

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **Vedanta Limited**
2. Quarter ending: **March 31, 2018**

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & 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 ⁽¹⁾	NA	2 ⁽²⁾	2	Nil
Mr.	GR Arun Kumar	ADJPA2469F & 01874769	Executive	November 22, 2016	NA	2 ⁽³⁾	4 ⁽⁴⁾	Nil
Mr.	Ravi Kant	AAIPK7999L & 00016184	Independent-Non-Executive	January 29, 2018 ⁽⁶⁾	78 months and 13 days	2	1	Nil
Ms.	Lalita D. Gupte	AAEPG5696C & 00043559	Independent-Non-Executive	January 29, 2018 ⁽⁶⁾	78 months and 13 days	6 ⁽⁵⁾	8	2
Mr.	K. Venkataramanan	AABPV8512F & 00001647	Independent Non-Executive	April 1, 2017	36 months	3	1	Nil
Mr.	Aman Mehta	AAGPM5030J & 00009364	Independent-Non-Executive	May 17, 2017	36 months	6	7	1
Mr.	UK Sinha ⁽⁷⁾	AHSPS5192A & 00010336	Independent-Non-Executive	March 13, 2018	41 months	2	2	Nil
Ms.	Priya Agarwal	ANFPA8240C & 05162177	Non-Executive	May 17, 2017	NA	1	Nil	Nil

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category 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 re-appointed as Whole-Time Director w.e.f. April 1, 2018.

(2) Mr. Tarun Jain is a Director in Bharat Aluminum Company Limited whose only Debt Securities are listed.

(3) Mr. GR Arun Kumar is a Director in Vizag General Cargo Berth Private Limited whose only Debt Securities are listed.

(4) Mr. GR Arun Kumar is a member of the Audit Committee of Vizag General Cargo Berth Private Limited whose only Debt Securities are listed.

(5) Ms. Lalita D. Gupte is a Director in India Infradebt Limited whose only Debt Securities are listed.

(6) Mr. Ravi Kant and Ms. Lalita D. Gupte were appointed as Independent Directors under Section 149 of the Companies Act, 2013 for a fixed term of 3 years. They are re-appointed as Independent Directors for a second and final term w.e.f. January 29, 2018 till August 10, 2021.

(7) Mr. UK Sinha appointed as Non-Executive Independent Director on the Board of the Company w.e.f. March 13, 2018

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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	Independent – Non-Executive Director	
	3. Mr. Ravi Kant	Independent – Non-Executive Director	
	4. Mr. UK Sinha [@]	Independent – Non-Executive Director	
2. Nomination & Remuneration Committee	1. Mr. Aman Mehta	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. Mr. UK Sinha [@]	Independent-Non-Executive Director	
	5. Mr. GR Arun Kumar	Executive Director	
5. Corporate Social Responsibility Committee*	1. Mr. Ravi Kant	Chairperson – Independent – Non-Executive Director	
	2. Mr. Aman Mehta	Independent – Non-Executive Director	
	3. Mr. K. Venkataramanan	Independent – Non-Executive Director	
	4. Mr. UK Sinha [@]	Independent – Non-Executive Director	
	5. Ms. Priya Agarwal	Non-Executive Director	
	6. Mr. Tarun Jain	Executive Director	
<p>& 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</p> <p># 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.</p> <p>[@]Mr. UK Sinha was appointed as Non-Executive Independent Director on the Board of the Company w.e.f. March 13, 2018. He was inducted as a member of Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee w.e.f. March 28, 2018.</p>			
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)	
November 2, 2017 December 19, 2017	January 31, 2018 March 13, 2018 March 28, 2018	46 (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*
Audit Committee: January 30, 2018 March 28, 2018	Yes	November 2, 2017	88 days (both days exclusive)

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Nomination and Remuneration Committee: March 13, 2018 March 28, 2018	Yes	November 2, 2017	Not Applicable
Risk Management Committee: January 12, 2018	Yes	October 12, 2017	Not Applicable
Corporate Social Responsibility Committee: January 30, 2018	Yes	No meeting in previous quarter	Not Applicable
Stakeholder Relationship Committee: No meeting in current quarter	NA	November 2, 2017	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.

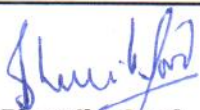
Note

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.**



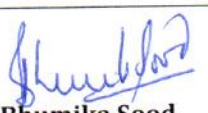
Bhumika Sood
Company Secretary & Compliance Officer

Annexure II

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

I. Disclosure on website in terms of Listing Agreement		
Items	Compliance status (Yes/No/NA)	
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	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
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 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

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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>Note</p> <ol style="list-style-type: none"> 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. 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. 		
<p>III Affirmations</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. - Yes</p>		
 Bhumika Sood Company Secretary & Compliance Officer		