



No. Sec. /A-SE/15-16/36

October 7, 2015

Corporate Relationship Department
BSE Limited
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

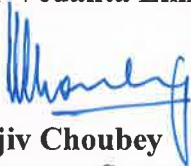
Dear Sir / Madam,

Sub.: Quarterly Report of Compliance with Clause 49 of the listing Agreement for the quarter ended 30.09.2015

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended September 30, 2015.

Thanking you,


Yours sincerely
For Vedanta Limited


Rajiv Choubey
Company Secretary & VP – Legal

Encl.: as above

**Quarterly Compliance Report on Corporate Governance for Quarter
ended September 30, 2015**

| Particulars | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|---|-----------------------------|-------------------------------|--|
| II Board of Directors | 49 II | | |
| (A) Composition of Board | 49 (IIA) | Yes | - |
| (B) Independent Directors | 49 (IIB) | Yes | - |
| (C) Non-Executive Directors' compensation & disclosures | 49 (IIC) | Yes | - |
| (D) Other Provisions as to Board and Committees | 49 (IID) | Yes | - |
| (E) Code of Conduct | 49 (IIE) | Yes | - |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | - |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | - |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | - |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | - |
| (D) Role of Audit Committee | 49 (IIID) | Yes | - |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | - |
| IV Nomination and Remuneration Committee | 49 (IV) | Yes | - |
| V Subsidiary Companies | 49 (V) | Yes | The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15 |
| VI Risk Management | 49 (VI) | Yes | - |
| VII Related Party Transactions | 49 (VII) | Yes | - |
| VIII Disclosures | 49 (VIII) | | |
| (A) Related Party Transactions | 49 (VIIIA) | Yes | - |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | - |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15 |
| (D) Management | 49 (VIII D) | Yes | The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15. |
| (E) Shareholders | 49 (VIII E) | Yes | The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15. |
| (F) Proceeds from public issues, rights issue, preferential issues etc. | 49 (VIII F) | NA | - |





| | | | |
|---|---------|-----|--|
| IX.CEO/CFO Certification | 49 (IX) | Yes | - |
| X Report on Corporate Governance | 49 (X) | Yes | The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15. |
| XI. Compliance | 49 (XI) | Yes | The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15. |

For Vedanta Limited

Rajiv Choubey
Company Secretary & VP - Legal