



12th September, 2016

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, Plot C/1, G Block
Bandra Kurla Complex Bandra (E)
Mumbai 400 051.

Bombay Stock Exchange Ltd.
Dept. of Corporate Services
P. J. Towers
Dalal Street
Mumbai 400 001.

Re.: Court Convened Meeting of the Equity Shareholders of the Company & Results of Postal Ballot seeking approval of the shareholders in the matter of the Scheme of Arrangement between Cairn India Limited and Vedanta Limited and their respective shareholders and creditors.

Dear Sirs,

With reference to the cited subject and in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), please note the following:

1. Press release with regard to the Scheme of Arrangement between Cairn India Limited and Vedanta Limited and their respective shareholders and creditors as **Annexure I**.

Court Convened Meeting:

2. Voting Results of remote e-voting and poll conducted at the venue as required under Regulation 44 of SEBI Regulations as **Annexure – II**.
3. Report dated 12th September, 2016 (MGT-13) issued by the Scrutinizer on the poll conducted at the meeting venue, pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as **Annexure III**.
4. Report dated 12th September, 2016, from Nilesh Shah, Practicing Company Secretary, Scrutinizer for remote e-voting as **Annexure IV**.
5. Consolidated Scrutinizer's Report dated 12th September, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure V**.

Postal Ballot:

6. Voting Results of Postal Ballot and e-voting as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – VI**.
7. Report dated 12th September, 2016 issued by the Scrutinizer containing details of votes cast by the members through Postal Ballot and e-voting as **Annexure – VII**.

The aforesaid results/ reports will be available on the website of the Company viz. www.cairnindia.com and on CDSL website viz. www.cdslindia.com and is also displayed at the Company's registered and corporate office.

This is submitted for your information and records.

Yours faithfully,
For Cairn India Limited


Sandeep Budhiraja
Compliance Officer

Encl: a/a

**Disclosure as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
on the result of voting for the Postal Ballot**

Company Name	CAIRN INDIA LIMITED
Date of the AGM/EGM- Postal Ballot	September 12, 2016
Total number of shareholders on record date	254514
Record Date	August 9, 2016
No. of shareholders present in the meeting either in person or through	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders who casted their votes:	1703
Promoters and Promoter Group:	0
Public:	1703

Agenda Matter	1. Approval of the Scheme of Arrangement between Cairn India Limited and Vedanta Limited and their respective shareholders and creditors
Resolution Required (Ordinary/ Special):	Ordinary - Votes cast by the public shareholders in favour of the Scheme of Arrangement of Cairn India Limited with Vedanta Limited and their respective shareholders and creditors are more than the number of votes cast by the public shareholders against it



Whether promoter/ promoter group are interested in the agenda/resolution?			No - Only public shareholders are entitled to vote on this resolution in terms of SEBI Circular CIR/CFD/CMD/16/2015 dated 30 November, 2015					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1,122,713,999	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	490,898,637	250,025,538	50.93	127,325,190	122,700,348	50.92	49.08
	Poll		63,677	0.01	0	63,677	0.00	100.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		250,089,215	50.95	127,325,190	122,764,025	50.91	49.09
Public Non Institutions	E-Voting	261,249,845	196,287,314	75.13	195,886,679	400,635	99.80	0.20
	Poll		2,519,656	0.96	1,917,793	601,863	76.11	23.89
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		198,806,970	76.10	197,804,472	1,002,498	99.50	0.50
Total		1,874,862,481	448,896,185	23.94	325,129,662	123,766,523	72.43	27.57

For Cairn India Limited

Sandeep Anshu

Compliance Officer



NILESH G. SHAH B.com, LLB(G), F.C.S.

-----Company Secretaries-----

SCRUTINIZER'S REPORT (Consolidated)

To

The Chairman

Cairn India Limited

1st Floor, Wing "C", Unit No. 103, Wing-2,
Corporate Avenue, Chakala, Andheri (East),
Mumbai – 400093

Dear Sir,

1. The Company has appointed me (Nilesh Shah – Company Secretary in practice having membership No. FCS-4554 and C.P. No. 2631) having address at 211-B, Sona Udyog Industrial Estate, Parsi Panchayat Road, Extension of Old Nagardas Road, Andheri (East), Mumbai – 400 069 as the Scrutinizer for the purpose of conducting the Postal Ballot Voting Process and E-voting process for obtaining approval of Shareholders of the Company in terms of SEBI Circular CIR/CFD/CMD/16/2015 dated 30th November, 2015 for the resolution as set out in the Postal Ballot notice dated 30th July, 2016.

Following reports have been submitted to the Chairman of the Company:

- Separate report on Postal Ballot.
- Separate report on e-voting.

2. I submit this consolidated report for voting conducted through postal ballot and e-voting read as under:

(a) The Company has provided facility to cast vote to all the equity shareholders and has sent the notice of Postal Ballot electronically on 10th August, 2016 to such shareholders whose email IDs were registered with depository participants. For other shareholders, the Notice of Postal Ballot has been sent by permitted mode, dispatch of which was completed on 11th August, 2016.

(b) The e-voting period began at 9.00 a.m. on Friday, 12th August, 2016 and ended at 5.00 p.m. on Sunday, 11th September, 2016. The votes received electronically and through postal ballot from the Shareholders till Sunday, 11th September, 2016 up to 5.00 p.m., being the last date and time fixed by the Company for e-voting and postal ballot were considered for our scrutiny.

(c) Particulars of all the votes received from the members have been entered in a register separately maintained for the purpose.

211 – Back Side, 2nd Floor, Bldg No. 1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old nagardas Road,
Andheri-East, Mumbai-69. Tel No. 28207824/28203582 Email ID nilesh@ngshah.com



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12/09/2016

NILESH G. SHAH_{B.com, LLB(G), F.C.S.}

-----Company Secretaries-----

(d) The votes cast electronically and by Postal Ballot were duly scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as provided by RTA as on 9th August, 2016.

(e) The postal ballot papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations lodged with the Company.

(f) The postal ballot papers which were found defective because of signature mismatch, e-voting and non-shareholding have been treated as invalid and kept separately.

(g) The shareholders falling in the category of 'Public' only have been considered for the purpose of voting in respect of resolution number 1.

3. A summary of the votes cast through Postal Ballot and E-voting is given below:

Resolution No. 1

For approval of the Amalgamation embodied in the Scheme of Arrangement of Cairn India Limited with Vedanta Limited and their respective shareholders and creditors



[Signature]
12/09/2016

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-----Company Secretaries-----

Particulars	Type of Votes	Number of shareholders casted votes	Representing No. of Equity shares of Rs. 10 each
Total number of votes held by all shareholders /representatives who have casted votes	Poll	763	26,85,826
	e-Voting	992	45,04,91,969
	Total	1755	45,31,77,795
Total No. of votes found to be invalid and shareholders abstained (fully or partly) for voting	Poll	37*	1,02,493
	e-Voting	0	41,79,117**
	Total	37*	42,81,610
Total number of valid votes casted by all shareholders / representatives	Poll	726	25,83,333
	e-Voting	992	44,63,12,852
	Total	1718	44,88,96,185
Less : Ballots clubbed on account of multiple folios	Poll	10	--
	e-Voting	5	--
	Total	15	--
Total no of shareholders voting validly	Poll	716	25,83,333
	e-Voting	987	44,63,12,852
	Total	1703	44,88,96,185
Total No of votes FOR the Scheme	Poll	596 ^{##}	19,17,793
	e-Voting	525 [#]	32,32,11,869
	Total	1121	32,51,29,662
% of votes FOR of the Scheme (in terms of numbers / value of votes)	Poll	83.24%	74.24%
	e-Voting	53.19%	72.42%
	Total	65.83%	72.43%
Total No of votes AGAINST the Scheme	Poll	120 ^{##}	6,65,540
	e-Voting	462 [#]	12,31,00,983
	Total	582	12,37,66,523
% of votes AGAINST the Scheme (in terms of numbers / value of votes)	Poll	16.76%	25.76%
	e-Voting	46.81%	27.58%
	Total	34.17%	27.57%

*The same excludes (11) Equity Shareholders aggregating to 9594 Equity Shares who have partially voted in favour / against of their holding and partially abstained from voting.

**The same includes (5) Equity Shareholders who have partially voted in favour / against of their holding and partially abstained from voting.

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[Signature]
12/09/2016

NILESH G. SHAH

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-----Company Secretaries-----

#There are 2 shareholders who have casted their vote partly in favour and partly in against the resolution. For ascertaining the total no. of shareholders, we have considered respective shareholder in the category in which they have voted higher no. of shares (favour/against). There are 5 shareholders (3 in favour and 2 against the resolution) whose folio has been clubbed on account of multiple folios.

##There are 10 shareholders (6 in favour and 4 against the resolution) whose folio has been clubbed on account of multiple folios.

4. You may accordingly declare the result of the voting through Postal Ballot and E-voting.

Thanking you,

Yours truly,



Nilesh G. Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

Place: Mumbai

Dated: 12/09/2016