

VEDL/Sec./SE/17-18/45

July 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 Report on Corporate Governance for the First Quarter ended June 30, 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 sincerely,
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

CIN: L13209MH1965PLC291394

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **Vedanta Limited**

2. Quarter ending: **June 30, 2017**

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	2 ^{##}	2	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	2	Nil
Mr.	Naresh Chandra	AAAPC1072G & 00015833	Independent-Non-Executive	January 29, 2015	3 years	8 ^{^^}	9	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	6 ^{##}	8	1
Mr.	K. Venkataraman	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	5	5	2
Ms.	Priya Agarwal	ANFPA8240C & 05162177	Non-Executive	May 17, 2017 ^{**}	NA	1	Nil	Nil

^sPAN 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 passed away on July 9, 2017. In addition to being Independent Director in 6 listed entities, he was also a Non-Executive, Non-Independent Director in 2 Listed entities.

^{##}Ms. Lalita D. Gupte is a Director in India Infradebt Limited and ICICI Lombard General Insurance Company Limited whose only Debt Securities are listed.

^{\$\$} Change in directorship as Cairn India Limited merged with Vedanta Limited w.e.f April 11, 2017.

[@] Mr. K Venkataraman appointed on the Board of the company w.e.f April 1, 2017.

^{**} Mr. Aman Mehta and Ms. Priya Agarwal appointed as Non-executive Independent Director and Non-Executive Director respectively on Board of the company w.e.f May 17, 2017.

For Vedanta Limited



Bhumika Sood

Company Secretary & Compliance Officer

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. GR Arun Kumar	Executive Director
	4. 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
5. Corporate Social Responsibility Committee*	1. Mr. Naresh Chandra	Chairperson – Independent – Non Executive Director
	2. Mr. Ravi Kant	Independent – Non Executive Director
	3. Mr. K. Venkataramanan *	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

@Ms. Lalita D. Gupte has been appointed as the Chairperson of the Stakeholder Relationship Committee w.e.f. April 1, 2017.

*Mr. K Venkataramanan appointed as the member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee w.e.f. April 1, 2017.

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)
February 14, 2017 March 30, 2017	April 11, 2017 May 15, 2017	33 (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*
May 15, 2017 (Audit Committee)	Yes	February 13, 2017	47 days (both days exclusive)
		March 28, 2017	Not Applicable
May 15, 2017 (Nomination and Remuneration Committee)	Yes	March 30, 2017	Not Applicable
No meeting in present quarter (Stakeholder Relationship Committee)	NA	February 13, 2017	Not Applicable
June 28, 2017 (Risk Management Committee)	Yes	March 15, 2017	Not Applicable

For Vedanta Limited


Bhumika Sood
Company Secretary & Compliance Officer

May 15, 2017 (Corporate Social Responsibility Committee)	Yes	No meeting in previous quarter	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.

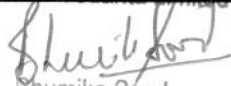
Note

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee **Yes**
 - Nomination & remuneration committee **Yes**
 - Stakeholders relationship committee **Yes**
 - Risk management committee (applicable to the top 100 listed entities) **Yes**
- 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**
- 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**
- 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**.

For Vedanta Limited



Bhumika Sood

Company Secretary & Compliance Officer

Name & Designation Bhumika Sood
Company Secretary & Compliance Officer