

VEDL/Sec./SE/17-18/155

January 15, 2018

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(s),

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

Please find enclosed herewith the Report on Corporate Governance for the Quarter ended December 31, 2017, 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 faithfully,
For Vedanta Limited



Bhumika Sood

Company Secretary & Compliance Officer

VEDANTA LIMITED

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REGISTERED OFFICE: Vedanta Limited, 1st Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East),
Mumbai - 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **Vedanta Limited**
2. Quarter ending: **December 31, 2017**

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	2	Nil	Nil
Mr.	Tarun Jain	AACPJ9089J & 00006843	Executive	April 1, 2014	NA	2 ⁽¹⁾	2	Nil
Mr.	GR Arun Kumar	ADJPA2469F & 01874769	Executive	November 22, 2016	NA	2 ⁽²⁾	4 ⁽³⁾	Nil
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	6 ⁽⁴⁾	8	2
Mr.	K. Venkataramanan	AABPV8512F & 00001647	Independent Non-Executive	April 1, 2017	3 years	3	1	Nil
Mr.	Aman Mehta	AAGPM5030J & 00009364	Independent-Non-Executive	May 17, 2017	3 years	6	7	1
Ms.	Priya Agarwal	ANFPA8240C & 05162177	Non-Executive	May 17, 2017	NA	1	Nil	Nil

[§]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.

- 1) Mr. Tarun Jain is a Director in Bharat Aluminum Company Limited whose only Debt Securities are listed.
- 2) Mr. GR Arun Kumar is a Director in Vizag General Cargo Berth Private Limited whose only Debt Securities are listed.
- 3) Mr. GR Arun Kumar is a member of the Audit Committee of Vizag General Cargo Berth Private Limited whose only Debt Securities are listed.
- 4) Ms. Lalita D. Gupte is a Director in India Infradebt Limited and ICICI Lombard General Insurance Company Limited whose only Debt Securities are listed.

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. Aman Mehta	Independent – Non Executive Director	
	3. Mr. Ravi Kant	Independent – Non Executive Director	
2. Nomination & Remuneration Committee	1. Mr. Aman Mehta	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. Tarun Jain	Executive Director	
	2. Mr. GR Arun Kumar	Executive Director	
	3. Mr. Dilip Golani	Director – Management Assurance System & Information Technology	
4. Stakeholders Relationship Committee*	1 Ms. Lalita D. Gupte	Chairperson – Independent – Non Executive Director	
	2. Mr. Tarun Jain	Executive Director	
	3. Mr. K. Venkataramanan	Independent-Non-Executive Director	
	4. GR Arun Kumar	Executive Director	
5. Corporate Social Responsibility Committee*	1. Mr. Ravi Kant	Chairperson – Independent – Non Executive Director	
	2. Mr. Aman Mehta	Independent – Non Executive Director	
	3. Mr. K. Venkataramanan	Independent – Non Executive Director	
	4. Ms. Priya Agarwal	Non-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 [#] For the Risk Management Committee, Chairman of each meeting is appointed at the start of each meeting as per Regulation 21(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
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 25, 2017 August 31, 2017	November 2, 2017 December 19, 2017	62 (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*
November 2, 2017 (Audit Committee)	Yes	July 25, 2017	99 days (both days exclusive)
November 2, 2017 (Nomination and Remuneration Committee)	Yes	July 25, 2017 August 31, 2017	Not Applicable
October 12, 2017 (Risk Management Committee)	Yes	No meetings in the previous quarter	Not Applicable
November 2, 2017 (Stakeholder Relationship Committee)	Yes	No meetings in the previous quarter	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

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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
Company Secretary & Compliance Officer