



WE FUEL AMAZING

Cairn India Limited

Registered Office: 101, West View, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025. Tel.: +91 22 2433 8306, Fax: +91 22 2431 1160, Corporate Office: Vipul Plaza, 3rd & 4th Floors, Suncity, Sector 54, Gurgaon - 122 002. Compliance Officer: Neerja Sharma - Director - Risk Assurance & Company Secretary. Tel.: +91 124 459 3000, Fax: +91 124 288 9320, E-mail: buyback@cairnindia.com, Website: www.cairnindia.com, CIN: L11101MH2006PLC163934.

POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY

This post buy-back Public Advertisement (the "Public Advertisement") is made regarding the completion of the Buy-Back Offer period in compliance with the provisions of Regulation 19(7) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the "Buy-Back Regulations").

This Public Advertisement should be read in conjunction with the public announcement issued by the Company on January 14, 2014 and the corrigendum to such public announcement dated January 22, 2014 issued by the Company (together the "Announcement"). The capitalized terms and abbreviations used in this Public Advertisement have the same meaning as ascribed to them in the Announcement unless otherwise specified.

1. THE BUY-BACK

- The Board of Directors of Cairn India Limited (the "Company"), pursuant to the resolution passed by it at its meeting held on November 26, 2013, and the Shareholders of the Company, by way of a special resolution dated January 6, 2014 passed by postal ballot, in accordance with Article 25 of the Articles of Association of the Company and pursuant to the provisions of Sections 77A, 77B(2) and other applicable provisions, if any, of the Companies Act, 1956 ("Old Companies Act"), and Sections 68, 69, 70 and other provisions and Rules, if any, applicable or notified, from time to time, under the Companies Act, 2013 ("New Companies Act", and together with the Old Companies Act, "Companies Act") and in compliance with the Buy-Back Regulations including any amendments, statutory modification(s) or re-enactments thereof, for the time being in force and, subject to such other approvals, permissions and sanctions as may be required from the Securities and Exchange Board of India ("SEBI"), the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and together with the BSE, the "Stock Exchanges"), Reserve Bank of India ("RBI") or any other applicable regulator, had approved the purchase by the Company of its fully paid up equity shares of face value of INR 10/- each (the "Equity Shares") from its existing Shareholders, excluding promoters of the Company ("Promoters") and persons in control of the Company ("Persons in Control") as had been disclosed by the Company in its last filings made pursuant to the listing agreements with each of the Stock Exchanges, at a price not exceeding INR 335 (Rupees three hundred and thirty five) per Equity Share ("Maximum Buy-Back Price") payable in cash, out of free reserves and/or securities premium account, from the open market through the Stock Exchanges for an aggregate amount not exceeding INR 5,725,00,00,000 (Rupees five thousand seven hundred and twenty five crores) ("Maximum Buy-Back Size"), being an amount which was less than 15% (fifteen percent.) of the total paid-up capital and free reserves of the Company based on the audited financial statements of the Company as at September 30, 2013 ("Buy-Back Offer"). The Maximum Buy-Back Price and the Maximum Buy-Back Size did not include brokerage costs, SEBI turnover charges, taxes such as securities transaction tax, service tax, relevant stamp duty and expenses ("Transaction Costs").
- The Company issued a public announcement dated January 14, 2014 announcing the Buy-Back Offer pursuant to the provisions of Regulation 15(c) read with Regulation 15(d) of the Buy-Back Regulations and a corrigendum to the public announcement was issued by the Company on January 22, 2014.
- The Buy-Back Offer was implemented by the Company by way of open market purchases through the Stock Exchanges, as provided under the Buy-Back Regulations through the nationwide trading terminals of the Stock Exchanges through the order matching mechanism (except the "all or none" order matching system).
- The Buy-Back Offer commenced on January 23, 2014 and closed on July 22, 2014, i.e. within 6 months from the commencement of the Buy-Back Offer, in accordance with Regulation 15(k) of the Buy-Back Regulations.

2. DETAILS OF THE BUY-BACK

- The total number of Equity Shares bought back pursuant to the Buy-Back Offer is 36,703,839 Equity Shares representing 21.48% of the Maximum Buy-Back Shares of 170,895,522 Equity Shares. The Company has extinguished 36,703,839 Equity Shares till July 22, 2014.
- The total amount invested in the Buy-Back Offer is INR 12,254,542,050.84/- excluding Transaction Costs, representing 21.41% of the Maximum Buy-Back Size of INR 5,725,00,00,000.
- The price at which the Equity Shares were bought back was dependent on the price quoted on the Stock Exchanges. The highest price at which the Equity Shares were bought back was INR 335.00 per Equity Share while the lowest price was INR 318.90 per Equity Share. The Equity Shares were bought back at an average price of INR 333.88 per Equity Share (price calculated has been rounded to the nearest paisa). These prices are based on daily reporting by the brokers, and exclude Transaction Costs.
- Since the Buy-Back was done only through order matching mechanism from the open market through Stock Exchanges the identity of shareholders from whom Equity Shares exceeding one percent of the total Equity Shares were bought back in the Buy-Back Offer, is not known to the Company.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buy-Back Offer, is as under:

	As on the date of Public Announcement	Post Completion of Buy-Back Offer
Authorised:	INR 22,500,000,000 2,250,000,000 Equity Shares of face value INR 10 each	INR 22,500,000,000 2,250,000,000 Equity Shares of face value INR 10 each
Issued:	INR 19,109,004,200 ⁽¹⁾ 1,910,900,420 Equity Shares of face value INR 10 each	INR 18,741,965,810 ⁽²⁾ 1,874,196,581 Equity Shares of face value INR 10 each
Subscribed and Paid-up:	INR 19,109,004,200 ⁽¹⁾ 1,910,900,420 Equity Shares of face value INR 10 each	INR 18,741,965,810 ⁽²⁾ 1,874,196,581 Equity Shares of face value INR 10 each

Note:

- The Company has on 9th January, 2014, allotted 100,694 (One lakh six hundred and ninety four) equity shares to its employees against exercise of stock options granted to them. The same are included in the share capital shown above.
- Post Buy-Back Offer capital structure after adjusting for a total of 36,703,839 Equity Shares bought back under the Buy-Back Offer. As disclosed in paragraph 2.1 above, the Company has extinguished 36,703,839 Equity Shares till July 22, 2014.

- The shareholding pattern of the Company, pre and post the Buy-Back Offer, is as under:

Category of Shareholder	Pre Buy-Back Offer (As disclosed in the Announcement)		Post Buy-Back Offer			
	No. of Equity Share	Shareholding as a % of total no. of Equity Shares	No. of Equity Shares	Shareholding as a % of total no. of Equity Shares		
(A) Shareholding of Promoter and / or Persons In Control						
(1) Indian	383,840,413	20.09	383,840,413	20.48		
(2) Foreign	738,873,586	38.67	738,873,586	39.42		
Total shareholding of Promoter and / or Persons In Control (A)	1,122,713,999	58.76	1,122,713,999	59.90		
(B) Public Shareholding						
(1) Institutions						
- Mutual Funds / UTI	35,443,046	1.85	751,482,582	40.10		
- Financial institutions / Banks	159,835,969	8.36				
- Central Government / State Government(s)	325,612	0.02				
- Insurance Companies	2,232,625	0.12				
- Foreign Institutional Investors	311,829,865	16.32				
- Qualified Foreign Investor	50	0				
- Sub Total	509,667,167	26.67				
(2) Non-Institutions						
- Bodies Corporate	31,197,873	1.63				
- Individuals	47,827,481	2.50				
- Any Others (Specify)						
- Non Resident Indians	1,810,163	0.09				
- Clearing Members	670,640	0.04				
- Trusts	560,057	0.03				
- Foreign Corporate Bodies	196,174,600	10.27				
- Directors of the Company	177,746	0.01				
- Sub Total	278,418,560	14.57				
Total Public shareholding (B)	788,085,727	41.24				
Total (A)+ (B)	1,910,799,726⁽¹⁾	100.00	1,874,196,581⁽²⁾	100.00		

Note:

- The Company has on 9th January, 2014, allotted 100,694 (One lakh six hundred and ninety four) equity shares to its employees against exercise of stock options granted to them. The same have not been reflected in the shareholding pattern.
- Post Buy-Back Offer capital structure after adjusting for a total of 36,703,839 Equity Shares bought back under the Buy-Back Offer and 100,694 (One lakh six hundred and ninety four) equity shares allotted by the Company on 9th January, 2014 to its employees against exercise of stock options granted to them. As disclosed in paragraph 2.1 above, the Company has extinguished 36,703,839 Equity Shares till July 22, 2014.

2. MANAGERS TO THE BUY-BACK OFFER:



Standard Chartered Securities (India) Limited*
2nd Floor, 23-25, M.G. Road, Fort, Mumbai 400 001
Tel: (91 22) 4205 6110; Fax: (91 22) 4205 5999
Investor grievance e-mail: investor@sc.com
Contact Person: Ramesh Ramanathan

*Standard Chartered Securities (India) Limited has obtained a certificate of registration as a Merchant Banker - Category I from SEBI which is valid till August 3, 2014. It has made an application dated April 28, 2014 to SEBI for grant of a certificate of permanent registration in accordance with the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended. The certificate of permanent registration from SEBI is awaited.

DIRECTORS' RESPONSIBILITY:

As per Regulation 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Advertisement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Cairn India Limited

Dr. Omkar Goswami
Director

Ms. Neerja Sharma
Director - Risk Assurance & Company Secretary

Date: July 23, 2014
Place: Mumbai

Morgan Stanley

Morgan Stanley India Company Private Limited,
18 F/19 F, Tower 2, One Indiabulls Centre,
841, Senapati Bapat Marg, Mumbai 400 013
Tel: (91 22) 6118 1000; Fax: (91 22) 6118 1011
Investor grievance e-mail: cairn_india_buyback@morganstanley.com
Contact Person: Shashank More