

CORPORATE GOVERNANCE

BOARD'S REPORT

The Members,

Your Directors are pleased to present the tenth annual report on the business and operations of your Company along with the audited financial statement for the financial year ended 31 March, 2016.

COMPANY'S PERFORMANCE

During the year under review, Cairn India delivered total revenue of ₹ 10,634 crore (including other income). This was lower on account of significant decline in crude oil prices, with gross operated production at 74.6 million barrels of oil equivalent for the fiscal. Together with its JV partners, Cairn contributed about 27% to the domestic crude production target of Government for financial year 2015-16, 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 program at Mangala. Cairn continues

to be one of the low cost producers in the world resulting in EBITDA margin of 41% and strong cash flow from operations of ₹ 4,134 crore for the year.

Since resumption of exploration in March 2013, Cairn India has established 1.7 billion boe of hydrocarbon in place by delivering a rapid exploration and appraisal drilling program.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with provisions of Section 129 (3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company

has prepared Consolidated Financial Statements as per the Accounting Standards on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements along with the Auditors' Report thereon forms part of this Annual Report. Further, a statement containing salient features of the financial statements of the subsidiary companies is disclosed separately and forms part of this Annual Report.

FINAL DIVIDEND

Your Directors are pleased to recommend a dividend amounting to ₹ 3 per equity share of face value of ₹ 10 each for the year ended 31

FINANCIAL HIGHLIGHTS					(in ₹ crore)	
Particulars	Standalone		Consolidated*			
	For the financial year ended		For the financial year ended			
	31 March, 2016	31 March, 2015	31 March, 2016	31 March, 2015		
Total income	5,653	8,855	10,634	16,455		
Total Expenditure	4,479	5,005	8,395	8,713		
Profit before tax and exceptional items	1,174	3,850	2,239	7,742		
Exceptional item	281	2,256	11,674	2,633		
Profit before tax	893	1,594	(9,435)	5,109		
Taxes	40	274	(3)	629		
Profit/ (loss) for the year	854	1,320	(9,432)	4,480		

* Cairn India Limited with its subsidiaries

March, 2016, subject to approval of shareholders at the forthcoming annual general meeting of the Company.

The final dividend, if approved by the shareholders at the ensuing annual general meeting, shall be paid to those members/beneficial owners whose names appear on the register of members/depository records as at the closing hours of business on Monday, 11 July, 2016.

TRANSFER TO RESERVES

During the year, your Company has transferred ₹ 14.9 crore (net of tax) to general reserve on account of expiring unexercised stock options.

MERGER/ SCHEME OF ARRANGEMENT

During the year under review, the Board of Directors of the Company at its meeting held on 14 June, 2015, has approved a Scheme of Arrangement in terms of Sections 391-394 read with Sections 100-103 of Companies Act, 1956 and Section 52 of Companies Act, 2013 involving merger of Cairn India Limited with Vedanta Limited. The said scheme is conditional upon approval of the respective shareholders & creditors, concerned Hon'ble High Courts and other regulatory and statutory approvals as applicable.

BOARD OF DIRECTORS, ITS COMMITTEES AND MEETINGS THEREOF

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. The Board is also supported by five Committees viz. Audit Committee, Nomination & Remuneration Committee, CSR Committee, Stakeholders' Relationship Committee and Risk Management Committee of Directors.

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. Separate meeting of independent Directors is also held at least once in a year to review the performance of non-independent Directors, the Board as a whole and the Chairman.

The annual calendar of meetings of the Board/Committees is usually finalised 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/ Committees also approve resolutions by way of circulation between two successive meetings.

During the year ended 31 March, 2016, the Board of Directors met five times viz. on 23 April, 2015, 14 June, 2015, 21 July, 2015, 21 October, 2015 and 22 January, 2016. The maximum gap between any two meetings was not more than one hundred and twenty days.

A detailed update on the Board & its Committees, composition thereof, number of meetings held during financial year 2015-16 and attendance of the Directors at such meeting is provided in the Report on Corporate Governance.

APPOINTMENT AND DECLARATION OF INDEPENDENT DIRECTORS

The Board of the Company comprises eight Directors, out of which four Directors are independent.

All independent Directors of the Company have declared and confirmed that they meet with the criteria of independence, as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year under review, no new independent Director was appointed on the Board by the Company.

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

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Mayank Ashar - Managing Director & Chief Executive Officer, Mr. Sudhir Mathur - Chief Financial Officer, Ms. Neerja Sharma - Director Assurance & Communication and Company Secretary are the KMPs of the Company.

In accordance with Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Ms. Priya Agarwal (DIN 05162177), shall retire by rotation as Director at the ensuing annual general meeting and being eligible, offers herself for re-appointment. A brief profile of Ms. Agarwal has been provided in the Report on Corporate Governance and in the notice of the annual general meeting.

During the year under review, there was no change in the position of



Demonstrating best HSE practices during operations



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, 2016, 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

The Company has in place a CSR policy which lays down its philosophy and approach towards CSR commitment. 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

Directors/ KMPs of the Company.

AUDIT COMMITTEE

The Company has a duly constituted Audit Committee in line with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on 31 March, 2016, 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. Except for 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.

Detailed information pertaining to Audit Committee has been provided in the Report on Corporate Governance.

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

- skill development;
- Income enhancement through farm based and other livelihood opportunities;
- Promoting education and sports; and
- Ensuring sustainable environment.

The annual report on CSR containing particulars specified in Companies (CSR Policy) Rules, 2014 including an update on the CSR initiatives taken by the Company during the year is given in Annexure I and is also provided 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 endeavors to have an appropriate 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.

The selections and appointments on the Board of the Company are done on the recommendation of the Nomination & Remuneration Committee. The appointments are based on meritocracy and the candidates are considered against objective criteria, having due regard to the benefits of diversity on the Board.

In considering potential candidates for appointment to the Board, the Nomination & Remuneration Committee, amongst others, considers the parameters of highest level of personal and professional

ethics, standing, integrity, values and character, report on credentials of the candidates for the executive positions, appreciation of the Company's vision, mission, values and loyalty to the interests of the Company and its stakeholders, prominence in business, institutions or professions, financial literacy and such other competencies and skills as may be considered necessary.

While evaluating the candidature of an independent Director, in addition to above, the Committee abide by the criteria for determining independence as stipulated under Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

The Company's remuneration policy for Directors, KMPs and other employees represents the overarching approach of the Company and is directed towards rewarding performance based on review of achievements periodically.

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, it's Committees, the Chairman and the individual Directors was carried out for the year 2015-16. Led by the Nomination & Remuneration Committee, the evaluation was done using individual questionnaires covering amongst others composition

of Board, conduct as per company values & beliefs, contribution towards development of the strategy & business plan, risk management, receipt of regular inputs and information, codes & policies for strengthening governance, functioning, performance & structure of Board Committees, skill set, knowledge & expertise of Directors, preparation & contribution at Board meetings, 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.

EMPLOYEE STOCK OPTION SCHEMES

Your Company has in place share incentive schemes viz. Cairn India Performance Option Plan (CIPOP) and Cairn India Employee Stock Option Plan (CIESOP) pursuant to which selected employees and executive Directors of the Company and its subsidiaries may be granted stock options. The said schemes are in compliance with applicable Regulations.

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. No stock options were however granted to the employees of the Company and its subsidiaries under CIPOP & CIESOP schemes during the financial year 2015-16.

The details of stock options granted by the Company in previous

years are set out in Annexure IV to this Report in compliance with Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014. Necessary disclosure is also available on the Company's website viz. <https://www.cairnindia.com/investors>

CHANGES IN CAPITAL STRUCTURE

During the financial year under review, 9,729 equity shares of ₹ 10 each were allotted on exercise of employee stock options by the employees of the Company. Consequently, the issued and paid up capital of the Company as on 31 March, 2016 was ₹ 18,748,624,810 divided into 1,874,862,481 equity shares of ₹ 10 each.

The Company has not issued any equity shares with differential rights, sweat equity shares or bonus shares. The Company has only one class of equity shares with face value of ₹ 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Risk Management Policy approved by the Board acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organisation.

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 minimisation procedures, which are periodically reviewed by the Board. The Company's Business Risk Management Framework helps in 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.

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 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 along with natural decline in the producing fields could lead to decline in company's overall production in future, 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 and gas are volatile and such volatility could 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. A tax demand of approximately ₹ 20,495 crore (comprising tax of approximately ₹ 10,248 crore and interest of approximately ₹ 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 and financial condition of the Company.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

As per the provisions of Section 134(5)(e) of the Companies Act, 2013, the Directors have an overall responsibility for ensuring that the Company has implemented robust systems/ framework of internal financial controls to provide them with reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks. To enable the Directors to meet these responsibilities, the Board has devised systems/ frameworks which are operating within the Company. In line with best practice, the Board regularly reviews the internal control system to ensure that it remains effective and fit for purpose. Where weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls and these

are in turn reviewed at regular intervals.

The systems/ frameworks include proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, internal audit framework, ethics framework, risk management framework and adequate segregation of duties to ensure an acceptable level of risk. Your Company has a documented Standard Operating Procedures (SOPs) for procurement, project/ expansion management capex, human resources, sales and marketing, finance, treasury, compliance and (HSE) Health, Safety and Environment.

Your Company's management has established and maintained internal financial controls based on the internal control over financial reporting criteria established in the integrated framework issued by the Committee of Sponsoring Organisations of the Treadway Commission (2013 Framework) (the COSO criteria), which considers the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Based on information provided, nothing has come to the attention of Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in our internal financial controls during the year that have materially affected, or are reasonably likely to materially affect, our internal financial controls.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Further, in the design and evaluation of our disclosure controls and procedures, our management was necessarily required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

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 detailed business planning framework to define targets and metrics for its operations and an extensive review mechanism enabled performance monitoring for ensuring strategic corrective actions for achievement of business targets. The Audit Committee reviews adherence to internal control



World's largest centralised polymer mixing facility in Barmer, Rajasthan

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 policy enables reporting of any such complaint and is supported by an independent review process managed by the Ethics Committee.

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 authorised 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. All reported complaints are reviewed and investigated by the Ethics Committee, and periodically reported to the Audit Committee. Further, during the year, no individual was denied access to the Audit Committee for reporting concerns, if any.

Details of the vigil mechanism 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, Cairn Exploration (No. 6) Limited was dissolved effective 5 January, 2016. Subsequent to close of financial year Cairn Exploration (No. 7) Limited was dissolved effective 19 April, 2016.

The Company now has 12 subsidiaries including indirect subsidiaries. All these companies are incorporated outside India and 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 shareholding in various subsidiary companies and other investments. During the year ended 31 March, 2016, the company made a profit of ₹ 2,419.58 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, 2016, the company made a profit of ₹ 26.29 crore. Average gross production from the Rajasthan block for the year ended 31 March, 2016 was 169,609 boepd and the company's working interest production was 59,363 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. During the year ended 31 March, 2016, the company made a profit of ₹ 0.62 crore. The management intends to liquidate the company in near future and the liquidation process has been initiated.
- **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 2015-16. During the year ended 31 March, 2016, the company made a profit of ₹ 0.18 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 2015-16. During the year ended 31 March, 2016, the company incurred a loss of ₹ 0.05 crore. The company has been dissolved effective 19 April, 2016.
- **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 2015-16. During the year ended 31 March 2016, the company made a profit of ₹ 0.11 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 2015-16. During the year ended 31 March 2016, the company incurred a loss of ₹ 0.10 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, 2016, the company incurred a loss of ₹ 0.31 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 2015. The operating profit/loss after income tax expense of the company is nil.

■ **Cairn South Africa Proprietary Limited:**

The company holds a 60% participating interest in the exploration right in Block-1, Orange Basin offshore South Africa. The work programme commitments for the first phase have been completed. Detailed interpretation of the 3D and 2D seismic data for outboard and inboard areas was carried out. Petroleum Agency SA (PASA) has granted interim hiatus to the 2nd phase renewal pending clarification on fiscal stability. During the year ended 31 March 2016, the company incurred a loss of ₹ 21.44 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 2016, the company incurred a loss of ₹ 264.42 crore which was mainly on account of impairment of its investment in its subsidiary company, CIG Mauritius Private Limited.

■ **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 2015-16, apart from its investment in subsidiary company. During the year ended 31 March 2016, the company incurred a loss of

₹ 264.39 crore which was mainly on account of impairment of its loan given to its subsidiary company, Cairn Lanka Private Limited.

■ **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 held a 100% participating interest in the exploration area of block SL-2007-01-001 in Sri Lanka. During the year ended 31 March, 2016, the company incurred a loss of ₹ 14.16 crore. On 15 October 2015, at the expiry of second phase of extension of the company has relinquished the said block.

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.

A detailed report on corporate governance forms an integral part of Annual Report and is set out as separate section therein. 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Report on Corporate Governance.

RELATED PARTY TRANSACTIONS

The Company has adequate procedures for purpose of identification and monitoring of related party transactions. All

transactions entered into with related parties during the financial year were on arm's length basis. All related party transactions are periodically placed before the Audit Committee and the Board for review and approval, as appropriate. For details on related party transactions, members may refer to the notes to the standalone financial statement.

The Company's policy for related party transactions regulates the transactions between the Company and its related parties. The said policy is available on the Company's website viz. www.cairnindia.com

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, M/s Sanjay Grover & Associates, a firm of company secretaries in practice, was appointed to conduct the Secretarial Audit of the Company for the financial year 2015-16.

The Secretarial Audit Report is annexed to this report as Annexure VI. The 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 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 22 April, 2016 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 2016-17 at a fee of ₹ 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, as informed in the previous report, the Company had 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 ₹ 20,495 crore (comprising tax of

approximately ₹ 10,248 crore and interest of approximately ₹ 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. Further, the Company has also filed an appeal before Commissioner Appeals. 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.

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, 2016 and of the profit of the Company for the year ended 31 March, 2016;

- 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 2015-16

Directors	Nature of Directorship	Ratio
Mr. Navin Agarwal	Chairman & Non-executive Director	0.2:1
Mr. Tarun Jain	Non-executive Director	0.4:1
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	74:1

- 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 comprises of sitting fees at the rate of ₹ 50,000 for each Board/ Committee meetings attended by them along-with profit linked commission payable annually. During the year 2015-16, there was no change in the said remuneration.

Further, there is no change in the remuneration paid to Mr. Mayank Ashar, Managing Director & Chief Executive Officer other than the performance bonus of ₹ 2.41 crore paid during the year 2015-16.

The percentage increase in the remuneration of Mr. Sudhir Mathur, Chief Financial Officer is 6.7%. The remuneration of Ms. Neerja Sharma, Director Assurance & Communication and Company Secretary increased by 21.8% due to change in bonus entitlement as per Company policy.

- iii) the percentage increase in the median remuneration of employees in the financial year: 10.4%
- iv) the number of permanent employees on the rolls of Company: 1,490 (One thousand four hundred and ninety), as on 31 March, 2016.
- v) the explanation on the relationship between average increase in remuneration and Company performance:

The average increase in remuneration of the employees was 10.4%. The 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 production was 74.6 million barrels of oil equivalent. Together with its JV partners, Cairn contributed about 27% to the domestic crude production target of Government for financial year 2015-16 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 41% and strong cash flow from operations of ₹ 4,134 crore for the year. The remuneration of Key Managerial Personnel (KMP) 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 12.1% 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 ₹ 160 per equity share. The market quotations/price of the shares of the Company as at 31 March, 2016 on NSE compared to the IPO price was lower by 3.8%.

Particulars	As at 31 March, 2016	As at 31 March, 2015	Variation (%)
Closing Share Price on NSE (₹)	153.85	213.85	(28.1)
Market Capitalisation (₹ crore)	28,845*	40,094*	(28.1)
P/E Ratio** (Consolidated)	13.45	6.14	119

*Total number of shares as on 31 March, 2016 and 31 March, 2015 are 1,874,862,481 and 1,874,852,752 respectively.
** P/E ratio is calculated using basic earnings per share excluding 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 10.4%. There is no change in the remuneration paid to Mr. Mayank Ashar, Managing Director & Chief Executive Officer other than the performance bonus of ₹ 2.41 crore paid during the year.

- 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, Chief Financial Officer and Ms. Neerja Sharma, Director - Assurance & Communication and Company Secretary is 6.7% and 21.8% respectively. The comparison of the remuneration against the performance of the Company is detailed in clause (vi) above. Further, there is no change in the remuneration paid to Mr. Mayank Ashar, Managing Director & Chief Executive Officer other than the performance bonus of ₹ 2.41 crore paid during the year 2015-16.

- 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 or cash options/award. 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 2015-16 forms part of the annual report.

KEY AWARDS AND RECOGNITIONS

Cairn India has been winning accolades for its unique innovations and contributions to the stakeholders & society. Such recognitions are a testimony to the growth, emphasis on being a safe operator and commitment towards delivering value to our people, investors and stakeholders.

During the year, your Company received the following awards:

- Golden Peacock Award for Risk Management 2015
- CII-ITC Sustainability Award 2015 for Excellence in CSR
- Best Anganwadi Center Award for three Anganwadi Centers at S' Yanam
- Gold (first prize) in the large scale category at the 5th FICCI Safety Systems Excellence Awards for Manufacturing in respect of Mangala field. Further, Bhagyam, Aishwariya and Pipeline Operations, have won the certificate of appreciation for good practices at the said awards of FICCI
- EHS excellence award by CII, Southern Region, 2014 for Ravva location
- Director General of Mines & Safety award for longest incident free period category in respect of Ravva location
- Oil Industry Safety Award for best gas processing plant category in respect of Ravva location
- Award for best minor port -2015 by Government of Andhra Pradesh
- Highest Tax payer award from Central Excise Department, Jaipur in respect of Rajasthan block for payment of Cess and National Calamity and Contingency Duty

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, 2016, the ICC received four complaints pertaining to sexual harassment. Detailed investigations were carried out and appropriate action was taken by the ICC.

RELEVANT EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, relevant extract of annual return for the financial year 2015-16 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 2015-16 and till the date of this report.

APPRECIATION

Your Directors wish to place on record their sincere appreciation to employees at all levels for their hard work, dedication and commitment towards Company's operations and performance. Your Directors also 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: 22 April, 2016



Commitment to empower local communities in our areas of operations



CORPORATE GOVERNANCE

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://cairnindia.com/sites/default/files/CSR_policy and attached herein as Annexure II</p>
2	Composition of the CSR Committee	<p>Mr. Naresh Chandra (Chairman) - Independent Director Mr. Aman Mehta - Independent Director Mr. Tarun Jain - Non-executive Director</p>
3	Average net Profit for last 3 financial years	₹ 5360.30 crore
4	Prescribed CSR expenditure (two percent of the amount as in item 3 above)	₹ 107.21 crore
5	Details of CSR spent during the financial year	
A	Total amount to be spent for the financial year	₹ 107.21 crore
B	Amount unspent, if any	₹ 55.71 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.</p> <p>Beside the various ongoing CSR activities, during the year the Company has also commenced two large scale initiatives viz. establishment of anganwadis and setting up of water purification plants at various locations in the country.</p> <p>Since the CSR activities of the Company are scalable which coupled with additional 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 ₹ 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	3.18
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, Suvali, East Godavari	3.80
iii	Support to Government Health Facilities	Health {Schedule VII (i)}	Barmer, Rajasthan, Ravva	Barmer and adjoining areas	1.50
iv	Women and child development – Anganwadi project	Health {Schedule VII (i)}	Barmer, Rajasthan, UP, MP		7.50
2 Sustainable livelihood (farm based)					
i	Sustainable livelihoods through farm based initiatives	Livelihoods enhancement {Schedule VII (ii)}	Rajasthan, Gujarat, Ravva	Barmer, Sanchore (Jalore), Banaskantha, Patan, Ahmedabad, Surendranagar, Rajkot, Jamnagar, Ravva	4.72
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)	5.30
ii	Sustainable livelihoods through advanced vocational training to youth at Cairn Centre of Excellence, Jodhpur	Employment enhancing Vocational skills {Schedule VII (ii)}	Rajasthan	Jodhpur	
iii	Skills Training	Employment enhancing Vocational skills {Schedule VII (ii)}	Andhra Pradesh	East Godavari	0.23
4 Education					
i	Provision of Coaching & Scholarships for students in Barmer (Academic, Sports , Arts & Culture)	Promoting education {Schedule VII (ii)}	Rajasthan	Barmer	1.00
ii	Support to Educational Institutions	Promoting education {Schedule VII (ii)}	Rajasthan	Kota	0

	Amount spent on the project or programs (in ₹ crore)		Cumulative expenditure upto the reporting period (in ₹ crore)	Amount spent: direct or through implementing agency	Project Synopsis
	Direct	Overheads			
	2.47	-	2.47	Direct	Mobile Health Vans (MHVs) are aimed to provide basic medical services at the door step of the community. Involves use of 10 mobile health vans (districts of Rajasthan & Gujarat), including some 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.
	1.03	-	1.03	Direct	Mother and child healthcare projects in Rajasthan, Andhra Pradesh focus to improve the healthcare services through capacity building, awareness generation among healthcare professionals. ~700,000 community members touched so far.
	1.30	-	1.30	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.
	4.98	-	4.98	Direct	For women and child welfare 50 Anganwadis are being established in Barmer.
	3.20	-	3.20	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. In north Barmer "Pilot Project on Cumin Cluster Development" was initiated linking cumin farmer directly to procurement agency; NABARD supported Watershed planning and community shramdan work started to establish Community Naadi as part of the natural resource management project along with two bio-gas plants. 18 hectares of grazing land has been developed; and ~10 lakh cubic meters of water being harvested over the year. ~280 water harvesting structures "Khadins" were constructed. 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 9,500 litres/day.
	4.86	-	4.86	Direct	Training of local youth through various job oriented courses is being carried out through Cairn Enterprise Centre, Barmer and several satellite centres in Barmer and Sanchore etc. 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 1,470 youths have been trained, out of which more than 1,350 have been placed. In addition to above, several women have been trained through two tailoring units in Barmer and one unit in Rajkot.
	0.51	-	0.51	Direct	Cairn Centre of Excellence (CCOE), an advanced training center, at Jodhpur, Rajasthan began its operations. 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. Over 300 students trained; placed in good companies.
	0.13	-	0.13	Direct	Training imparted through three Cairn Nasscom knowledge centers. ~160 persons trained during the year out of whom ~114 have been placed with different companies.
	0.26	-	0.26	Direct	Scholarships were given to economically marginalized meritorious students of class X and XII.
	3.20	-	3.20	Direct	Providing infrastructure support for establishing IIIT at Kota, Rajasthan.

16. 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 ₹ crore)
			Area	Name of District	
iii	Mobile Science Vans & Digital education	Promoting education {Schedule VII (ii)}	Gujarat	Mobile Science Vans - Ahmedabad, Dwarka Digital education - Banaskantha, Patan, Ahmedabad, Surendranagar, Rajkot, Jamnagar	0.29
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	14.95
Sanitation					
i	Promoting Open Defecation through Household sanitation	Preventive Health {Schedule VII (i)}	Rajasthan	Barmer	3.50
ii	Promoting using of toilets at school through improved sanitation facilities in schools	Preventive Health {Schedule VII (i)}	Rajasthan	Barmer, Jalore (Sanchore, Chitalwana)	
6 Renewable energy					
i	Electrifying villages through solar electricity	Environmental Sustainability-Renewable Energy {Schedule VII (iv)}	Rajasthan	Barmer	2.50
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	1.53
8 Infrastructure support to education					
i	Provision of need based infrastructure support to rural government schools	Promoting education {Schedule VII (ii)}	Rajasthan	Barmer	0
9 Overheads					
i	Salaries, travel, training, professional fees, etc	-	-	-	
Total					50.00

*This indicates the budget of the project for the financial year 2015-16.

	Amount spent on the project or programs (in ₹ crore)		Cumulative expenditure upto the reporting period (in ₹ crore)	Amount spent: direct or through implementing agency	Project Synopsis
	Direct	Overheads			
	0.32	-	0.32	Direct	In order to provide practical learning to students, the Company introduced mobile science vans and digital learning in ~50 rural government schools of Gujarat. The mobile science vans visit schools demonstrating scientific experiments thereby practically teaching science to students.
	20.19	-	20.19	Direct	In partnership with Gram Panchayats, the Company is providing safe drinking water through community run RO plants. 34 such RO facilities in Rajasthan, 10 in Gujarat and 14 in Andhra Pradesh provided clean drinking water to the community members. The Company has plans to establish ~330 safe drinking water units in Barmer, reaching over 800 villages. Distribution through transportation Vehicles to enhance reach and accessibility.
	1.75	-	1.75	Direct	Constructed ~4,000 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.
	1.39	-	1.39	Direct	Under Swachh Bharat Swachh Vidyalaya campaign, the Company constructed 188 school toilets in government schools in Barmer and Jalore.
	1.39	-	1.39	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. 500 solar home systems provided to community.
	2.38	-	2.38	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.
	0.09	-	0.09	Direct	In order to improve the school infrastructure facilities, the Company provided need based infrastructure support to rural government schools.
		2.05	2.05	-	Indirect overheads on all CSR programs.
	49.45	2.05	51.50		

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

- Pro-actively 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 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 treatment plants, kiosks and distribution through 'jal raths'. The program is

being scaled up significantly and will be extended during 2016-17 to new villages on need basis

3. Woman and Child Development

Providing integrated education for children and women skill development through setting up of Anganwadis in Barmer and other areas. These will provide an integrated solution covering mother and child healthcare, skill development, other health services etc.

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 Centre of Excellence commissioned by the Company during 2015-16 in Jodhpur to provide advance vocational skill trainings on various industrial trades. The centre aims 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

Setting up Solar micro grid and providing Solar Home Systems (SHS) to members of the community with a view to improve the quality of life of those who did not hitherto have access to a power connection.

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

8. Promotion of sports including Hockey

Supporting development of sports and encouraging youth participation.

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 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

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	<ul style="list-style-type: none"> ■ Rewards contribution to the achievement of Cairn’s annual financial, strategic and operational goals ■ Re-inforces accountability for achieving annual business outcomes, in-line with the long-term strategy of the Company
	Long-term		Long-term Incentives	<ul style="list-style-type: none"> ■ Serves as a vehicle for attracting & retaining world class talent ■ Rewards are commensurate with share price performance and achievement of key performance metrics ■ Align Executives’ interest to shareholder returns and long-term performance of the company
	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 		

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 (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014

S. No.	Particulars	Cairn India Performance Option Plan (2006)	Cairn India Employee Stock Option Plan (2006)
(i)	General terms & Conditions		
a.	Date of shareholders' approval	The plan was approved by the shareholders at the Extra-ordinary General Meeting held on 17 November, 2006 and was ratified at the AGM held on 20 September, 2007. The plan was further modified in terms of the approval of the shareholders granted at the AGM held on 22 August, 2012 and thereafter in terms of approval of the shareholders obtained through postal ballot on 12 June, 2013	The plan was approved by the shareholders at the Extra-ordinary General Meeting held on 17 November, 2006 and was ratified at the AGM held on 20 September, 2007. The plan was further modified in terms of the approval of the shareholders granted at the AGM held on 22 August, 2012
b.	Total number of options approved under ESOS		88,265,718
c.	Vesting requirements	Options shall vest after a period of three years, or such other period as the Nomination & Remuneration Committee may, in its sole discretion, determine, from the date of grant of such options, subject to the satisfaction of CIPOP vesting & performance conditions	Vesting shall occur on third anniversary of the date of grant of option or on such later date as may be determined by Nomination & Remuneration Committee
d.	Exercise price or pricing formula	₹ 10 per option	Price determined by the Nomination & Remuneration Committee but not less than the fair market value of a share on the date of grant
e.	Maximum term of options granted	3 months from the date of vesting	Options shall remain in effect till the expiry of 10 years from the effective date of grant
f.	Source of shares (primary, secondary or combination)	Primary	Primary
g.	Variation in terms of options	No change was made in the schemes or terms of option during the year 2015-16	
(ii)	Method used to account for ESOS	Fair Value Method	
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	Not Applicable	

S. No.	Particulars	Cairn India Performance Option Plan (2006)	Cairn India Employee Stock Option Plan (2006)
(iv)	Option movement during the year 2015-16		
	No. of options outstanding as on 1 April, 2015	6,199,640	10,388,430
	Options granted during April 2015-March 2016	Nil	Nil
	Number of options forfeited/ lapsed during April 2015-March 2016	1, 128, 265	786,229
	Number of options vested during April 2015-March 2016	27,999	2,862,101
	Number of options exercised during April 2015-March 2016	9,729	0
	Number of shares arising as a result of exercise of options during April 2015-March 2016	9,729	0
	Money realized by exercise of options during April 2015-March 2016 (amount in ₹)	97,290	0
	Loan repaid by the Trust during the year from exercise price received		Not Applicable
	Number of options outstanding/ in force as on 31 March, 2016	5,061,646	9,602,201
	Number of options exercisable as on 31 March, 2016	18,270	9,602,201
(v)	Weighted-average exercise price of each option outstanding as on 31 March, 2016	₹ 10	₹ 302.56
	Weighted-average fair value of each option outstanding as on 31 March, 2016	₹ 284.71	₹ 163.80
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted during the year to:		
	a) Senior Managerial Person (including KMP)	None	None
	b) 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
	c) 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
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Not Applicable, as no stock option has been granted during the year.	
	(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;		
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;		
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and		
	(d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.		

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 2015-16, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ erstwhile listing agreement or which were above the threshold limits mentioned under Rule 15 of 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, 2016

[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
(CIN: L11101MH2006PLC163934)
101, First Floor, C Wing,
Business Square, Andheri Kurla Road,
Andheri (E) Mumbai-400059, Maharashtra

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) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) 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.
- f) 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, 2016 ("Audit Period") 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, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder/Companies Act, 1956 (wherever applicable)
- (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 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 (upto 14 May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective w.e.f. 15 May, 2015);
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - (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;
 - (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015 applicable w.e.f. December 1, 2015;

* No event took place under these regulations during the Audit period.

We have also examined compliance with the applicable clauses of the following-

- (i) Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective w.e.f. 1 July, 2015.
- (ii) Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited (applicable upto November 30, 2015).

During the Audit Period, 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 a portfolio of

8 blocks - one block in Rajasthan, which contains multiple assets, two on the west coast and four on the east coast of India and one in South Africa. Oil and gas is currently being produced from Rajasthan, Ravva and Cambay. 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 it.

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. No changes in the Board of Directors took place during the period under review.

Adequate notices were given to all directors of the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings 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 Board of Directors of the Company at their meeting held on June 14, 2015 approved a Scheme of Amalgamation for merger of the Company into Vedanta Limited (the transferee Company) and a company application for seeking approval of Hon'ble High Court of Judicature at Bombay has been filed.

**For Sanjay Grover & Associates
Company Secretaries**

**Sanjay Grover
Managing Partner
CP No.: 3850**

New Delhi
April 22, 2016

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. Solar Power generation: During the financial year 2015-16, in 10 different locations of Mangala well pads, the solar power generation units have been commissioned at all electrical power houses. In total, 15 well pads are having Electrical power house (rooftop solar panel) with power generation capacity around 18 KW per day each. Solar street lights are already in operation in Mangala and Bhagyam field which saves approximately 16,389 Kwh annually.
2. Installation of LED Lighting: 65 LED lamps (100W each) have been installed at Mangala Processing Terminal which has reduced the power consumption by 42,705 Kwh and saved cost by ₹ 0.027 crore. Further, in Radhanpur terminal premises,

- retrofit of existing 36W CFL with 18W LED has reduced the power consumption by 5%. In Raageshwari Gas Terminal utility buildings, 36W and 18W conventional fluorescent lamps were replaced by 18W and 10W LED respectively, which has reduced the power consumption by 16.8 Mwh.
3. Commissioning of Vapor recovery units and pilot gas skid: 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 reduces flaring (loss of Energy).
 4. Installation of separate Lighting Transformer for Emergency Lighting: Separate lighting transformer is being commissioned and this initiative will save around 10% power in VGT.
 5. Installation of ON/OFF Control switches: ON/OFF control switch installed at Raageshwari gas well pads utility building to minimize the lighting consumption in the event of no operation/ maintenance work, which resulted in conserving ~13 Mwh energy.
 6. Installation of Human Occupancy sensor in office & accommodation bunks for HVAC in Bhagyam field resulted in annual energy savings ~2,190 Kwh.
 7. Installation of Occupancy Sensors at Raageshwari Gas Terminal: Occupancy Sensors installed at RGT office areas resulted in saving ~6.4 Mwh energy.

Ravva Operations

1. Replacement of existing 40W fluorescent tube lights with 20W

LED tube lights in all substations, office rooms and warehouse. The annual estimated savings in energy with this modification is 87600 Kwh.

2. De-bottlenecking modification of overhead vapor line for the separator of the water separation unit to allow higher vapor flow which resulted in routing of all the wells through the unit. Prior to the modification all wells could not be routed through the system due to reduced pressure of the matured field. This modification reduced back-pressure for the connected wells, thereby increasing the productivity from the wells and realizing production gain of ~500 bopd.

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

Rajasthan Operations

1. Waste water evaporation using solar concentrators: Solar concentrators are under operation at Mangala Wellpad 18 to dispose increased quantities of waste water produced during daily operations, which has reduced the power consumption by 251,208 Kwh per annum.
2. Diesel fired indirect water bath heater replaced by dual fuel fired engine: Replacement of diesel burner of heater with dual fuel burner at NE has resulted in savings of 10,000 liters of diesel consumption per month. The indirect water bath heater also utilizes flare gas, thereby reducing GHG emissions and energy recovery.
3. Replacement of Diesel engine with Solar light: At Guda well pads diesel engine has been replaced with solar lights, reducing diesel consumption

by 10,000 liters/ month. This has also resulted in generating cleaner power and thereby reducing GHG emissions resource recovery.

4. Installation of Solar Pump at Raageshwari Gas Terminal: Installed 2.2 BHP solar DC pump for drip system at Raag Gas WP 07, thereby saving of ~1 MWh energy.
5. Installation of 100 KW Solar PV at Saraswati 1: In order to reduce the diesel consumption and greenhouse gas effect, a 100 KW solar PV plant has been installed which helped in saving ~105 MWh energy.
6. Installation of solar water heater in Raageshwari Gas Terminal: Solar geyser installed at Raageshwari living quarter with capacity of 55 KW (5000 litre), which has resulted in energy conservation of ~15.4 MWh.
7. Installation of Solar lighting in Raageshwari Gas Terminal and Marginal Oil Field (South), thereby conserving ~5.8 MWh of energy.

Ravva Operations

A new solar array was installed at RG platform to support VATMS (Vessel and Air Traffic Management System). The annual incremental renewable energy that can be realized at Ravva because of this modification is 21.8548 MWh.

(III) The capital investment on energy conservation equipment:

Rajasthan Operations

1. Solar power generation in each Electrical power house aggregating to ₹ 2.33 crore.
2. Installation of LED Lighting (at MPT): ₹ 0.078 crore.
3. Installation of LED Lighting (at Raageshwari Gas Terminal): ₹ 0.023 crore.

4. Vapor recovery units: ₹ 29.5 crore.
5. Solar Concentrators: ₹ 0.32 crore.
6. Installation of Occupancy Sensors (at Raageshwari Gas Terminal): ₹ 0.025 crore.
7. Installation of Solar DC Pump at Gas Well Pad 07: ₹ 0.059 crore.
8. Installation of 100 KW Solar PV at Well Pad S1: ₹ 1.22 crore.
9. Solar geyser (at Raageshwari Gas Terminal living quarter): ₹ 1.55 crore.

Ravva Operations

1. Capital investment for conservation of energy on account of LED tube lights is ₹ 0.039 crore.
2. Capital investment for conservation of energy on account of piping modification in RC Water separation unit is ₹ 0.12 crore.
3. Capital investment for alternate/renewable energy on account of VATMS is ₹ 0.045 crore.

(B) TECHNOLOGY ABSORPTION:

(I) The efforts made towards technology absorption:

Rajasthan Operations

1. **REED Bed technology:** For treatment of domestic waste water and utilization of treated water in greenbelt development, REED Bed technology has been implemented in Bhagyam field. Reed bed treatment system is found efficient in treatment of the organic load (calculated as biological oxygen demand). The treated water quality is complying with surface discharge standard & being used for green belt maintenance. This technology requires minimal maintenance as well as environment friendly.

2. Mechanical Evaporators and Solar Concentrators:

To handle the waste water generated during drilling completion, well services and frac operations, mechanical evaporators and solar concentrators were installed which enhances the rate of waste water evaporation. Evaporation machines are relatively compact, cost effective, reliable and portable. Each evaporator is capable of evaporating minimum 50 KLD of waste water with different characteristics having higher suspended and dissolved solids.

3. Electrocoagulation unit:

For treatment of suspended solids in the waste water generated from well services and drilling activities, electrocoagulation technology is being implemented along with the DAF (Dissolved Air Flotation) as a pretreatment unit.

Ravva Operations

1. Ravva Middle Miocene (MM) reservoirs are AVO/seismic friendly and exhibit Class II AVO response with fluid effects more pronounced at far angles. The AVO Fluid Factor attribute, along with other AVO inversion attributes were extensively used for identifying near field hydrocarbon opportunities and identifying better reservoir areas for optimizing well locations in the subsequent infill drilling campaigns.
2. A screen-wash mechanism using Injection water was applied for the first time in Ravva for producer well RF-1ST to unclog the screen face from fines (minute particles) and improve productivity.
3. Acid Stimulation was envisaged through fluid based diverter 'OIL

seeker' followed by Organic Clay Acid (OCA) in oil wells to restore well productivity where acid is diverted preferentially towards the oil zone. This was applied to the existing wells RE-1 and RF-1ST. Acid stimulation with this technique ensured the formation in the oil zone is stimulated more effectively to obtain better penetration with minimum damage and thereby obtaining incremental oil production.

4. Shallow oil bearing LM (Late Miocene) sands were not completed earlier for RD-3. Cement packer technique was used to access the LM sands to add a new resource to the Ravva asset. The job involved placing a Cement plug in A-Annulus by pumping through the Production tubing, cleaning the Tubing ID and then perforating LM sand through Tubing- Cement-Casing-Cement & formation.

Suvali Operations:

1. Installation of reciprocating gas engine driven compressor on unmanned platform, to inject gas in oil wells requiring artificial lift.
2. Use of Multi-finger Imaging technology for detection of tubing leak & isolation of leak by Thru-Tubing straddle isolation patch.
3. Use of advanced Q-PSDM and broadband technologies to mitigate shallow gas sand attenuation effects on image quality of deeper tarkeshwar sands for improved structural and seismic attribute interpretation.
4. Use of Sparse layer Inversion (Lumina ULTRA) to increase Seismic Resolution.

(II) The benefits derived like product improvement, cost

reduction, product development or import substitution:

Rajasthan Operations

REED Bed technology

Benefits:

- i. Low operating cost.
- ii. Waste water is being reused for greenbelt development.

Cost and savings:

- i. Cost incurred: ~₹ 0.068 crore.
- ii. Estimated water savings by reuse: 4,000 KL/annum.

Solar evaporator:

Benefits:

- i. Operating cost for handling waste water is reduced marginally.
- ii. No residue build up and easy maintenance.

Cost and savings:

- i. Cost incurred for solar concentrators: ~₹ 0.32 crore
- ii. Estimated energy savings ~251,208 KWH.

Ravva Operations

1. The reservoir and fluid characterization study of main field area helped in developing a new integrated workflow, which in turn helped to assess the remaining exploration potential in Late Miocene, Middle Miocene and Early Miocene stratigraphic levels. This workflow includes revisiting the seismic and well correlations, integrating subsurface information from other disciplines, identifying new prospects, reducing the risk and uncertainty by using main field analogues, and finally generating play fairway maps for increasing chance of success.

2. An incremental production gain of ~300 bopd was realized by usage of Screen wash method for RF-1ST.
3. The two wells (RE-1 and RF-1ST) treated with Acid stimulation technique ensured that there was no water cut increase post treatment and thereby resulting in an incremental production gain of ~1500 bopd oil from the two wells.
4. Cement packer technique for accessing and completing shallow oil bearing LM sands in RD-3 has increased the production by ~1400 bopd. This technology helped in avoiding workover / re-completion with Rig which would require an additional expenditure of at least ~8 Million USD.

Suvali Operations:

1. Use of gas lift compressor for artificial lift has led to revival of two sick oil wells resulting in incremental oil production of ~1100 bopd.
2. Use of Multi Finger Imaging Tool technology for detection of tubing leak & isolation of tubing leak by Thru-Tubing isolation patch, has resulted in the restoration of the well to normal production of ~720 bopd.
3. Use of advanced Q-PSDM and broadband technologies for reprocessing data has improved image quality beneath shallow gas sands, enhanced reflection coherence, and reduced noise content compared, which has enabled more accurate interpretation of the hydrocarbon-bearing Tarkeshwar interval.
4. The Lumina inversion technique will provide value in any new development project by increasing the vertical resolution of seismic data, enabling the

mapping of sands with thickness as small as ~5m.

(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: Floating type mechanical evaporator, designed for effective operation in small areas, especially waste water containing higher suspended and dissolved solids. 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. This evaporator has been found more suitable for evaporation of waste water in the semiarid region having more sunny days, moderate to high wind speed and lesser humidity.
2. The year of import: 2014-15
3. Whether the technology been fully absorbed: Yes
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

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.

Suvali Operations:

1. The details of technology imported:
 - Reciprocating Gas Engine
 - Gas Compressor
2. The year of import: 2015-16.
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 approximately 27% to the domestic crude production target of Government for financial year 2015-16.

Foreign exchange used and earned

During the period ended 31 March, 2016, the Company earned ₹ 4,606 crore and incurred expenditure of ₹ 913.42 crore in foreign exchange.

ANNEXURE VIII

RELEVANT EXTRACT OF ANNUAL RETURN FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2016

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 Share Transfer Agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 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	97%
2	Extraction of natural gas	0620	3%

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	Vedanta Limited 20 EDC Complex Patto, Sesa Ghor 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)

Notes:

- Vedanta Limited along with its subsidiaries holds 59.88% share capital in Cairn India. Out of this 23.71% is held in its own name, 34.43% through Twin Star Mauritius Holdings Ltd and 1.74% through Sesa Resources Limited.
- Cairn India Holdings Limited, the direct subsidiary of Cairn India Limited further has subsidiary companies in various overseas jurisdictions. The details for the same are as under:

Cairn India Holdings Limited

- | | | |
|--|--|--|
| i. Cairn Energy Holdings Limited | v. Cairn Energy Gujarat Block 1 Limited | x. CIG Mauritius Holding Private Limited |
| ii. Cairn Energy Hydrocarbons Limited | vi. Cairn Energy Discovery Limited | xi. CIG Mauritius Private Limited |
| iii. Cairn Exploration (No.7) Limited (Dissolved w.e.f 19 April, 2016) | vii. Cairn Energy Australia Pty Limited | xii. Cairn Lanka (Pvt.) Limited |
| iv. Cairn Exploration (No.2) Limited | viii. Cairn South Africa Proprietary Limited | |
| | ix. Cairn Energy India Pty Limited | |

4. SHAREHOLDING PATTERN - CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of shares held on 1 April, 2015				No. of shares held on 31 March, 2016				% 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	0.00	Nil	Nil	Nil	0.00	0.00
Central Government	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
State Government(s)	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Bodies Corporate	383,840,413	Nil	383,840,413	20.47	477,227,940	Nil	477,227,940	25.45	4.98
Banks/Financial institutions	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Any Other	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Sub-total - (A)(1)	383,840,413	0	383,840,413	20.47	Nil	0	477,227,940	25.45	4.98
(2) Foreign									
NRIs - Individuals	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Other - Individuals	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Bodies Corporate	738,873,586	Nil	738,873,586	39.41	Nil	Nil	645,486,059	34.43	(4.98)
Banks/Financial Institutions	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Any Other	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Sub-total - (A)(2)	738,873,586	0	738,873,586	39.41	645,486,059	0	645,486,059	34.43	(4.98)
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	1,122,713,999	0	1,122,713,999	59.88	1,122,713,999	0	1,122,713,999	59.88	0.00
B. Public Shareholding									
(1) Institutions									
Mutual Funds	19,001,116	Nil	19,001,116	1.01	11,213,993	Nil	11,213,993	0.60	(0.42)
Banks/Financial institutions	169,809,241	Nil	169,809,241	9.06	171,553,716	Nil	171,553,716	9.15	0.09
Central Government	174,532	Nil	174,532	0.01	174,532	Nil	174,532	0.01	0.00
State Government(s)	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Venture Capital Funds	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Insurance Companies	5,093,392	Nil	5,093,392	0.27	5,093,392	Nil	5,093,392	0.27	0.00
FIs	267,367,338	Nil	267,367,338	14.26	201,331,936	Nil	201,331,936	10.74	(3.52)
Foreign Venture Capital Fund	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Others Qualified Foreign Investors	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Sub-total - (B)(1)	461,445,619	0	461,445,619	24.61	389,367,569	0	389,367,569	20.77	(3.84)
(2) Non-Institutions									
(a) Bodies Corporate									
i) Indian	17,560,422	Nil	17,560,422	0.94	9,186,821	Nil	9,186,821	0.49	(0.45)
ii) Overseas	184,125,764	Nil	184,125,764	9.82	184,125,764	Nil	184,125,764	9.82	0.00
(b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	47,357,444	6,013	47,363,457	2.53	49,028,554	9,002	49,037,556	2.62	0.09
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	5,802,264	Nil	5,802,264	0.31	15,125,715	Nil	15,125,715	0.81	0.50
(c) Others									
NRI (Repat)	1,832,110	Nil	1,832,110	0.10	1,915,640	Nil	1,915,640	0.10	0.00
NRI(Non Repat)	429,896	Nil	429,896	0.02	515,814	Nil	515,814	0.03	0.00

Category of Shareholders	No. of shares held on 1 April, 2015				No. of shares held on 31 March, 2016				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
Foreign National	600	Nil	600	0.00	600	Nil	600	0.00	0.00
Foreign Portfolio Investor (Corporate)	31,161,311	Nil	31,161,311	1.66	98,009,487	Nil	98,009,487	5.23	3.57
Clearing Members	1,245,095	Nil	1,245,095	0.07	1,962,831	Nil	1,962,831	0.10	0.04
Directors/Relatives	Nil	Nil	Nil	0.00	Nil	Nil	Nil	0.00	0.00
Trusts	1,172,215	Nil	1,172,215	0.06	728,542	Nil	728,542	0.04	(0.02)
Hindu Undivided Family	Nil	Nil	Nil	0.00	2,172,143	Nil	2,172,143	0.12	0.12
Sub-total (B)(2)	290,687,121	6,013	290,693,134	15.51	362,771,911	9,002	362,780,913	19.35	3.84
Total Public Shareholding (B)=(B)(1)+(B)(2)	752,132,740	6,013	752,138,753	40.12	752,139,480	9,002	752,148,482	40.12	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1,874,846,739	6,013	1,874,852,752	100.00	1,874,853,479	9,002	1,874,862,481	100.00	0.00

SHAREHOLDING PATTERN - SHAREHOLDING OF PROMOTERS

Shareholder's Name	Shareholding as on 1 April, 2015			Shareholding as on 31 March, 2016			% 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	39.41	100.00	645,486,059	34.43	100.00	(4.98)
Vedanta Limited (Formerly known as Sesa Sterlite Limited)	351,140,413	18.73	Nil	444,527,940	23.71	Nil	4.98
Sesa Resources Limited	32,700,000	1.74	Nil	32,700,000	1.74	Nil	0.00
Total	1,122,713,999	59.88	-	1,122,713,999	59.88	-	0.00

SHAREHOLDING PATTERN - CHANGE IN PROMOTERS' SHAREHOLDING

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Twin Star Mauritius Holdings Ltd	738,873,586	39.41	738,873,586	39.41
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
29.05.2015 TO 05.06.2015	(93,387,527)	(4.98)	645,486,059	34.43
As on 31 March, 2016	645,486,059	34.43		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Vedanta Limited	351,140,413	18.73	351,140,413	18.73
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
29.05.2015 TO 05.06.2015	93,387,527	4.98	444,527,940	23.71
As on 31 March, 2016	444,527,940	23.71		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Sesa Resources Limited	32,700,000	1.74	32,700,000	1.74
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
As on 31 March, 2016	32,700,000	1.74		

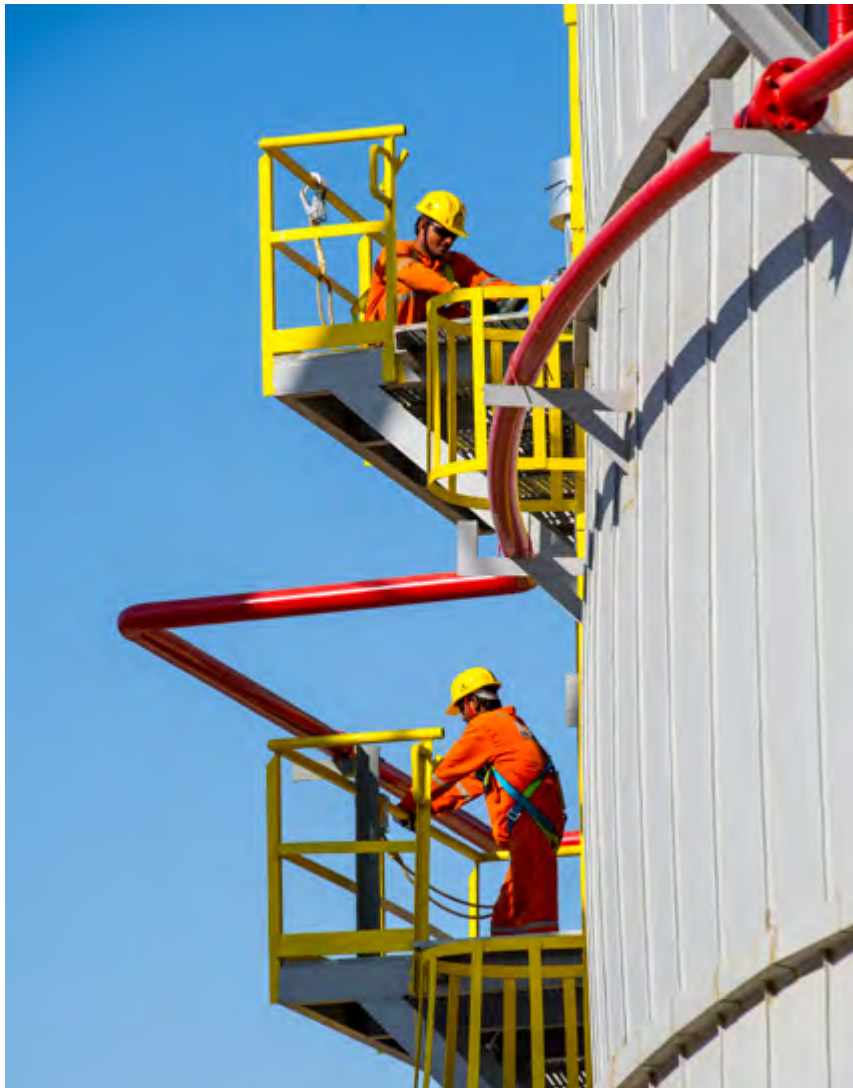
SHAREHOLDING PATTERN - SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs)

Particulars of Shareholder	Shareholding as on 1 April, 2015		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	184,125,764	9.82	184,125,764	9.82
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
As on 31 March, 2016	184,125,764	9.82		

Particulars of Shareholder	Shareholding as on 1 April, 2015		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	169,773,123	9.06	169,773,123	9.06
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
As on 31 March, 2016	169,773,123	9.06		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3. Mondrian Emerging Markets Equity Fund L.P.	10,126,095	0.54	10,126,095	0.54
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
23.05.2015 TO 29.05.2015	522,987	0.03	10,649,082	0.57
30.05.2015 TO 05.06.2015	600,980	0.03	11,250,062	0.60
As on 31 March, 2016	11,250,062	0.60		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4. Rahul Bhatia	0	0.00	0	0.00
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
05.02.2016 TO 12.02.2016	628,447	0.03	628,447	0.03
13.02.2016 TO 19.02.2016	2,411,256	0.13	3,039,703	0.16
20.02.2016 TO 26.02.2016	1,030,807	0.06	4,070,510	0.22
27.02.2016 TO 04.03.2016	25	0.00	4,070,535	0.22
05.03.2016 TO 11.03.2016	1,357,356	0.07	5,427,891	0.29
12.03.2016 TO 18.03.2016	1,304,778	0.07	6,732,669	0.36
19.03.2016 TO 25.03.2016	1,818,888	0.10	8,551,557	0.46
26.03.2016 TO 31.03.2016	756,826	0.04	9,308,383	0.50
As on 31 March, 2016	9,308,383	0.50		



Health and safety of people and environment remains at the centre of everything that we do



Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5. Government of Singapore	8,032,890	0.43	8,032,890	0.43
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
04.04.2015 TO 10.04.2015	65,308	0.00	8,098,198	0.43
18.04.2015 TO 24.04.2015	(5,528)	0.00	8,092,670	0.43
25.04.2015 TO 01.05.2015	(183,036)	(0.01)	7,909,634	0.42
02.05.2015 TO 08.05.2015	(131,320)	(0.01)	7,778,314	0.41
30.05.2015 TO 05.06.2015	17,447	0.00	7,795,761	0.42
06.06.2015 TO 12.06.2015	(9,128)	0.00	7,786,633	0.42
01.07.2015 TO 03.07.2015	166,231	0.01	7,952,864	0.42
04.07.2015 TO 10.07.2015	107,894	0.01	8,060,758	0.43
25.07.2015 TO 31.07.2015	65,352	0.00	8,126,110	0.43
01.08.2015 TO 07.08.2015	161,996	0.01	8,288,106	0.44
15.08.2015 TO 21.08.2015	(20,429)	0.00	8,267,677	0.44
22.08.2015 TO 28.08.2015	328,623	0.02	8,596,300	0.46
29.08.2015 TO 04.09.2015	466,780	0.02	9,063,080	0.48
05.09.2015 TO 11.09.2015	(194,328)	(0.01)	8,868,752	0.47
01.10.2015 TO 09.10.2015	410,546	0.02	9,279,298	0.49
17.10.2015 TO 23.10.2015	(6,854)	0.00	9,272,444	0.49
24.10.2015 TO 30.10.2015	(99,284)	(0.01)	9,173,160	0.49
31.10.2015 TO 06.11.2015	(15,197)	0.00	9,157,963	0.49
14.11.2015 TO 20.11.2015	(10,834)	0.00	9,147,129	0.49
21.11.2015 TO 27.11.2015	(782,187)	(0.04)	8,364,942	0.45
28.11.2015 TO 04.12.2015	(287,776)	(0.02)	8,077,166	0.43
05.12.2015 TO 11.12.2015	(2,741)	0.00	8,074,425	0.43
12.12.2015 TO 18.12.2015	6	0.00	8,074,431	0.43
26.12.2015 TO 31.12.2015	(37,341)	0.00	8,037,090	0.43
02.01.2016 TO 08.01.2016	112,690	0.01	8,149,780	0.43
09.01.2016 TO 15.01.2016	(6,614)	0.00	8,143,166	0.43
16.01.2016 TO 22.01.2016	(4,564)	0.00	8,138,602	0.43
23.01.2016 TO 29.01.2016	222,457	0.01	8,361,059	0.45
30.01.2016 TO 05.02.2016	458,809	0.02	8,819,868	0.47
06.02.2016 TO 12.02.2016	119,910	0.01	8,939,778	0.48
20.02.2016 TO 26.02.2016	(4,540)	0.00	8,935,238	0.48
27.02.2016 TO 04.03.2016	(232,494)	(0.01)	8,702,744	0.46
05.03.2016 TO 11.03.2016	(9,680)	0.00	8,693,064	0.46
As on 31 March, 2016	8,693,064	0.46		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6. Eastspring Investments (Singapore) Limited A/C The Prudential Assurance Company Limited	0	0.00	0	0.00
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
12.03.2016 TO 18.03.2016	4,847,886	0.26	4,847,886	0.26
19.03.2016 TO 25.03.2016	3,627,225	0.19	8,475,111	0.45
As on 31 March, 2016	8,475,111	0.45		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7. Mondrian Focused Emerging Markets Equity Fund, LP	6,690,414	0.36	6,690,414	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		
04.04.2015 TO 10.04.2015	89,302	0.00	6,779,716	0.36
23.05.2015 TO 29.05.2015	487,083	0.03	7,266,799	0.39
30.05.2015 TO 05.06.2015	859,376	0.05	8,126,175	0.43
01.10.2015 TO 09.10.2015	(238,260)	(0.01)	7,887,915	0.42
28.11.2015 TO 04.12.2015	(112,797)	(0.01)	7,775,118	0.41
23.01.2016 TO 29.01.2016	(232,275)	(0.01)	7,542,843	0.40
12.03.2016 TO 18.03.2016	907,661	0.05	8,450,504	0.45
As on 31 March, 2016	8,450,504	0.45		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8. ABU DHABI INVESTMENT AUTHORITY - GROUP HOLDING	12,246,775	0.65	12,246,775	0.65
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
11.04.2015 TO 17.04.2015	(373,438)	0	11,873,337	0.63
16.05.2015 TO 22.05.2015	(226,800)	(0.01)	11,646,537	0.62
23.05.2015 TO 29.05.2015	(485,239)	(0.03)	11,161,298	0.60
30.05.2015 TO 05.06.2015	(231,890)	(0.01)	10,929,408	0.58
06.06.2015 TO 12.06.2015	(2,418)	0.00	10,926,990	0.58
18.07.2015 TO 24.07.2015	79,630	0.00	11,006,620	0.59
08.08.2015 TO 14.08.2015	22,642	0.00	11,029,262	0.59
29.08.2015 TO 04.09.2015	(55,487)	0.00	10,973,775	0.59
12.09.2015 TO 25.09.2015	(220,271)	(0.01)	10,753,504	0.57
17.10.2015 TO 23.10.2015	(445,066)	(0.02)	10,308,438	0.55
21.11.2015 TO 27.11.2015	(75,534)	0.00	10,232,904	0.55
28.11.2015 TO 04.12.2015	(408,234)	(0.02)	9,824,670	0.52
13.02.2016 TO 19.02.2016	474,506	0.03	10,299,176	0.55
20.02.2016 TO 26.02.2016	12,675	0.00	10,311,851	0.55
27.02.2016 TO 04.03.2016	(474,700)	(0.03)	9,837,151	0.52
12.03.2016 TO 18.03.2016	(1,716,049)	(0.09)	8,121,102	0.43
26.03.2016 TO 31.03.2016	246,000	0.01	8,367,102	0.45
As on 31 March, 2016	8,367,102	0.45		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9. Dimensional Emerging Markets Value Fund	8,546,013	0.46	8,546,013	0.46
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
04.04.2015 TO 10.04.2015	91,727	0.00	8,637,740	0.46
11.04.2015 TO 17.04.2015	70,074	0.00	8,707,814	0.46
20.06.2015 TO 26.06.2015	(149,800)	(0.01)	8,558,014	0.46
01.07.2015 TO 03.07.2015	(120,161)	(0.01)	8,437,853	0.45
12.12.2015 TO 18.12.2015	(122,058)	(0.01)	8,315,795	0.44
As on 31 March, 2016	8,315,795	0.44		

Particulars of Shareholder	Shareholding as on 1 April, 2015		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10. Vanguard Emerging Markets Stock Index Fund, A series of Vanguard International Equity Index Fund	8,614,971	0.46	8,614,971	0.46
Date wise Increase/Decrease in Shareholding due to buy/sell transactions at stock exchanges (as per weekly benpos)	No. of Shares	% Increase/Decrease		
25.04.2015 TO 01.05.2015	22,110	0.00	8,637,081	0.46
02.05.2015 TO 08.05.2015	25,125	0.00	8,662,206	0.46
20.06.2015 TO 26.06.2015	(405,344)	(0.02)	8,256,862	0.44
07.08.2015 TO 14.08.2015	(25,125)	0.00	8,231,737	0.44
15.08.2015 TO 21.08.2015	(60,300)	0.00	8,171,437	0.44
22.08.2015 TO 28.08.2015	(117,585)	(0.01)	8,053,852	0.43
29.08.2015 TO 04.09.2015	(160,800)	(0.01)	7,893,052	0.42
05.09.2015 TO 11.09.2015	(84,420)	0.00	7,808,632	0.42
12.09.2015 TO 25.09.2015	(22,110)	0.00	7,786,522	0.42
26.09.2015 TO 30.09.2015	(66,330)	0.00	7,720,192	0.41
14.11.2015 TO 20.11.2015	(63,921)	0.00	7,656,271	0.41
21.11.2015 TO 27.11.2015	(14,915)	0.00	7,641,356	0.41
12.12.2015 TO 18.12.2015	(35,244)	0.00	7,606,112	0.41
19.12.2015 TO 25.12.2015	(15,660)	0.00	7,590,452	0.40
09.01.2016 TO 15.01.2016	(44,002)	0.00	7,546,450	0.40
16.01.2016 TO 22.01.2016	(21,672)	0.00	7,524,778	0.40
30.01.2016 TO 05.02.2016	(80,920)	0.00	7,443,858	0.40
06.02.2016 TO 12.02.2016	(33,460)	0.00	7,410,398	0.40
20.02.2016 TO 26.02.2016	(76,344)	0.00	7,334,054	0.39
27.02.2016 TO 04.03.2016	(82,313)	0.00	7,251,741	0.39
05.03.2016 TO 11.03.2016	19,640	0.00	7,271,381	0.39
12.03.2016 TO 18.03.2016	(26,521)	0.00	7,244,860	0.39
19.03.2016 TO 25.03.2016	(43,038)	0.00	7,201,822	0.38
As on 31 March, 2016	7,201,822	0.38		

SHAREHOLDING PATTERN - SHAREHOLDING OF DIRECTOR'S AND KEY MANAGERIAL PERSONNEL (KMP)				
Category of Shareholders	Shareholding as on 1 April, 2015		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, 2015				
Mayank Ashar	-	-	-	-
Neerja Sharma	34,341	0.002	34,341	0.002
Sudhir Mathur	-	-	-	-
Total	34,341	0.002	34,341	0.002
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, 2016				
Mayank Ashar	-	-	-	-
Neerja Sharma	34,341	0.002	34,341	0.002
Sudhir Mathur	-	-	-	-
Total	34,341	0.002	34,341	0.002

None of the Directors holds any shares in the Company

INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment (in ₹ crore)				
Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness as on 1 April, 2015				
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, 2016				
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 ₹ crore)
Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Mr. Mayank Ashar		
1.Gross salary			
a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		7,509	7,509
b) Value of perquisites u/s17(2)Income-tax Act, 1961		5,943	5,943
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		-	-
Bonus & Performance Incentives		2,416	2,416
Retirement Benefits		0,783	0,783
Total (A)		16,651	16,651
Ceiling as per the Act		5% of the net profits of the Company	

REMUNERATION OF DIRECTORS B. REMUNERATION TO OTHER DIRECTORS						(in ₹ crore)
PARTICULARS OF REMUNERATION	Name of Directors					
	Omkar Goswami	Naresh Chandra	Aman Mehta	Edward T Story	Total Amount	
INDEPENDENT DIRECTORS						
Fee for attending Board/Committees meetings	0.090	0.065	0.085	0.065	0.305	
Commission	0.750	0.750	0.750	0.750		
Others, please specify	-	-	-	-		
Total(1)	0.840	0.815	0.835	0.815	3.305	
Other non-executive Directors	Tarun Jain	Navin Agarwal	Priya Agarwal			
Fee for attending Board/Committees meetings	0.095	0.040	0.015		0.150	
Commission	-	-	-		-	
Others, please specify.	-	-	-		-	
Total (2)	0.095	0.040	0.015		0.150	
Total(B)=(1+2)			3.455			
Total Managerial Remuneration (A+B)			20.106			
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 ₹ 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	1.802	4.175	5.977	
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.069	0.028	0.097	
(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	-	-	-	
• Telephone and Medical Reimbursement				
• Fuel claims & EMIs				
• Retirement Benefits	0.086	0.155	0.241	
Total	1.957	4.358	6.315	

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES					
TYPE	Section 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	-	-	-	-	-