

Ref: NSE/LIST/42053

September 10, 2015

The Company Secretary  
Vedanta Limited  
Sesa Ghor  
20 EDC Complex  
Patto  
Panaji - 403001

**Kind Attn.: Mr Rajeev Chowbey**

Dear Sir,

**Sub: Observation letter for draft Scheme of Amalgamation of Cairn India Limited with Vedanta Limited and their respective shareholders and creditors.**

This has reference to draft Scheme of Amalgamation of Cairn India Limited (“Transferor Company”) with Vedanta Limited (“Transferee Company”) and their respective shareholders and creditors submitted to NSE vide your letter dated June 22, 2015.

Based on our letter reference no Ref: NSE/LIST/34234 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated September 10, 2015, has given following comments on the draft Scheme of Arrangement:

*“a) The Company is advised that the letter from the office of the Deputy Commissioner of Income Tax (International Taxation), Circle-1(2) (1) dated June 23, 2015 is brought to the notice of Hon’ble High Court.*

*b) The Company shall duly comply with various provisions of the Circulars.”*

We hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

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The validity of this “Observation Letter” shall be six months from September 10, 2015, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,  
For National Stock Exchange of India Limited

Radhika Ropalekar  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)