



VEDL/Sec./SE/17-18/07

April 13, 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 Quarter and Year ended March 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 sincerely,  
**For Vedanta Limited**

A handwritten signature in blue ink, appearing to read "Bhumika Sood", written over a horizontal line.

**Bhumika Sood**  
**Company Secretary & Compliance Officer**

**VEDANTA LIMITED** (Formerly known as Sesa Sterlite Limited)

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www.vedantalimited.com

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai-400093, Maharashtra, India | T +91-022 6643 4500 | F +91-022 6643 4530

CIN: LI3209MH1965PLC291394

**Format to be submitted by listed entity on quarterly basis**

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

2. Quarter ending: **March 31, 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee) <sup>&amp;</sup>	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 <sup>#</sup>	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 <sup>^</sup>	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	6 <sup>##</sup>	8	1
Ms.	Anuradha Dutt	AAGPD5393M & 00145124	Independent-Non-Executive	April 27, 2015/ March 31, 2017 <sup>@</sup>	3 years	1	1	1

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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.

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

<sup>^</sup>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.

<sup>##</sup>Ms. Lalita D. Gupte is a Director in India Infradebt Limited and ICICI Lombard General Insurance Company Limited whose only Debt Securities are listed.

<sup>@</sup> Ms. Anuradha Dutt ceased to be member of the Board w.e.f. March 31, 2017.

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) §</b>
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

§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. Anuradha Dutt ceased to be member and Chairperson of Stakeholder Relationship Committee and member of Corporate Social Responsibility Committee w.e.f. March 31, 2017.

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

\*Mr. K Venkataraman 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**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
October 28, 2016 November 22, 2016	February 14, 2017 March 30, 2017	83 days (both days exclusive)

### **IV. Meeting of Committees**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
February 13, 2017 (Audit Committee)	Yes all members were present.	October 27, 2016	108 days (both days exclusive)
March 28, 2017 (Audit Committee)	Yes all members were present.		Not Applicable
March 30, 2017 (Nomination and Remuneration Committee)	Yes all members were present.	October 28, 2016 November 22, 2016 December 15, 2016	Not Applicable
February 13, 2017 (Stakeholder Relationship Committee)	Yes all members were present.	No meeting in previous quarter. Last meeting conducted on July 28, 2016.	Not Applicable

March 15, 2017 (Risk Management Committee)	Yes three out of four members were present	December 8, 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**


<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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

**Annexure II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Agreement</b>		
<b>Items</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of Conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and / or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	The said annual certification will be complied prior to approval of the Financial Statement and Cash Flow in the

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		forthcoming Board Meeting
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination and remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transactions	23(1),(5),(6),(7)&{(8)	Yes
Prior or Omnibus approval of Audit committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	No material Related Party Transactions were entered by the Company
Composition of Board of Directors of unlisted material subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1. In the column 'Compliance Status', compliance or non-compliance may be indicated by Yes/No/NA. 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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>III Affirmations</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p> <p><b>Yes</b></p>		
 <p><b>Name &amp; Designation Bhumika Sood</b> <b>Company Secretary &amp; Compliance Officer</b></p>		