



VEDL/Sec./SE/16-17/115

January 12, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 500295

Scrip Code: VEDL

Dear Sir/Madam,

Sub: Compliances under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Please find enclosed herewith the following documents for Compliances under the above mentioned Regulations:

1. Statement of Investor Complaints for the quarter ended December 31, 2016, pursuant to Regulation 13(3) of Listing Regulations.
2. Report on Corporate Governance for the Quarter ended December 31, 2016, pursuant to Regulation 27(2) of Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015.

We request you to please take the above on record.

Thanking you,

Yours sincerely,
For Vedanta Limited

Bhūmika Sood
Company Secretary & Compliance Officer

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **Vedanta Limited**
2. Quarter ending: **December 31, 2016**

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive /independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Navin Agarwal	ACTPA4140J & 00006303	Executive-Chairperson	August 17, 2013	NA	3	Nil	Nil
Mr.	Tarun Jain	AACPJ9089J & 00006843	Executive	April 1, 2014	NA	3 [#]	4%	Nil
Mr.	Thomas Albanese	BNCPA8714K & 06853915	Executive	April 1, 2014	NA	1	Nil	Nil
Mr.	GR Arun Kumar	ADJPA2469F & 01874769	Executive	November 22, 2016	NA	1	Nil	Nil
Mr.	Naresh Chandra	AAAPC1072G & 00015833	Independent-Non-Executive	January 29, 2015 [@]	3 years	7 [^]	10	1
Mr.	Ravi Kant	AAIPK7999L & 00016184	Independent-Non-Executive	January 29, 2015 [@]	3 years	2	1	Nil
Ms.	Lalita D. Gupte	AAEPG5696C & 00043559	Independent-Non-Executive	January 29, 2015 [@]	3 years	5 ^{##}	7	1
Ms.	Anuradha Dutt	AAGPD5393M & 00145124	Independent-Non-Executive	April 27, 2015	3 years	1	1	1

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#Mr. Tarun Jain is a Director in Bharat Aluminum Company Limited whose only Debt Securities are listed.

%Mr. Tarun Jain was appointed as the Member of Stakeholder Relationship Committee of Vedanta Limited on October 28, 2016.

^Mr. Naresh Chandra in addition to being Independent Director in 7 listed entities, he is also a Non-Executive, Non-Independent Director in 2 Listed Entities.

##Ms. Lalita D. Gupte is a Director in India Infradebt Limited whose only Debt Securities are listed.

@ Mr. Ravi Kant (on January 28, 2014) and Mr. Naresh Chandra and Ms. Lalita D. Gupte (on March 29, 2014) were appointed in 'casual vacancy' as Independent Directors. On January 29, 2015, they were appointed as Independent Directors under Section 149 of the Companies Act, 2013 for a fixed term of 3 years. Further, the appointment was confirmed by the Shareholders by way of resolution passed through Postal Ballot on March 30, 2015.



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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ⁵
1. Audit Committee	1. Ms. Lalita D. Gupte	Chairperson – Independent – Non Executive Director
	2. Mr. Naresh Chandra	Independent – Non Executive Director
	3. Mr. Ravi Kant	Independent – Non Executive Director
2. Nomination & Remuneration Committee	1. Mr. Naresh Chandra	Chairperson – Independent – Non Executive Director
	2. Ms. Lalita D. Gupte	Independent – Non – Executive Director
	3. Mr. Ravi Kant	Independent – Non – Executive Director
	4. Mr. Navin Agarwal	Executive Director
3. Risk Management Committee(if applicable)	1. Mr. Thomas Albanese	Executive Director
	2. Mr. Tarun Jain	Executive Director
	3. Mr. GR Arun Kumar*	Executive Director
	4. Mr. Dilip Golani	Director – Management Assurance System & Information Technology
4. Stakeholders Relationship Committee	1. Ms. Anuradha Dutt	Chairperson – Independent – Non Executive Director
	2. Mr. Tarun Jain	Executive Director
	3. Ms. Lalita D. Gupte	Independent-Non-Executive Director
5. Corporate Social Responsibility Committee	1. Mr. Naresh Chandra	Chairperson – Independent – Non Executive Director
	2. Mr. Ravi Kant	Independent – Non Executive Director
	3. Ms. Anuradha Dutt	Independent – Non Executive Director
	4. Mr. Thomas Albanese	Executive Director
	5. Mr. Tarun Jain	Executive Director

⁵Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen

*Mr. GR Arun Kumar appointed as member of Risk Management Committee on November 22, 2016.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
July 22, 2016 July 29, 2016 September 30, 2016	October 28, 2016 November 22, 2016	27 days (both days exclusive)

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
October 27, 2016 (Audit Committee)	Yes all members were present.	July 22, 2016 July 28, 2016	90 days (both days exclusive)
October 28, 2016 (Nomination and Remuneration Committee)	Yes three out of four Committee members were present.	July 29, 2016 September 30, 2016	Not Applicable
November 22, 2016 (Nomination and Remuneration Committee)	Yes three out of four Committee members were present.		Not Applicable
December 15, 2016 (Nomination and Remuneration Committee)	Yes all members were present.		Not Applicable
October 27, 2016 (Corporate Social Responsibility Committee)	Yes all members were present.	No meeting in previous quarter. Last meeting conducted on April 27, 2016.	Not Applicable
December 8, 2016 (Risk Management Committee)	Yes all members were present.	August 24, 2016	Not Applicable



* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Pursuant to Regulation 27(2)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that no material related party transaction was entered into by the Company during the quarter under review.

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee **Yes**
 - b. Nomination & remuneration committee **Yes**
 - c. Stakeholders relationship committee **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. **Yes** Any comments/ observations/ advice of Board of Directors may be mentioned here: **None**.



Name & Designation Bhumi Sood
Company Secretary & Compliance Officer