

The corporate governance philosophy of Cairn India Limited ('Cairn India' or 'the Company') is structured to institutionalise policies and procedures that enhance the efficacy of the Board and inculcate a culture of accountability, transparency and integrity across the Cairn India group as a whole.

Report on Corporate Governance

Board of Directors

COMPOSITION, BOARD PROCEDURE AND INFORMATION SUPPLIED TO THE BOARD

As on 31 March, 2011, the Board comprised 10 Directors, including seven non-executive Directors, four of whom are also independent. In terms of Clause 49 of the Listing Agreement, the Company is required to increase the number of independent Directors to at least half the strength of the Board. The Company is actively engaged in the process of inducting two more independent Directors with requisite expertise.

The Chairman of the Board is a non-executive Promoter Director. All non executive Directors are renowned professionals, having diversified experience and expertise in finance, economics, oil and gas exploration and general administration.

The Board has three executive Directors, namely Rahul Dhir, Indrajit Banerjee and Rick Bott. The executive Directors have been appointed for a term of five years, except Rick Bott, who has a three years contract. The present term of contract of Rahul Dhir and Rick Bott expires on 21 August, 2011 and 14 June, 2011 respectively.

The composition of the Board as on 31 March, 2011 is given in Table 1. None of the Directors is a member of more than 10 Board-level committees of Indian public limited companies; nor are they chairmen of more than five committees in which they are members. Moreover, none of the Directors is related to the other, or to any other employee of the Company. During the period under review, Mr. Phillip Tracy ceased to be an alternate director with effect from 17 August, 2010. He was again appointed as alternate director to Ms. Jann Brown on 10 February, 2011 and ceased to be so on 23 May, 2011.

The Company follows a structured process of decision-making by the Board and its Committees. The meeting dates are usually finalised well before the beginning of the year. Detailed agenda, management reports and other explanatory statements are circulated at least seven days ahead of the meeting. To address specific urgent needs, meetings are also called at shorter notice but never less than a minimum of seven days. In some instances, resolutions are passed by circulation. These are often preceded by Board discussions through audio conference. The Board is also free to recommend inclusion of any matter in the agenda for discussion. Senior management officials are called to provide additional inputs on the matters being discussed by the Board/ Committee.

The Board has complete access to all relevant information of the Company. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirement stipulated in Clause 49. All information, except critical price sensitive information (which is handed out at the meetings), is given to the Directors well in advance of the Board and Committee meetings.

NUMBER OF BOARD MEETINGS AND THE ATTENDANCE OF DIRECTORS

During the year ended 31 March, 2011, the Board of Directors met five times on: 27 May, 2010, 27 July, 2010, 15 September, 2010, 28 October, 2010 and 10 February, 2011. The maximum gap between any two meetings was less than four months.

Table 2 gives the Directors' attendance at Board Meetings and the Annual General Meeting (AGM) during the year ended 31 March, 2011.

DIRECTORS' REMUNERATION

Table 3 lists the remuneration paid or payable to the Directors. The non-executive Directors do not have any

material pecuniary relationship or transactions with the Company, other than sitting fees / Directors' remuneration paid / payable to them. The non-executive Directors are eligible for commission up to 1% of net profits as permitted by the Companies Act, 1956 and as approved by shareholders in the annual general meeting held on 20 September, 2007.

During the year under review, 41,036 options were granted to Mr Indrajit Banerjee under the Cairn India Performance Option Plan, 2006 (CIPOP). These were granted on the basis of his performance in contributing to business results, organisational strength and market position of the Company and criticality of the role assigned. The vesting period is minimum three years, subject to the fulfilment of performance conditions in the Plan. The exercise period is three months from the date of vesting of options. In addition, 56,652 cash options were granted to Mr Rick Bott under the Phantom Performance Option Plan.

During the year under review, 126,234 options were exercised by Mr. Indrajit Banerjee.

SHAREHOLDING OF NON-EXECUTIVE OR INDEPENDENT DIRECTORS

Sir William B. B. Gammell, Ms Jann Brown and Mr Malcolm Shaw Thoms, who are non-executive Directors of the Company, hold one equity share each in the Company as nominees of Cairn UK Holdings Limited. Apart from this, none of the non executive or independent Directors holds any equity shares or convertible instruments of the Company.

CODE OF CONDUCT

The Board of Directors has laid down a 'Code of Business Ethics' which is applicable to everyone in the Cairn India Group including employees, contractors and Directors. Details of the Code are available at www.cairnindia.com. All Directors and employees including senior management have affirmed compliance with the Code for the year ended 31 March, 2011.

COMMITTEES OF THE BOARD

Audit committee

The Company has an adequately qualified Audit Committee. As on 31 March, 2011, the Committee comprised five non-executive Directors: Mr Aman Mehta (Chairman), Mr Naresh Chandra, Ms Jann Brown, Dr Omkar Goswami and Mr Edward T. Story. Four of the five members are independent. All members have the financial knowledge and expertise mandated by Clause 49 of the Listing Agreement. The current charter of the Audit Committee is in line with international best practices as well as the regulatory requirements mandated by SEBI and Clause 49 of the Listing Agreement.

Mr Indrajit Banerjee, Executive Director and CFO, Mr Raj Agarwal, Partner, S. R. Batliboi and Co., and Mr. Arup Chakraborty, Chief Internal Auditor of the Company are invitees to the meetings of the Audit Committee. Ms Neerja Sharma, Company Secretary is the Secretary to the Committee. During the year ended 31 March, 2011, the Audit Committee met five times: on 17 May, 2010, 27 May, 2010, 26 July, 2010, 28 October, 2010 and 10 February, 2011. The attendance record of the Audit Committee is given in Table 4. Mr Aman Mehta, Chairman of the Audit Committee, was present at the Company's last AGM held on 15 September, 2010.

Shareholders' / Investors' Grievance Committee

As on 31 March, 2011, the Committee comprised three Directors: Dr Omkar Goswami (Chairman), Mr Edward T. Story and Mr Rahul Dhir.

The Chairman of the committee is an independent Director. Ms Neerja Sharma, Company Secretary, is the Compliance Officer of the Company and the Secretary of the Committee.

The Committee met once during the financial year on 10 February, 2011. Dr Omkar Goswami, Mr. Edward T. Story and Mr Rahul Dhir attended the said meeting. The Company has appointed

Link Intime India Private Limited as the Registrar and Transfer Agent to handle investor grievances in coordination with the Compliance Officer. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily. The status of complaints received during the 12 months period ended 31 March, 2011 by the Registrar and Share Transfer Agent is given in Table 5.

Remuneration Committee

The Board has a Remuneration Committee to make recommendations to the Board as to the Company's framework or broad policy for the remuneration of the executive Directors and senior executives one level below the Board. As on 31 March, 2011, the Remuneration Committee comprised five non-executive Directors: Mr Naresh Chandra (Chairman), Sir William B.B. Gammell, Mr Malcolm Shaw Thoms, Mr Aman Mehta and Dr Omkar Goswami. Three of these members were independent Directors. Ms Neerja Sharma, Company Secretary, is the Secretary to the Committee.

The objective of the Company's remuneration policy is to ensure that Cairn India's executive Directors and senior executives are sufficiently incentivised for enhanced performance. In determining this policy, the Committee takes into account factors it deems relevant and gives due regard to the interests of shareholders and to the financial and commercial health of the Company. It ensures that levels of remuneration are sufficient to attract and retain senior executives of the quality required to run the Company successfully. Within the terms of the agreed policy, the Committee determines the entire individual remuneration packages for the executive Directors. The Committee is also responsible for overseeing the Company's share option schemes and long term incentive plans, including determining the eligibility for benefits and approving total annual payments.

1 Composition of the Board As on 31 March, 2011							
S. No.	Name of the Director	Executive/ Non-Executive	No. of other Directorships			Memberships/ Chairmanships of Board-level Committees**	
			Indian Listed Companies	Indian unlisted Companies (Public & Private Companies)	Companies registered in other jurisdictions*	Member	Chairman
1	Sir William B.B. Gammell	Chairman, Non-Executive Director	-	-	27	-	-
2	Ms Jann Brown	Non-Executive Director	-	-	41	1	-
3	Mr. Malcolm Shaw Thoms	Non-Executive Director	-	-	26	-	-
4	Mr. Aman Mehta	Non-Executive Independent Director	5	1	4	3	3
5	Mr. Naresh Chandra	Non-Executive Independent Director	10	4	3	9	1
6	Dr. Omkar Goswami	Non-Executive Independent Director	7	4	1	5	3
7	Mr. Edward T. Story Jr	Non-Executive Independent Director	-	-	4	2	-
8	Mr. Rahul Dhir	Managing Director and CEO	-	-	5	1	-
9	Mr. Indrajit Banerjee	Executive Director and CFO	-	-	29	-	-
10	Mr. Rick Bott	Executive Director and COO	-	-	1	-	-

Notes * Directorships in companies registered in other jurisdictions (listed, unlisted, public and private limited companies).

** Only the Audit Committee and the Shareholders' / Investors' Grievance Committee of Indian public limited companies have been considered.

2 Directors' Attendance Record for year ended 31 March, 2011			
Name	No. of meetings held during the period the Director was on Board	No. of meetings attended	Presence at the last AGM
Sir William B.B. Gammell*	5	5	Yes
Ms Jann Brown**	5	4	Yes
Mr. Malcolm Shaw Thoms**	5	5	Yes
Mr. Aman Mehta	5	4	Yes
Mr. Naresh Chandra	5	5	Yes
Dr. Omkar Goswami	5	5	Yes
Mr. Edward T. Story Jr**	5	4	Yes
Mr. Rahul Dhir	5	5	Yes
Mr. Indrajit Banerjee	5	5	Yes
Mr. Rick Bott	5	5	Yes

Notes * Includes participation in the proceedings of the two Board meetings through video conference.

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

3 Directors' Remuneration For the year ended 31 March, 2011 (in INR)							
Name	Salary	Perquisites	Bonus & Performance incentives	Retirement Benefits	Commission	Sitting Fee	Total
Sir William B.B. Gammell	-	-	-	-	-	-	-
Ms Jann Brown	-	-	-	-	-	-	-
Mr. Malcolm Shaw Thoms	-	-	-	-	-	-	-
Mr. Aman Mehta	-	-	-	-	-	200,000	200,000
Mr. Naresh Chandra	-	-	-	-	-	240,000	240,000
Dr. Omkar Goswami	-	-	-	-	-	260,000	260,000
Mr. Edward T. Story Jr	-	-	-	-	-	120,000	120,000
Mr. Rahul Dhir	45,546,549	50,214,451	23,234,332	4,017,951	-	-	123,013,283
Mr. Indrajit Banerjee	15,185,712	-	11,538,406	1,605,696	-	-	28,329,814
Mr. Rick Bott	30,415,148	35,371,194	16,060,000	2,759,086	-	-	84,605,428

- Notes
1. Mr Rahul Dhir's salary as stated above includes salary from Cairn Energy India Pty Limited of INR 120,613,283.
 2. Mr Indrajit Banerjee's salary as stated above includes salary from Cairn Energy India Pty Limited of INR 26,529,814. In addition to above remuneration, perquisite value of stock option exercised by him during the year is INR 38,839,677.
 3. Mr Rick Bott's salary as stated above includes salary from Cairn Energy India Pty Limited of INR 83,405,428.
 4. Mr Aman Mehta, Dr Omkar Goswami and Mr Naresh Chandra were paid a remuneration of INR 4,832,334 each from Cairn Energy Holdings Limited, Cairn Energy Hydrocarbons Limited & Cairn Energy Asia Pty Limited, respectively, in their capacity as directors in these subsidiary companies.

4 Attendance Record of Audit Committee For the year ended 31 March, 2011				
Name	Position	Status	No. of meetings held during the period the Director was a Member of the Committee	No. of meetings attended
Mr. Aman Mehta	Independent Director	Chairman	5	4
Mr. Naresh Chandra	Independent Director	Member	5	5
Dr. Omkar Goswami	Independent Director	Member	5	5
Ms. Jann Brown	Non-Executive Director	Member	5	3
Mr. Edward T Story	Independent Director	Member	5	2

5 Complaints Received and Attended During the year ended 31 March, 2011			
Nature of Complaint	No. of Complaints		
	Received	Attended	Pending
Non-Receipt of refund/orders/revalidation	18	18	Nil
Referred by SEBI	6	6	Nil
Referred by Stock Exchanges	3	3	Nil
Received from Investors	5	5	Nil
Referred by RBI/Ministry of Corporate Affairs	1	1	Nil
Non receipt of Demat Credit	6	6	Nil
Non-receipt of the Annual Report	20	20	Nil
Total	59	59	Nil

6 Attendance Record of Remuneration Committee For the year ended 31 March, 2011				
Name	Position	Status	No. of meetings held	No. of meetings attended
Mr. Naresh Chandra	Independent Director	Chairman	2	2
Sir William B.B. Gammell	Non-Executive Director	Member	2	2
Dr. Omkar Goswami	Independent Director	Member	2	2
Mr. Aman Mehta	Independent Director	Member	2	2
Mr. Malcolm Shaw Thoms	Non-Executive Director	Member	2	2

During the year ended 31 March, 2011, two meetings of the Remuneration Committee were held on 27 July, 2010 and 10 February, 2011. The attendance record of the Remuneration Committee is given in Table 6.

Nomination Committee

As on 31 March, 2011, the Nomination Committee comprised five Directors: Sir William B.B. Gammell (Chairman), Mr Rahul Dhir, Ms Jann Brown, Mr Malcolm Shaw Thoms and Mr Edward T. Story.

The functions of the Nomination Committee are:

- Reviewing the structure, size and composition of the Board, and make recommendations to the Board with regard to changes, if any.
- Evaluating the balance of skills, knowledge and experience of the Board and, in light of this evaluation, preparing a description of the role and capabilities required for particular appointments.
- Identifying and nominating, for the approval of the Board, appropriate individuals to fill Board vacancies as and when they arise.
- Reviewing time required from each non-executive Director, and assessing whether s(he) has given sufficient commitment to the role.
- Considering succession planning taking into account the challenges and opportunities facing the Company, and what skills and expertise are needed from members of the Board in the future.
- Ensuring that on appointment to the Board, the non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment.

Management

MANAGEMENT DISCUSSION AND ANALYSIS

This Annual Report has a detailed chapter on Management Discussion and Analysis.

DISCLOSURES

The Company follows the accounting standards and guidelines laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements. No material financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large.

There were no transactions with the Directors or Management, their associates or their relatives etc. that either had or could have had a conflict with the interest of the Company at large. There were no penalties or strictures imposed on the Company by the stock exchange, the SEBI or any statutory authority on any matter related to capital markets, during the last three years.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In compliance with the SEBI regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for its management and staff. The Code lays down guidelines which advise management and staff on procedures to be followed and disclosures to be made while dealing in the shares of the Company, and cautions them on the consequences of violations.

RISK MANAGEMENT

Cairn India follows well-established and detailed risk assessment and minimisation procedures, which are periodically reviewed by the Board

CEO / CFO CERTIFICATION

The CEO's and CFO's certification of the

financial statements and a declaration that all Board members and senior management have affirmed compliance with the Company's Code of Business Ethics for the year ended 31 March, 2011 is enclosed at the end of this report.

SUBSIDIARY COMPANIES

All subsidiaries of the Company are unlisted wholly owned foreign companies. These subsidiaries have their own Board of Directors having the rights and obligations to manage such companies in best interest of the Company. The Company has its representatives on the Boards of subsidiary companies and regularly monitors the performance of such companies.

Shareholders

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS

Brief profiles of the persons sought to be appointed / re-appointed as Directors at the ensuing AGM of the Company are given below:

Naresh Chandra, Non-Executive and Independent Director

Mr Naresh Chandra, age 76, was appointed as an Additional Director of the Company on 21 September, 2006. Mr Naresh Chandra holds M.Sc. in Mathematics from Allahabad University and is a retired IAS officer. Previously, Mr Chandra was the Chairman of the Committee on Corporate Governance, India's Ambassador to the USA, Advisor to the Prime Minister, Governor of Rajasthan, Cabinet Secretary to the Government of India, and Chief Secretary to the Government of Rajasthan. A reputed administrator and diplomat, Mr. Chandra serves as a Director on the boards of a number of companies. He does not hold any shares of the company as on 31 March, 2011.

Edward T. Story, Non-Executive and Independent Director

Mr Edward T. Story, 67, was appointed as an additional Director with effect from 18 March 2009. He is a science graduate from

Trinity University, San Antonio, Texas and holds a Masters degree in Business Administration from the University of Texas. He has also been conferred an honorary Doctorate degree by the Institute of Finance and Economics of Mongolia and is Chairman of the North America Mongolia Business Council. Mr Story has more than 40 years of experience in the international oil and gas industry and is the Founder, President and Chief Executive Officer of SOCO International PLC, an international exploration and production (E&P) company listed on the London Stock Exchange. Soco International has E&P interests in South East Asia and Africa. He does not hold any shares of the company as on 31 March, 2011.

The Directorships and committee positions of these Directors as on 31 March, 2011 are detailed in Table 7.

GENERAL BODY MEETINGS

The Company in its brief history has had four AGMs and four Extraordinary General Meetings (EGMs). The forthcoming AGM is scheduled to take place on 18 August, 2011. The desired details in respect of general meetings are given in Table 8.

MEANS OF COMMUNICATION

Financial Results

The Company intimates un-audited/ audited financial results to the Stock Exchanges, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. The financial results are displayed on the Company's website: www.cairnindia.com and posted on the corporate filing and dissemination system at www.corpfiling.co.in. Further, as a good corporate governance practice, the company has started sending its results to the shareholders through E-mail.

7 Details of Directorship and Committee Positions held in other Companies

Name of Director	Mr. Naresh Chandra	Mr. Edward T Story
Directorship held in other companies	<ul style="list-style-type: none"> • Hindustan Motors Ltd. • Electrosteel Castings Ltd. • Bajaj Auto Ltd. • AVTEC Ltd. • ACC Ltd. • Balrampur Chini Mills Ltd. • Gammon Infrastructure Projects Ltd. • Ambuja Cement Ltd. • Bajaj Finserv Ltd. • Bajaj Holdings & Investment Ltd. • EROS International Media Ltd. • Vedanta Resources PLC • EROS International PLC • Cairn Energy Asia Pty. Ltd. • G4S Corporate Services (India) Pvt. Ltd. • Emergent Ventures India Pvt. Ltd. • EROS Energy Pvt. Ltd. 	<ul style="list-style-type: none"> • Soco International. • Baanthong Properties-Thailand • Tex Mon Resources-Minerals • TMB-Mongolian Health Clinic
Committee position* in Cairn India Limited	Audit Committee	<ul style="list-style-type: none"> • Audit Committee • Shareholders'/Investors' Grievance Committee
Membership/Chairmanship of Committees* of other Indian public companies:		
Audit Committee	<ul style="list-style-type: none"> • Hindustan Motors Ltd. – Chairman • Electrosteel Castings Ltd. - Member • Bajaj Auto Ltd. - Member • ACC Ltd. - Member • Gammon Infrastructure Projects Ltd. - Member • Bajaj Finserv Ltd. - Member • Bajaj Holdings & Investment Ltd. – Member • EROS International Media Ltd. - Member 	None
Shareholders'/Investors' Grievance Committees	• Bajaj Auto Ltd. – Member	None

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

8 Location and Time of general meetings

Financial Year	Location of the meeting	Date	Time
AGMs			
2006	Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai	20-Sep-07	11.00A.M
2007	Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai	25-Jun-08	11.00A.M
2008-09	Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai	18-Aug-09	11.00A.M
2009-10	Rangsharda Auditorium, K.C. Marg, Bandra Reclamation, Bandra (West), Mumbai	15-Sep-10	11.00A.M
EGMs			
2006	50 Lothian Road, Edinburgh	08-Sep-06	03.00 PM
2006	50 Lothian Road, Edinburgh	21-Sep-06	02.00 PM
2006	50 Lothian Road, Edinburgh	17-Nov-06	02.15 PM
2008	Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai	16-Apr-08	02.30 PM

News Releases, Analyst Presentation, etc.

Official news releases, detailed presentations made to media, institutional investors, financial analysts etc. are displayed on the Company's website: www.cairnindia.com.

Website

The Company's website (www.cairnindia.com) contains a separate dedicated section 'Investor Relations' where shareholders information is available. The full Annual Report, shareholding pattern and Corporate Governance Report etc. is also available on the website of the company.

SPECIAL RESOLUTIONS PASSED IN THE LAST THREE YEARS

At AGM

25 June, 2008

- Keeping register of members and other related documents

At EGM

16 April, 2008

- Allotment of the equity shares of the Company on preferential basis

Postal Ballot

23 January, 2009

- Change in the financial year from calendar year to April-March every year

17 July, 2009

- Shifting of registered office from the state of Maharashtra to the state of Rajasthan.

2 March, 2010

- Utilisation of the share premium account, not exceeding INR 15,000 crores, of the company to adjust the goodwill arising pursuant to the scheme of arrangement

between Cairn India Ltd., Cairn Energy India Pty Ltd., Cairn Energy India West B.V and Cairn Energy Cambay B.V and Cairn Energy Gujarat B.V and their respective shareholders and creditors.

RESOLUTION PASSED THROUGH POSTAL BALLOT LAST YEAR

During the year under review, the Company passed following resolution through postal ballot, as per the details provided below:

Ordinary resolution to issue and allot not exceeding 6,200,000 equity shares of Rs. 10 each/- to employees of the Company under Employee Stock Option Plan (2006) and Cairn India Performance Option Plan (2006). All members on the books as of 15 September, 2010 were sent a postal ballot form along with postage pre-paid business reply envelope. The Scrutinizer, Mr. Nesar Ahmed Practising Company Secretary had carried out the scrutiny of all the Postal Ballot Forms received upto 2.00 p.m. on 1 November 2010 and submitted his Report dated 3 November, 2010. Table 9 shows the details of the voting pattern.

COMPLIANCE WITH CLAUSE 49

Mandatory Requirements

The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49 except with respect to composition of the Board as stated earlier in this chapter, which it intends to comply with fully.

Non-Mandatory Requirements

Remuneration Committee — The Board has constituted a Remuneration Committee, details of which have been given earlier.

Audit qualifications — The Company's financial statements are free from any qualifications by the Auditors.

Training of Board Members — The Board of Directors is periodically updated on the business model, company profile, and the risk profile of the business parameters of the Company.

Whistleblower Policy — The Company has formulated and adopted a Whistleblower Policy, to support the Code of Business Ethics. The policy is designed to enable employees, directors, consultants and contractors to raise concerns internally at a significantly senior level and to disclose information which the individual believes, shows malpractice or wrongdoing which could affect the business or reputation of the Company. Any allegations that fall within the scope of the concerns identified are investigated and dealt with appropriately.

Number of valid postal ballot forms received	7,535
Number of invalid postal ballot forms received	51
Votes in favour of the resolution	1,516,719,161
Votes against the resolution	55,490,765
Resolution passed by % of valid votes received	96.47

Additional Shareholder Information

ANNUAL GENERAL MEETING

Date 18 August, 2011
Time 11:00 AM
Venue: Rangsharda Auditorium,
K C Marg, Bandra Reclamation,
Bandra West, Mumbai-400050

FINANCIAL CALENDAR

For the year ended 31 March, 2011, results were announced on

27 July, 2010: First quarter
28 October, 2010: Second quarter
10 February, 2011 : Third quarter
25 May, 2011 :Fourth (last) quarter and
the financial year's results

For the year ending 31 March, 2012, results will be announced by

Last week of July 2011: First quarter
Last week of October 2011: Half yearly
Last week of January 2012: Third quarter
Last week of May 2012: Fourth quarter
and full financial year's results.

BOOK CLOSURE

The dates of book closure are from
Thursday, 11th August, 2011 to Thursday,
18 August, 2011, inclusive of both days.

LISTING

The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE). The annual listing fee for the financial year 2011- 12 has been paid to BSE and NSE. The stock codes are given in Table 1 below.

MARKET PRICE DATA

Table 2 and Chart A give the details.

DISTRIBUTION OF SHAREHOLDING

Tables 3 and 4 list the distribution of the Shareholding and Shareholding pattern of the Company by size and by ownership class as on 31 March, 2011. Further details of top twenty shareholders are given in Table 5.

DEMATERIALISATION OF SHARES

As on 31 March, 2011, over 99.99% shares of the Company were held in dematerialised form. The shares of the Company are permitted to be traded only in dematerialised form under ISIN INE910H01017.

1 Stock Exchange Codes	
Name of the Stock Exchange	Stock Code
The National Stock Exchange of India	CAIRN
Bombay Stock Exchange Limited	532792

2 High, Low and Volume of Company's Shares Traded During the year ended 31 March, 2011 at the BSE and The NSE						
Months	BSE			NSE		
	High Price	Low Price	No. of Shares traded	High Price	Low Price	No. of Shares traded
April-2010	317.85	296.50	6,374,153	317.90	296.00	39,107,060
May-2010	321.30	266.65	10,686,107	321.30	266.30	65,995,095
June-2010	320.10	283.70	7,789,680	316.90	283.70	41,635,399
July-2010	339.00	290.05	8,721,155	338.95	293.25	53,454,780
August-2010	368.00	328.50	27,000,148	368.05	330.10	122,703,231
September-2010	345.80	322.00	6,084,141	355.00	325.70	58,490,110
October-2010	355.90	316.25	6,137,582	355.00	315.25	46,780,839
November-2010	335.25	285.00	4,072,163	335.90	283.25	41,318,968
December-2010	340.00	313.50	4,567,441	339.55	313.60	40,835,925
January-2011	347.00	320.15	4,826,491	348.00	321.00	38,449,977
February-2011	340.70	306.15	5,346,560	341.00	306.00	54,516,241
March-2011	358.50	336.00	5,198,633	359.00	335.60	54,180,257

Chart A: Share Performance vs Nifty and Sensex



Note: Share prices, Nifty and Sensex indexed to 100 as on the first working day of the financial year 2010-11, i.e.1 April, 2010.

3 Distribution of Shareholding As on 31 March, 2011				
Number of Shares	No of Shareholders	% of Shareholders	Total Shares	% of Shares
Up to 5,000	215,735	92.67	23,978,439	1.26
5,001-10,000	12,828	5.51	7,927,434	0.42
10,001-20,000	2,012	0.86	2,917,738	0.15
20,001-30,000	576	0.25	1,484,324	0.08
30,001-40,000	267	0.12	947,430	0.05
40,001-50,000	213	0.09	1,012,418	0.05
50,001-100,000	379	0.16	2,806,039	0.15
100,001 and above	796	0.34	1,860,843,279	97.84
Total	232,806	100	1,901,917,101	100

4 Shareholding Pattern as on 31 March, 2011			
A	Promoters Holding	No. of Equity Shares face Value INR 10/- Each	Shares held %
1	Indian Promoters	-	-
2	Foreign Promoters	1,183,243,791	62.21
3	Persons acting in concert	-	-
B NON-PROMOTER HOLDINGS			
a)	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/Non-Government Institutions)	105,606,731	5.55
b)	Foreign Institutional Investors	222,070,593	11.68
c)	Public	42,990,007	2.26
d)	Mutual Funds	31,338,914	1.65
e)	NRI (Repatriable)	940,126	0.05
f)	NRI (Non-Repatriable)	359,390	0.02
g)	Bodies Corporate	26,697,955	1.40
h)	Foreign Bodies Corporate	284,333,527	14.95
i)	Clearing Member	1,453,762	0.08
j)	Directors/relatives	2,852,390	0.15
k)	Trusts	29,915	0.00
Grand Total		1,901,917,101	100.00

OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT ON EQUITY

There are no outstanding GDRs / ADRs / warrants or any convertible instruments issued by the Company. However, the Company has outstanding employee stock options, the details of which as on 31 March, 2011 are given in Table 6.

DETAILS OF FUNDS RAISED DURING LAST YEAR

During the year, the company has raised INR 1350 crores by issue of non convertible debentures of INR 100,000 each.

SHARE SUSPENSE ACCOUNT

As per Clause 5A of the Listing Agreement, the status of the equity shares lying in the Suspense Account is given in Table 7.

SHARE TRANSFER SYSTEM

Link Intime India Private Limited is the Registrar and Transfer Agent of the Company. All share transfers and related operations are conducted by Link Intime, which is registered with the SEBI. The Company has a Shareholders'/Investors' Grievance Committee for redressing the complaints/ queries of shareholders and investors.

ADDRESS FOR INVESTOR CORRESPONDENCE

Either

Link Intime India Private Limited
(Unit: Cairn India Limited)
C-13, Pannalal Silk Mills Compound
L.B.S Marg, Bhandup (West)
Mumbai 400 078, India.

E-Mail: rnt.helpdesk@linkintime.co.in

Tel +91 22 25946970

Fax +91 22 25946969

Or

5 Top Twenty Shareholders As On 31 .03.2011			
S.No.	Name	No. of Equity Shares	Shares Held (%)
1	Cairn UK Holdings Limited (CUKHL)	1,183,243,791	62.21
2	Petronas International Corporation Limited	283,431,438	14.90
3	Life Insurance Corporation Of India	54,490,982	2.87
4	LIC Of India Market Plus - 1	17,644,895	0.93
5	LIC Of India - Market Plus	13,837,529	0.73
6	Europacific Growth Fund	12,812,190	0.67
7	Merrill Lynch International Investment Funds	11,705,952	0.62
8	Morgan Stanley Mauritius Company Limited	8,857,522	0.47
9	Pca India Equity Open Limited	7,315,300	0.38
10	Schroder International Selection Fund Emerging Asia	6,837,780	0.36
11	New World Fund Inc	6,587,000	0.35
12	Abu Dhabi Investment Authority – Gulab	6,134,906	0.32
13	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity Index Fund	5,850,774	0.31
14	Merrill Lynch Capital Markets Espana S.A. S.V.	5,204,296	0.27
15	Reliance Life Insurance Company Limited	4,673,039	0.25
16	LIC Of India Money Plus	4,324,643	0.23
17	CIFM Asia Pacific Advantage Fund	4,200,000	0.22
18	Franklin Templeton Investment Funds	3,900,000	0.21
19	State Bank Of India	3,862,003	0.20
20	Flagship Indian Investment Company (Mauritius) Ltd.	3,782,103	0.20

* Includes 6 Nos. of shares held by the nominees of CUKHL.

6 Outstanding ESOPs			
ESOP Scheme	No. of outstanding options	Last date for exercise	Exercise Price (INR)
CIESOP	538,018	31 December,2016	160.00
	1,326,092	19 September,2017	166.95
	3,248,541	28 July,2018	227.00
	18,388	9 December,2018	143.00
	4,750,153	28 July,2019	240.05
	2,849,534	26 July,2020	331.25
CIPOP*	-	31 March,2010	10.00
	-	2 February,2011	10.00
	714,238	28 October,2011	10.00
	895,234	28 October,2012	10.00
	538,192	26 October,2013	10.00
CISMP	2,238,077	18 months after the vesting date, which will occur on Company achieving 30 days' consecutive production of over 150,000 bopd from the Rajasthan Block	33.70

Total 17,116,467

Note * The vesting period is a minimum of three years, subject to the fulfilment of performance conditions as defined in the Plan. The exercise period is three months from the date of vesting of options. The last date of exercise in case of CIPOP is considered on the assumption that the options shall vest after three years of their grant. If all the outstanding stock options granted get vested and exercised, the number of equity shares will increase by 17,116,467.

The Company Secretary
Cairn India Limited
4th Floor, Vipul Plaza, Sun City, Sector 54

Gurgaon 122 002, India.
E-Mail investor.complaints@cairnindia.com
Tel +91 124 4593000
Fax +91 124 2889320

7 Status of Equity lying in the Suspense Account			
S. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying on 1 April, 2010	57	10,360
2	No. of shareholders who approached for transfer of shares from suspense account during the 12 months period ended 31 March, 2011	2	700
3	No. of Shareholders to whom shares were transferred from suspense account during the 12 months period ended 31 March, 2011	2	700
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying on 31 March, 2011	55	9,660

Investors can e-mail their queries/ complaints to investor.complaints@cairnindia.com. The weblink to this E-Mail ID is also available on Company's website www.cairnindia.com under the 'Investor Relations' section.

INVESTOR RELATIONS

The Company has a dedicated Shares Investor Relations Department which helps investors, including FII's and institutional investors, in making informed decisions. This team also maintains close liaison with investors and shares information through periodic meetings including teleconferencing in India and abroad, regular press meeting with investment bankers, research analysts, the media, institutional investors etc. The 'Investor Relations' section on the Company's website (www.cairnindia.com) updates information sought by investors and analysts. It provides the latest information on financial statements,

investor-related events and presentations, annual reports and shareholding pattern along with media releases and the current Company overview, and thus helps existing and potential investors to interact with the Company.

OPERATIONAL LOCATIONS

The Company's oil and gas fields are located at:
Ravva (Andhra Pradesh)
Cambay Basin (Gujarat)
Barmer (Rajasthan)

REGISTERED OFFICE ADDRESS

Cairn India Limited
101, West View,
Veer Savarkar Marg,
Prabhadevi, Mumbai- 400 025

Tel +91 22 24338306
Fax +91 22 24311160

Certificate of the CEO & CFO

THE BOARD OF DIRECTORS

Cairn India Limited
101, West View,
Veer Savarkar Marg,
Prabhadevi, Mumbai- 400 025

Dear Sirs,

We, Rahul Dhir, Managing Director & Chief Executive Officer, and Indrajit Banerjee, Executive Director & Chief Financial Officer, of Cairn India Limited hereby certify to the Board that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31 March, 2011 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by Cairn India Limited during the year which are fraudulent, illegal or violative of the Company's Code of Business Ethics.
- c. We are responsible for establishing and maintaining internal controls for financial reporting in Cairn India Limited, and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- e. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).

We further declare that all Board members and senior management have affirmed compliance with the Company's Code of Business Ethics for the financial year ended 31 March, 2011.

Rahul Dhir
Managing Director & CEO

Indrajit Banerjee
Executive Director & CFO

Date 25 May, 2011
Place Gurgaon

Auditors' Certificate

TO THE MEMBERS OF CAIRN INDIA LIMITED

We have examined the compliance of conditions of corporate governance by Cairn India Limited ('the Company'), for the year ended on March 31, 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, *subject to the fact that the proportion of the independent directors to the total strength of the Board being 40% is less than the minimum prescribed limit of 50%, the Chairman of the Board being related to the promoter of the Company in terms of clarification dated October 23, 2008 issued by the Securities Exchange Board of India*, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **S.R. BATLIBOI & CO.**

Firm registration number: 301003E

Chartered Accountants

per **Raj Agrawal**

Partner

Membership No.: 82028

Place: Gurgaon

Date: 25 May, 2011