



No. Sec./A-SE/15-16/018

July 8, 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 30.06.2015**

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

Thanking you,

Yours sincerely  
**For Vedanta Limited**

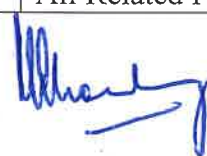
A handwritten signature in blue ink, appearing to read "Rajiv Choubey", is written over a horizontal line.

**Rajiv Choubey**  
**Company Secretary & VP-Legal**

Encl : as above

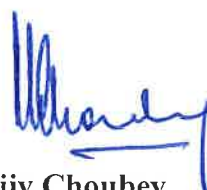
**Quarterly Compliance Report on Corporate Governance for Quarter ended June 30, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
<b>II Board of Directors</b>	49 II		
(A) Composition of Board	49 (IIA)	Yes	<ul style="list-style-type: none"> <li>As on June 30, 2015, the Board comprises of 8 directors out of which 4 were independent director and 4 were executive directors.</li> <li>Ms. Anuradha Dutt was appointed as an Independent Director on April 27, 2015 for a period of three years effective April 27, 2015 to April 26, 2018 subject to shareholders approval at the ensuing Annual General Meeting scheduled on July 11, 2015.</li> </ul>
(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	-
<b>III. Audit Committee</b>	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	-
<b>IV Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V Subsidiary Companies</b>	49 (V)	Yes	The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15
<b>VI Risk Management</b>	49 (VI)	Yes	-
<b>VII Related Party Transactions</b>	49 (VII)	Yes	All Related Party Transactions are



			subject to prior approval of the Audit Committee. The Company has formulated a policy on the Related Party Transactions.
<b>VIII Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	No material Related Party Transactions were entered by the Company during the quarter under review.
(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	-
<b>IX.CEO/CFO Certification</b>	49 (IX)	Yes	-
<b>X Report on Corporate Governance</b>	49 (X)	Yes	The necessary disclosures has been made in the Annual Report for the Financial Year 2014-15
<b>XI. Compliance</b>	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

08.07.2015