to allotment/ rematerialization/ transfer of shares etc.

Dr. Omkar Goswami, Chairman of the Committee, was present at the Company's last AGM held on 23 July, 2014.

The Company has appointed Link Intime India Private Limited as the registrar and transfer agent to handle investor grievances in coordination with the compliance officer. All grievances can be addressed to the registrar and share transfer agent. The Company monitors the work of the registrar to ensure that the investor grievances are settled expeditiously and satisfactorily. The status of queries and complaints received during the financial year ended 31 March, 2015 by the registrar and share transfer agent is given in Table 7.

Terms of Reference

- To approve/refuse/reject registration of transfer/ transmission/transposition of shares.
- To allot shares on exercise of stock options and to authorize issue of share certificates.
- To authorize:
 - i. issue of duplicate share certificates and issue of share certificates after split/consolidation/ rematerialization of shareholding.

6. ATTENDANCE RECORD OF STAKEHOLDERS' RELATIONSHIP COMMITTEE MEETINGS FOR THE YEAR ENDED 31 MARCH, 2015

Name	Position	Status	No. of meetings held during the financial year	No. of meetings attended
Dr. Omkar Goswami	Independent Director	Chairman	2	2
Mr. Edward T. Story	Independent Director	Member	2	2
Mr. Tarun Jain	Non- Executive Director	Member	2	2

- ii. printing of share certificates.
- iii. affixation of common seal on share certificates of the Company.
- iv. Directors/ managers/ officers /signatories for signing/endorsing share certificates.
- v. necessary applications / corporate actions to stock exchanges and depositories arising out of and incidental to the exercise of options by the employees.

During the year ended 31 March, 2015, the Committee met three times viz. on 23 April, 2014, 21 October, 2014 and 22 January, 2015. The attendance record of the CSR Committee meetings is given in Table 8.

Terms of Reference

- Review, agree and establish the Company's CSR policy and to ensure that Company's social, environmental and economic activities are aligned with each other.
- Develop and recommend for acceptance by the Board, policies on all aspects of CSR including environmental sustainability, eradication of hunger and poverty, upliftment of society, promotion of education, reducing child mortality and improving maternal health, employment, enhancing vocational skills etc. and other CSR related matters as may be determined by the CSR

Committee from time to time.

- Monitor compliance with the CSR policy and to review performance against agreed targets.
- Review the integration of CSR processes with business risk management policy of the Company.
- Establish link between the Company's financial performance and its social and environmental performance.
- Recommend to the Board the amount of expenditure to be spent on CSR activities.
- Consider such other matters and issues in relation to CSR as may be stipulated by the Board from time to time.

CSR Committee

The CSR Committee is responsible for fulfilling 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. Chandra, Chairman of the Committee is an independent Director.

Risk Management Committee

The Company had a Risk Management Committee with defined role and responsibilities. During the year under review, the Committee was reconstituted as a

7. QUERIES AND COMPLAINTS RECEIVED AND ATTENDED DURING THE FINANCIAL YEAR ENDED 31 MARCH, 2015

Nature of Query/Complaint	No. of Queries/Complaints		
	Received	Attended	Pending
Received from security holders for non-receipt of balance sheet/ dividends/ IPO refund orders/ shares in demat suspense account etc.	1,458	1,458	Nil
Received from regulatory bodies such as Ministry of Corporate Affairs, SEBI and stock exchanges	13	13	Nil
Total	1,471	1,471	Nil

8. ATTENDANCE RECORD OF CSR COMMITTEE MEETINGS FOR THE YEAR ENDED 31 MARCH, 2015

Name	Position	Status	No. of meetings held during the financial year	No. of meetings attended
Mr. Naresh Chandra	Independent Director	Chairman	3	3
Mr. Tarun Jain	Non-Executive Director	Member	3	3
Mr. Aman Mehta*	Independent Director	Member	3	2
Mr. P. Elango**	Interim CEO & Wholetime Director	Member	3	1

*Appointed as a member of the CSR Committee on 23 July, 2014. Two CSR Committee meetings held after being appointed as a member of the Committee.
 **Resigned on 2 May, 2014. One CSR Committee meeting held during his tenure.

Board level Committee as per the requirements of clause 49 of the listing agreement.

As on 31 March, 2015, the Committee comprised three members viz. Mr. Mayank Ashar (Managing Director & Chief Executive Officer), Mr. Tarun Jain (Non-Executive Director) and Mr. Sudhir Mathur (Chief Financial Officer). Mr. Ashar is the Chairman of the Committee.

The Committee met once viz. on 31 March, 2015, after being reconstituted, in which all the members were present. In addition, prior to its reconstitution, the Committee used to meet on a quarterly basis.

Terms of Reference

- To ensure there is an embedded, robust process in place throughout the Company to identify, assess, mitigate and report business risks with clear lines of ownership.
- To drive and co-ordinate risk management process covering all areas of risk (including operational, HSE, strategic, financial, commercial, regulatory, reputational etc.), through an appropriate business risk management organization.
- To ensure that the business risk strategy and management processes comply with applicable regulatory requirements and corporate governance principles.
- To ensure that the business risk management principles and processes are widely understood across the Company through adequate induction, training and awareness programs.
- To periodically monitor and review Company's key business risks and risk mitigation plans, and advise the Board of business risks

which could materially impact the Company's delivery of its business plans, strategy, and reputation, if left untreated.

- To monitor external developments in the business environment which may have an adverse impact on the Company's risk profile, and make recommendations, as appropriate.
- To sponsor specialist reviews of key risk areas as appropriate.
- To report to the Board on key risks, risk management performance and the effectiveness of internal controls.

Meeting of Independent Directors

During the year under review, the independent Directors held one separate meeting on 4 March, 2015 to discuss the process for evaluation of the performance of the Board, its Committees, Chairman and the individual Directors of the Company. The meeting was attended by all the independent Directors except Mr. Edward T. Story.

CODE OF CONDUCT

The Company has adopted a "Code of Business Ethics" that develops and formalises its vision and values and serves as a guide for the business actions in a global, complex and changing environment. The Code sets forth Company's commitment to the principles of business ethics and transparency in all areas of activity and establishes a set of principles and guidelines for conduct designed to ensure ethical and responsible behaviour by all employees and Directors in the performance of their activities.

During the year under review, the Company has made amendments to its Code of Business Ethics (Code)

to bring it in line with the regulatory changes. The duties of independent Directors of the Company were incorporated in the Code to make it more robust. The revised Code was approved by the Board.

The Code is applicable to the Company and its subsidiaries including its Directors, employees, officers and service providers & contractors working for and / or on behalf of the Company. Details of the Code are available on website of the Company viz. www.cairnindia.com

All Directors and employees including senior management of Cairn India Limited have affirmed compliance with the Code for the year ended 31 March, 2015.

DISCLOSURES

The Company follows the accounting standards and guidelines laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements. Further, the Company has also followed the Companies (Cost Records and Audit) Rules, 2014. No material financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large. There were no transactions with the Directors or senior management, their associates or their relatives etc. that either had or could have had a conflict with the interest of the Company at large.

No penalties or strictures have been imposed on the Company by the stock exchanges, the SEBI or any statutory authority on any matter related to capital markets during the last three years.

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. <https://www.cairnindia.com/investors/corporate-governance/board-composition/miscellaneous>

All related party transactions that were entered into during the financial year were on 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.

VIGIL MECHANISM

The Company has in place a whistleblower policy, to support the Code of Business Ethics. The details of the establishment of vigil mechanism forms part of the Board's report.

CODE FOR PREVENTION OF INSIDER TRADING

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Companies Act, 2013, the Company has a code for prevention of Insider Trading by its Directors and employees in designated roles/functions. The

code lays down guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with shares of Company and cautioning them of the consequences of violations. The code clearly specifies that the Directors and designated employees of the Company can trade in the shares of the Company only during the period when 'trading window' is open. The trading window, amongst others, is closed during the time of declaration of financial results and occurrence of any material events as per the code. An annual disclosure is also taken from all the Directors and designated employees of the Company disclosing their shareholding at the year end.

CEO / CFO CERTIFICATION

The CEO's and CFO's certification of the financial statements and a declaration that all Board members and senior management have affirmed compliance with the Company's Code of Business Ethics for the year ended 31 March, 2015 is attached with this report.

SUBSIDIARY COMPANIES

During the financial year under review, in continuation of the efforts to realign the group structure and consolidate the multi layered structure, 5 (five) subsidiary companies were dissolved, details of which are provided in Table 9.

As on 31 March, 2015, the Company had 14 (fourteen) subsidiaries including indirect subsidiaries. All subsidiaries of the Company are unlisted wholly owned foreign companies which are 100% beneficially owned by Cairn India Limited. These subsidiaries have their own Board of Directors having the authority to manage such companies

in the best interest of the Company. The Company regularly monitors the performance of such companies.

Further, in terms of the provisions of clause 49 of the listing agreement, minutes of board meetings of subsidiary companies along with summary of key decisions are regularly placed before the Board of the Company.

The Company has also framed the policy for dealing with the material subsidiaries which is available on the website of the Company viz. <https://www.cairnindia.com/investors/corporate-governance/board-composition/miscellaneous>

FAMILIARISATION PROGRAM FOR DIRECTORS

The Company provides an orientation and business overview to all its new Directors and provides materials and briefing sessions periodically to all Directors which assists them in discharging their duties and responsibilities.

The Directors of the Company are also informed of the important developments in the Company and industry, through e-mails, internal magazines etc. Directors are fully briefed on all business related matters, risk assessment & minimisation procedures and new initiatives proposed by the Company and updated on changes and developments in the domestic & global corporate and industry scenario.

The details of the familiarisation program for Directors is available on the website of the Company viz. <https://www.cairnindia.com/investors/corporate-governance/board-composition/miscellaneous>

9. 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

PERFORMANCE EVALUATION OF THE BOARD

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 as per details provided in the Board's Report.

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS

Brief profile of the persons sought to be appointed/ re-appointed as Directors at the ensuing annual general meeting of the Company is given below:

Mr. Mayank Ashar, Managing Director and Chief Executive Officer

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

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

He has worked in all aspects of

refining and marketing business: refining, logistics, retail marketing, corporate planning and M&A.

From 1996 - 2003, he managed Suncor's Oil Sands Operation in Fort McMurray.

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

Mr. Tarun Jain, Non-Executive Director

Mr. Tarun Jain (DIN 00006843), 55, is a graduate from the Institute of Cost and Works Accountants of India and a fellow member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He is a wholtime director of Vedanta Limited (erstwhile Sesa Sterlite Limited). Mr. Jain has over 35 years' experience in corporate finance, accounts, audit, taxation, secretarial and legal matters. He is responsible for Vedanta's strategic financial matters, including corporate

finance, corporate strategy, business development and M&As.

The directorships and committee positions of Mr. Ashar and Mr. Tarun as on 31 March, 2015 are given in Table 10.

MEANS OF COMMUNICATION

Financial/ Quarterly Results

The Company intimates unaudited/ audited financial results to the stock exchanges, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation.

The financial results are also displayed on the Company's website viz. www.cairnindia.com and posted on the Corporate Filing and Dissemination System (CFDS) viz. www.corpfiling.co.in, NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (the Listing Centre).

Further, as a good corporate governance practice, the Company sends its quarterly financial results to shareholders whose email ids are registered with the depository participants through email after they are approved by the Board and disseminated to the stock exchanges.

Chairman Communique

Printed copy of the Chairman's speech is distributed to all shareholders at the annual general meeting. The same is also placed on the website of the Company.

Corporate Filing and Dissemination System (CFDS)

The CFDS portal jointly owned, managed and maintained by BSE and NSE as a single source to file information by the listed companies. All disclosures and communications disseminated to BSE & NSE, are also electronically filed through the CFDS portal.

NSE Electronic Application Processing System (NEAPS)

The NEAPS is a web based application designed by NSE for corporates. All compliance filings like shareholding pattern, corporate governance report, press releases, announcements, corporate actions etc. are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the "Listing Centre")

The Listing Centre of BSE is a web based application designed by BSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, press releases etc. are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web based complaints redress system. The system enables centralized database of all complaints, online uploading of action taken reports (ATRs) by the concerned companies and online viewing by investors of actions taken on their complaint and current status.

Designated & Exclusive email-ids

The Company has designated the following email ids exclusively for investor servicing:

- Queries by retail investors-
- investor.complaints@cairnindia.com;
- rnt.helpdesk@linkintime.co.in

- Queries by institutional investors-
cilir@cairnindia.com
- The investors can also lodge their queries on the company's website viz. www.cairnindia.com under the "Investors" section.

News Releases, Analyst Presentation, etc.

The quarterly and annual results are generally published in "The Financial Express" and "Nav Shakti". Official news releases, detailed presentations made to media, institutional investors, financial analysts etc. are displayed on the Company's website viz. www.cairnindia.com

Website

The Company's website viz. www.cairnindia.com contains a separate dedicated section "Investors" where shareholders' information is available. The full annual report, shareholding pattern, press release, quarterly reports, corporate governance reports, details of unpaid/unclaimed dividend amounts, policy of material subsidiaries, policy of related party transactions, letter of appointment of independent Directors,

10. DIRECTORSHIPS AND COMMITTEE POSITIONS OF THE DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT

Name of Director	Mr. Mayank Ashar	Mr. Tarun Jain
Directorship held in other companies	Teck Resources Limited	<ul style="list-style-type: none"> Bharat Aluminium Company Ltd. Sterlite (USA) Inc. Sterlite Infra Ltd. Vedanta Limited (erstwhile Sesa Sterlite Limited) Vedanta Medical Research Foundation (under section 8 of the Companies Act, 2013) Rajtaru Charity Foundation (Under Section 8 of the Companies Act, 2013)
Committee* position in Cairn India Ltd.	None	<ul style="list-style-type: none"> Audit Committee - Member Stakeholders' Relationship Committee- Member
Membership/Chairmanship of Committees* of other Indian public companies		
Audit Committee	None	<ul style="list-style-type: none"> Bharat Aluminium Company Ltd.- Member
Stakeholders' Relationship Committee	None	None

*Only Audit Committee and Stakeholders' Relationship Committee are included

status of queries and complaints and other related information is available on the website.

Further, various forms like surety, affidavit, indemnity for loss of share certificates, share nomination, ECS mandate etc. are also available on the website.

GENERAL BODY MEETINGS

Since its incorporation, the Company has had eight annual general meetings and four extraordinary general meetings. The forthcoming AGM is scheduled to take place on Tuesday, 21 July, 2015. The details in respect of last three AGMs and special resolutions passed thereat are given in Table 11.

Resolutions passed through postal ballot in last three years

The details of special and ordinary resolutions passed through postal ballot in last three years are given in Table 12.

The details of the voting pattern for the resolutions passed in financial year 2014-15 are provided in Table 12.1.

Whether any Special Resolution is proposed to be passed through Postal ballot:

None of the business proposed to be transacted at the ensuing annual general meeting require passing of special resolution through postal ballot.

Procedure of Postal Ballot

The notice containing the proposed resolutions and explanatory statement thereto is sent to the registered addresses of all the shareholders of the Company along with a postal ballot form and a postage pre-paid envelope containing the address of the scrutinizer appointed by the Board for carrying out the ballot process. The e-voting facility is provided by the Company to all shareholders which enable them to cast their vote electronically. The Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for providing the e-voting facility to its shareholders. During the year, the Company has availed e-voting facility from CDSL.

Under e-voting facility, the shareholders are provided with an electronic platform to participate and

vote on the proposed resolutions of the Company. The e-voting window remains open for a period of thirty days whereby the shareholders can vote on the resolution using their login credentials. The step-wise process and manner for e-voting is provided in the postal ballot form and also the email which is sent to shareholders along with the postal ballot notice. The scrutinizer submits his report to the Chairman/ Director or person authorized by the Board within seven days of the last date of receipt of postal ballot forms, who on the basis of the report announces the results.

COMPLIANCE WITH CLAUSE 49

Mandatory Requirements

The Company is fully compliant with the applicable mandatory requirements of clause 49.

Non-Mandatory Requirements

The Board

The non-executive Chairman during the financial year 2014-15 was not reimbursed any expenses for maintenance of the Chairman's office or performance of his duties.

11. LOCATION AND TIME OF ANNUAL GENERAL MEETINGS

Financial Year	Venue	Date	Time	Special resolution passed at the AGM
2011-12	Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai	22 August, 2012	11.00 a.m.	<ul style="list-style-type: none"> Appointment of Mr. Rahul Dhir as Managing Director and Chief Executive Officer. Issuance of stock options to the employees and directors of the subsidiary companies of Cairn India Limited. Amendments/substitutions to the Articles of Association of the Company.
2012-13	Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai	24 July, 2013	10.30 a.m.	None
2013-14	Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai	23 July, 2014	10.30 a.m.	None

Shareholders Rights

As a part of good corporate governance practice, the Company sends its quarterly financial results to shareholders whose email ids are registered with the depository participants through email after they are approved by the Board and disseminated to the stock exchanges.

The results are also published on the website of the Company

viz. www.cairnindia.com and in widely circulated newspapers.

Audit qualifications

There are no audit qualifications in the financial statements of 2014-15. The Company continues to adopt best practices in order to ensure unqualified financial statements.

Separate post of Chairman and CEO

The Chairman office is separate from that of the Chief Executive Officer.

Reporting of Internal Auditor

The Chief Internal Auditor of the Company attends the meeting of the Audit Committee on regular basis. Internal audit findings are reported directly to the Audit Committee.

12. RESOLUTIONS PASSED THROUGH POSTAL BALLOT IN LAST THREE YEARS

S.No.	Subject matter	Record date of register of members for dispatch of notice	Last date and time for receipt of postal ballot forms	Date of passing resolution/type of resolution	Scrutinizer
1	Amendments in Cairn India Performance Option Plan (CIPOP) in terms of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999	22 April, 2013	5.30 p.m. on 7 June, 2013	12 June, 2013/ Special	Mr. Nesar Ahmed, Practicing Company Secretary
2	Purchase by the Company of its fully paid-up equity shares from the open market through the stock exchanges as prescribed under Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, read with Section 77A, 77B(2), 192A and other applicable provisions, if any, of the Companies Act, 1956 and Sections 68, 69, 70, 110 and other provisions and Rules, if any, applicable or notified from time to time under Companies Act, 2013	26 November, 2013	5.30 p.m. on 2 January, 2014	6 January, 2014/ Special	Mr. Nesar Ahmed, Practicing Company Secretary
3	Appointment of Mr. Mayank Ashar as Managing Director & Chief Executive Officer for a period of five years upto 16 November, 2019.	21 October, 2014	5.30 p.m. on 8 December, 2014	11 December, 2014/ Ordinary	Mr. Sanjay Grover, Practicing Company Secretary

12.1 VOTING PATTERN- ORDINARY RESOLUTION DATED 11 DECEMBER, 2014

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,122,713,999	1,122,713,999	100.00	1,122,713,999	-	100.00	-
Public - Institutional holders	495,215,172	389,325,927	78.62	388,912,191	413,736	99.89	0.11
Public-Others	256,885,289	187,623,211	73.04	187,587,904	35,307	99.98	0.02
Total	1,874,814,460	1,699,663,137	90.66	1,699,214,094	449,043	99.97	0.03

Additional Shareholder Information

ANNUAL GENERAL MEETING

Date: 21 July, 2015

Time: 10.30 a.m.

Venue: Rangsharda Auditorium,
K C Marg, Bandra Reclamation,
Bandra West, Mumbai-400 050

E-voting facility would be provided in terms of Companies Act, 2013, and rules made thereunder and listing agreement. Ballot forms would also be provided to the shareholders to send their assent or dissent in writing if they do not have access to e-voting facility. Members are requested to refer to the AGM notice for the voting instructions.

Financial Year- 1 April to 31 March

Financial Calendar

For the year ended 31 March, 2015, results were announced on:

- 23 July, 2014: First quarter
- 21 October, 2014: Second quarter
- 22 January, 2015 : Third quarter
- 23 April, 2015: Fourth (last) quarter and the financial year's results

For the year ending 31 March, 2016, results will be announced by:

- Last week of July 2015: First quarter
- Last week of October 2015: Second quarter and half yearly results

- Last week of January 2016: Third quarter
- Last week of April, 2016: Fourth quarter and full financial year's results.

Interim Dividend

The Board of Directors of the Company declared an interim dividend of INR 5 per equity share of face value of INR 10 per share on 17 September, 2014. The record date for the purpose of payment of interim dividend was 23 September, 2014 and the interim dividend was paid to the shareholders on 26 September, 2014.

Final Dividend

The Board of Directors of the Company has recommended a final dividend of INR 4 per equity share of face value of INR 10 per share. The dividend recommended by the Directors for the year ended 31 March, 2015, if declared at the ensuing annual general meeting, will be paid by Friday, 7 August, 2015 to those members, whose names appear in the register of members/ depository records as on the closing hours of business on 9 July, 2015.

Unclaimed Dividend

As per the provisions of the Companies Act, any amount that remains unclaimed for a period of seven years is transferred to the Investor Education and Protection

Fund (IEPF). In accordance with the said provisions, the dividends already declared and paid by the Company, if remaining unclaimed and unpaid for a period of seven years, will be transferred to IEPF, as per the details mentioned in Table 13.

The shareholders are requested to write to the registrar and share transfer agent/ Company to claim the unpaid dividend of previous years due to them and complete necessary formalities.

Book Closure

The register of members and the share transfer books of the Company will remain closed from Friday, 10 July, 2015 to Tuesday, 21 July, 2015 (both days inclusive).

National ECS (NECS) Facility

NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions. NECS mandate will help to avoid the loss of warrant in transit or non-receipt of dividend warrant. In this regard, shareholders holding shares in electronic form are requested to furnish the 10-digit bank account number allotted to them by their bank (after implementation of CBS), along with photocopy of a

13. UNCLAIMED DIVIDEND

S.No.	Financial Year	Type of Dividend	Dividend/equity share (INR)	Date of declaration	Due Date of Transfer
1	2012-13	Interim	5.00	31 October, 2012	7 December, 2019
2	2012-13	Final	6.50	24 July, 2013	24 August, 2020
3	2013-14	Interim	6.00	22 October, 2013	28 November, 2020
4	2013-14	Final	6.50	23 July, 2014	28 August, 2021
5	2014-15	Interim	5.00	17 September, 2014	18 October, 2021

cheque pertaining to the concerned account, to their Depository Participant (DP) or send these details to the Company/registrar, if the shares are held in physical form to avail NECS facility for receiving dividend. If your bank particulars have changed for any reason, please arrange to register the NECS with the revised bank particulars.

Listing

The equity shares of the Company

are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The annual listing fee for the financial year 2015-16 has been paid to BSE and NSE. The stock codes are given in Table 14.

Compliance of Share Transfer formalities and Reconciliation of Share Capital

Pursuant to clause 47 (c) of the listing agreement with the stock exchanges, certificate on half yearly

basis, was issued by the Company Secretary in practice confirming due compliance of share transfer formalities by the Company.

Audits were also carried out by the practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL reports of which were submitted with the stock exchanges. The audit confirms that the total issued / paid up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

Market Price Data

The market price data is provided in Chart A and Table 15.

14. STOCK EXCHANGE CODES

Name of the Stock Exchange	ISIN	Stock Code	Website
The National Stock Exchange of India Limited	INE910H01017	CAIRN	www.nseindia.com
BSE Limited		532792	www.bseindia.com

Chart A: Share Performance vs. Nifty & Sensex



Note: Share prices, Nifty and Sensex indexed to 100 as on the first working day of the financial year 2014-15 i.e. 1 April, 2014.

15. HIGH AND LOW PRICE AND VOLUME OF COMPANY'S SHARES TRADED ON BSE AND NSE DURING THE FINANCIAL YEAR ENDED 31 MARCH, 2015

Months	BSE			NSE		
	High Price (INR)	Low Price (INR)	No. of Shares traded	High Price (INR)	Low Price (INR)	No. of Shares traded
Apr-14	371.65	330.60	3,902,977	372.60	331.75	62,790,612
May-14	367.30	329.00	4,879,960	367.70	328.75	62,324,829
Jun-14	385.00	338.95	6,391,344	386.00	338.30	46,882,482
Jul-14	368.90	304.25	6,198,259	369.40	304.10	65,899,215
Aug-14	330.85	308.55	2,376,028	330.90	308.55	34,985,081
Sep-14	344.15	303.00	2,774,489	344.40	302.15	37,674,751
Oct-14	313.40	272.65	3,494,764	313.45	272.65	46,703,806
Nov-14	291.80	258.30	4,428,022	291.70	258.65	48,310,495
Dec-14	266.00	228.40	4,740,547	266.40	228.05	60,455,105
Jan-15	249.10	228.70	7,916,075	250.00	228.55	51,013,311
Feb-15	262.50	234.00	3,757,819	262.50	233.50	49,714,892
Mar-15	259.80	209.30	4,859,820	260.00	209.00	47,834,053

Distribution of Shareholding

Tables 16 and 17 list the distribution of the shareholding and shareholding pattern of the Company by size and by ownership class as on 31 March, 2015.

Dematerialisation of Shares

Cairn India's shares are compulsorily traded in dematerialised form under ISIN INE910H01017 and are available to be kept in dematerialised form on both the depositories of India-National Securities Depository

Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31 March, 2015, over 99.99% shares of the Company were held in dematerialised form.

16. DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH, 2015

Number of Shares	No. of Shareholders	% of Shareholders	Number of Shares	% of Shares
Up to 500	239,786	91.91	26,735,666	1.43
501-1000	13,967	5.35	9,426,067	0.50
1001-2000	3,695	1.42	5,361,462	0.29
2001-3000	1,103	0.42	2,815,135	0.15
3001-4000	492	0.19	1,759,399	0.09
4001-5000	338	0.13	1,584,374	0.08
5001-10000	586	0.23	4,279,126	0.23
10001 and above	914	0.35	1,822,891,523	97.23
Total	260,881	100.00	1,874,852,752	100.00

17. SHAREHOLDING PATTERN AS ON 31 MARCH, 2015

		No. of Equity Shares of face Value INR 10/- each	Shares held %
A	PROMOTERS HOLDING		
1	Indian Promoters	383,840,413	20.47
2	Foreign Promoters	738,873,586	39.41
3	Persons acting in concert	Nil	Nil
B	NON-PROMOTER HOLDINGS		
a)	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	175,077,165	9.34
b)	Foreign Institutional/Foreign Portfolio Investors	298,528,649	15.92
c)	Public	53,165,721	2.84
d)	Qualified Foreign Investors	Nil	Nil
e)	Mutual Funds	19,001,116	1.01
f)	NRI (Repatriable)/Foreign National	1,832,710	0.10
g)	NRI (Non-Repatriable)	429,896	0.02
h)	Bodies Corporate	17,560,422	0.94
i)	Foreign Bodies Corporate	184,125,764	9.82
j)	Clearing Member	1,245,095	0.07
k)	Directors/relatives	Nil	Nil
l)	Trusts	1,172,215	0.06
	Grand Total	1,874,852,752	100.00

Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion dates and likely impact on equity

There are no outstanding GDRs / ADRs / warrants or any convertible instruments issued by the Company.

However, the Company has outstanding employee stock options, the details of which as on 31 March, 2015 are given in Table 18.

As per respective ESOP schemes, if all the outstanding stock options granted, get vested and exercised,

the number of equity shares will increase by 16,588,070.

Share Suspense Account

As per clause 5A of the listing agreement, the status of the equity shares lying in the suspense account

18. OUTSTANDING ESOPs

ESOP Scheme	No. of Outstanding options	Last date for exercise	Exercise Price per option (INR)
CIESOP	91,186	31 December, 2016	160
	187,724	19 September, 2017	166.95
	633,696	28 July, 2018	227
	1,674,111	28 July, 2019	240.05
	1,753,833	26 July, 2020	331.25
	3,084,567	25 July, 2021	327.75
	2,963,313	22 July, 2022	326.85
CIPOP	456,812	22 October, 2015	10
	2,574,019	22 October, 2016	10
	3,168,809	21 October, 2017	10
Total	16,588,070		

19. STATUS OF EQUITY SHARES LYING IN THE UNCLAIMED SECURITIES SUSPENSE ACCOUNT OF CAIRN INDIA LIMITED

S. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying on 1 April, 2014	47	7,945
2	No. of shareholders who approached for transfer of shares from suspense account during the 12 months year ended 31 March, 2015	2	280
3	No. of Shareholders to whom shares were transferred from suspense account during the 12 months year ended 31 March, 2015	1	35
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying on 31 March, 2015*	46	7,910

*There are no physical shares lying in the unclaimed suspense account.

is given in Table 19. As a part of good governance, the Company has sent various reminders to the shareholders to claim shares lying in suspense account. The voting & beneficial rights on these shares are frozen till the rightful owner of such shares claims the shares.

Debt Securities

As on 31 March, 2015, there are no

outstanding debt securities of the Company.

Share Transfer System

Link Intime India Private Limited is the registrar and transfer agent of the Company. All share transfers and related operations are conducted by Link Intime, which is registered with SEBI. The Company has a Stakeholders' Relationship

Committee for redressing the complaints/ queries of shareholders and investors.

Address for Investor Correspondence

Either of the following:

Link Intime India Private Limited
(Unit: Cairn India Limited)
C-13, Pannalal Silk Mills Compound



L.B.S Marg, Bhandup (West)
Mumbai 400 078, India.
e-mail: rnt.helpdesk@linkintime.co.in
Tel +91 22 25946970
Fax +91 22 25946969

Or

**Director -Assurance &
Communication and Company
Secretary**

Cairn India Limited
DLF Atria, Jacaranda Marg
DLF City Phase II, Gurgaon - 122 002
e-mail: investor.complaints@cairnindia.com
Tel +91 124 4593000, +91 124 4141360
Fax +91 124 4145612

Investor Relations

The Company has a dedicated Investor Relations department which helps foreign and domestic institutional investors in taking

informed decisions. This team maintains close liaison with capital market participants including brokers, investment bankers, research analysts, portfolio managers and updates them about the Company strategy, business operations and financial performance. Information is shared through emails, periodic meetings, video and audio calls, roadshows, site visits, analyst days and participation in events such as investor and industry conferences.

Investors and analysts also get updated information on the "Investors" section of the Company's website viz. www.cairnindia.com. It provides the latest information on investor-related events, presentations, transcripts of quarterly calls by the leadership team, financial statements, annual reports and shareholding pattern thus helping existing and potential investors. Contact details

of Investor Relations department are separately given to enable institutional investors to directly reach out to the team.

Operational Locations

The Company's producing oil and gas fields are located at:

Barmer (Rajasthan)
Ravva (Andhra Pradesh)
Cambay Basin (Gujarat)

Registered office of the Company was changed to the following address during the last financial year:

Cairn India Limited
101, First Floor, C Wing,
Business Square, Andheri Kurla Road,
Andheri (E), Mumbai - 400 059
Tel +91 22 40902613
Fax +91 22 40902633



Panoramic view of Mangala Processing Terminal, Barmer, Rajasthan



CORPORATE GOVERNANCE

Certificate of the Managing Director & Chief Executive Officer and Chief Financial Officer

The Board of Directors
Cairn India Limited
101, First Floor, C Wing,
Business Square, Andheri Kurla Road,
Andheri (E), Mumbai - 400 059

Dear Sirs,

We, Mayank Ashar, Managing Director & Chief Executive Officer, and Sudhir Mathur, Chief Financial Officer, of Cairn India Limited hereby certify to the Board that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31 March, 2015 and that to the best of our knowledge and belief:
 - i. These statements or figures do not contain any materially untrue statement or omit any material fact or figure or contain statements or figures that might be misleading;
 - ii. These statements or figures together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by Cairn India Limited during the year which are fraudulent, illegal or violative of the Company's Code of Business Ethics.
- c. We are responsible for establishing and maintaining internal controls for financial reporting in Cairn India Limited, and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- e. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).

We further declare that all Board members and senior management have affirmed compliance with the Company's Code of Business Ethics for the financial year ended 31 March, 2015.

Mayank Ashar
Managing Director & Chief Executive Officer

Sudhir Mathur
Chief Financial Officer

Date: 23 April, 2015
Place: Gurgaon

CORPORATE GOVERNANCE

Auditors' Certificate

To
The Members of
Cairn India Limited

We have examined the compliance of conditions of corporate governance by Cairn India Limited ('the Company') for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants
ICAI Firm Registration Number: 301003E

Per Raman Sobti

Partner
Membership Number: 89218

Place of Signature: Gurgaon
Date: 23 April 2015