

VEDL/Sec./SE/17-18/88

October 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 & VEDLRPS

Scrip Code: VEDL & VEDLPI

Dear Sir/Madam,

Sub: Compliances under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996

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

1. Report on Corporate Governance for the Quarter ended September 30, 2017, pursuant to Regulation 27(2) of Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015;
2. Certificate from Practicing Company Secretary for the Half-Year ended September 30, 2017, pursuant to Regulation 40(9) of Listing Regulations;
3. Statement of Investor Complaints for the quarter ended September 30, 2017, pursuant to Regulation 13(3) of Listing Regulations for Equity and Preference Shares;
4. Compliance Certificate from the Share Transfer Agent, pursuant to Regulation 7(3) of Listing Regulations for Equity and Preference Shares;
5. Audit Report by Practicing Company Secretary for Reconciliation of Share Capital for the quarter ended September 30, 2017, pursuant to Regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 w.r.t. Equity and Preference Share Capital.

The above compliances (from point 3 to 5) are applicable towards Equity shares of Re.1 each (ISIN INE205A01025) and 7.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of face value of Rs.10/- each (ISIN INE205A04011).

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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www.vedantalimited.com

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: **September 30, 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.	Thomas Albanese ⁽²⁾	BNCPA8714K & 06853915	Executive	April 1, 2014/ August 31, 2017 ⁽²⁾	NA	0	Nil	Nil
Mr.	GR Arun Kumar	ADJPA2469F & 01874769	Executive	November 22, 2016	NA	1	3 ⁽³⁾	Nil
Mr.	Naresh Chandra ⁽⁴⁾	AAAPC1072G & 00015833	Independent-Non-Executive	January 29, 2015/ July 9, 2017 ⁽⁴⁾	3 years	0	Nil	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 ⁽⁵⁾	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 ⁽⁶⁾	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. Thomas Albanese superannuated from the position of Executive Director and Chief Executive Officer w.e.f. the end of business hours on August 31, 2017

3)Mr. GR Arun Kumar appointed as Member of Stakeholder Relationship Committee in Vedanta Limited w.e.f. July 12, 2017

4)Mr. Naresh Chandra demised on July 9, 2017.

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

6)Mr. Aman Mehta appointed as member of Audit Committee of Vedanta Limited w.e.f. July 12, 2017



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 ¹	Independent – Non Executive Director
	3. Mr. Ravi Kant	Independent – Non Executive Director
2. Nomination & Remuneration Committee	1. Mr. Aman Mehta ²	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 ³	Executive Director
5. Corporate Social Responsibility Committee*	1. Mr. Ravi Kant ⁴	Chairperson – Independent – Non Executive Director
	2. Mr. Aman Mehta ⁵	Independent – Non Executive Director
	3. Mr. K. Venkataramanan	Independent – Non Executive Director
	4. Ms. Priya Agarwal ⁵	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

1 Mr. Aman Mehta appointed as member of Audit Committee w.e.f. July 12, 2017

2 Mr. Aman Mehta appointed as member and Chairman of Nomination and Remuneration Committee w.e.f. July 12, 2017

3 Mr. GR Arun Kumar appointed as member of Stakeholder Relationship Committee w.e.f. July 12, 2017

4 Mr. Ravi Kant appointed as Chairman of Corporate Social Responsibility Committee w.e.f. July 12, 2017

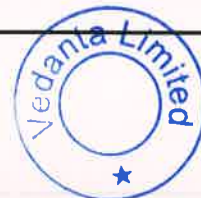
5 Mr. Aman Mehta & Ms. Priya Agarwal appointed as members of Corporate Social Responsibility Committee w.e.f. July 12, 2017

* 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)
April 11, 2017 May 15, 2017	July 25, 2017 August 31, 2017	70 (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*
July 25, 2017 (Audit Committee)	Yes	May 15, 2017	70 days (both days exclusive)
July 25, 2017 August 31, 2017 (Nomination and Remuneration Committee)	Yes	May 15, 2017	Not Applicable
No meetings in the current quarter (Risk Management Committee)	NA	June 28, 2017	Not Applicable
No meetings in the current quarter (Corporate Social Responsibility Committee)	NA	May 15, 2017	Not Applicable

* 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.	
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee Yes</p> <p>b. Nomination & remuneration committee Yes</p> <p>c. Stakeholders relationship committee Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) Yes</p> <p>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</p> <p>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</p> <p>5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. Yes</p> <p>Any comments/ observations/ advice of Board of Directors may be mentioned here: None.</p>	
<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>Name & Designation Bhumika Sood Company Secretary & Compliance Officer</p> </div> <div style="text-align: center;">  </div> </div>	

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>	34(3) read with para C of Schedule V	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
Company Secretary & Compliance Officer

