



VEDL/Sec./SE/16-17/76

October 12, 2016

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: Quarterly Compliance Report on Corporate Governance for the Quarter and Half-Year ended September 30, 2016

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015, we enclose herewith the Quarterly Compliance Report on Corporate Governance for the Quarter and Half-Year ended September 30, 2016.

Request to please take on record.

Thanking you,

Yours sincerely,
For Vedanta Limited

Bhumika Sood
Compliance Officer

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **Vedanta Limited**
2. Quarter ending: **September 30, 2016**

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^{\$} & 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.	Dindayal Jalan	ABHPJ9120E & 00006882	Executive	April 1, 2014/ September 30, 2016 [@]	NA	1	3	Nil
Mr.	Tarun Jain	AACPJ9089J & 00006843	Executive	April 1, 2014	NA	3 [#]	3	Nil
Mr.	Thomas Albanese	BNCPA8714K & 06853915	Executive	April 1, 2014	NA	1	Nil	Nil
Mr.	Naresh Chandra	AAAPC1072G & 00015833	Independent-Non-Executive	March 29, 2014	3 years	7 [^]	10	1
Mr.	Ravi Kant	AAIPK7999L & 00016184	Independent-Non-Executive	January 28, 2014	3 years	2	1	Nil
Ms.	Lalita D. Gupte	AAEPG5696C & 00043559	Independent-Non-Executive	March 29, 2014	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. 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. Jalan superannuated from the position of Executive Director and CFO w.e.f. September 30, 2016.

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II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) [§]	
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. Dindayal Jalan	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. Dindayal Jalan	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	
[§] 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			
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)	
April 28, 2016 June 29, 2016	July 22, 2016 July 29, 2016 September 30, 2016	64 days (both days inclusive)	
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*
July 22, 2016 (Audit Committee)	Yes two out of three members were present.	April 27, 2016 June 29, 2016	64 days (both days inclusive)
July 28, 2016 (Audit Committee)	Yes all members were present.		
July 28, 2016 (Stakeholder and Relationship Committee)	Yes all members were present	No meeting in the previous quarter	Not Applicable
July 29, 2016 (Nomination and Remuneration Committee)	Yes all Committee members were present.	April 28, 2016	Not Applicable
September 30, 2016 (Nomination and Remuneration Committee)	Yes all Committee members were present.		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

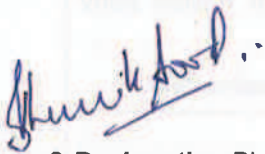
Pursuant to Regulation 27(2)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that no material related party transaction was entered into by the Company during the quarter under review.

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 Bhumika Sood
Compliance Officer

ANNEXURE III

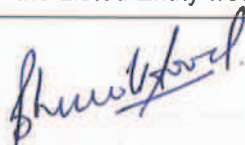
Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	Yes

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.



Name & Designation Bhumika Sood
Compliance Officer