

**STATUTORY REPORTS****REPORT ON  
CORPORATE GOVERNANCE**

Vedanta Limited, is and has always been, committed, in true spirit, for adoption of best governance practices. Companies today are evaluated by the Shareholders and other Stakeholders not based on financial performance alone, but on the other non-financial parameters, viz., level of governance and sustainability practices, viz., health, safety, environment practices, quality of products & services and its impact on environment, Corporate Social Responsibility (CSR), transparency, disclosures etc. Corporate Governance (Governance) is aimed at creating systems and putting in processes whereby organisations are able to generate long-term wealth and create value for all its stakeholders. Transparency, accountability, fairness and responsibility are the four basic tenets of Corporate Governance and Vedanta Limited ('Company' or 'Vedanta') believes that fair, transparent and ethical governance practices are sine qua non for the way we do business.

**Company's Philosophy on Code of Governance**

Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At Vedanta we are committed to meet the aspirations of all our stakeholders which include shareholders, customers, suppliers, banks & financial institutions, government, employees and the community at large. We ensure:

- ▶ Transparency, fairness and timely disclosures;
- ▶ Fair and Equitable treatment to all shareholders and protection of shareholder's interests and rights;
- ▶ Compliances with all applicable laws & regulations;
- ▶ Ethical business decisions to meet stakeholder expectations; and
- ▶ Accountability of the Board to the Company and its Stakeholders.

Our governance practices are self-driven and focused to meet the aspirations of the stakeholders and at the same time create an institution which all stakeholders are proud to be associated with.

**Board of Directors**

The Board of Directors (the "Board") of the Company are committed to best governance practices in the Company to ensure sustainability and long term value. The Board plays a major role in overseeing how the management serves the short term and long term interests of shareholders and other stakeholders. The Board along with its Committees provide leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company.

**Composition, Directorship and Meetings**

The Board of Directors presently consists of Eight (8) Directors comprising of Four (4) Whole-Time Directors and Four (4) Non-Executive Independent Directors. The Chairman is an Executive Director. The position of Chairman of the Board and Chief Executive Officer of the Company are held by separate individuals.

Detailed profile of each of the Directors is available on the website of the Company at [www.vedantalimited.com](http://www.vedantalimited.com) in the investor relation section.

During FY 2015-16, Board of Directors met seven (7) times on April 29, 2015, May 28, 2015, June 14, 2015, July 29, 2015, October 27, 2015, November 27, 2015 and January 28, 2016. The gap between any two consecutive meetings of the Board of Directors of the Company was not more than One Hundred and Twenty Days (120 days). The Board of Directors approved Nine (9) matters by passing resolution(s) by circulation during FY 2015-16.

Composition of the Board of Directors of the Company and other Directorship(s)/ Committee Membership(s)/ Chairmanship(s) as on March 31, 2016, and number of meetings held during their tenure and attended by them etc. are given in Table - 1.

**TABLE - 1**

Name of Directors	Category	No. of Board meetings held during his/her tenure and attended in 2015-16		Whether attended last AGM held on July 11, 2015	Number of Directorships in other public companies	Number of Committee# positions held in other public companies*	
		Held	Attended			Member	Chairman
Navin Agarwal (DIN: 00006303)	Executive Chairman	7	6	Yes	3	Nil	Nil
Naresh Chandra (DIN: 00015833)	Independent Director	7	6	No	8 <sup>^</sup>	9	1
Ravi Kant (DIN: 00016184)	Independent Director	7	6	Yes	Nil	Nil	Nil
Lalita Dileep Gupte (DIN: 00043559)	Independent Director	7	7	Yes	5	5	Nil
Anuradha Dutt & (DIN:00145124)	Independent Director	7	5	Yes	Nil	Nil	Nil
Thomas Albanese (DIN: 06853915)	Whole-Time Director & Chief Executive Officer	7	6 <sup>@</sup>	Yes	Nil	Nil	Nil
Tarun Jain (DIN: 00006843)	Whole-Time Director	7	5 <sup>^</sup>	Yes	2	3	Nil
Dindayal Jalan (DIN: 00006882)	Whole-Time Director & Chief Financial Officer	7	7	Yes	4	1	1

\* excluding private limited companies, foreign companies and companies under Section 8 of Companies Act, 2013, trusts and alternate directorships as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

# only Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

@ Mr. Thomas Albanese attended the meeting held on May 28, 2015 through audio call and was not counted for the purpose of quorum.

& Ms. Anuradha Dutt was appointed on the Board of the Company as an Independent Director w.e.f. April 27, 2015 through resolution passed by circulation.

\$ Mr. Tarun Jain attended the meeting held on October 27, 2015 through video conference, however he was not counted for the purpose of quorum.

^ In terms of Regulation 25 (1), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Naresh Chandra holds the position of Independent Director in 7 listed companies (including Vedanta Limited). Out of the reported 8 public companies Mr. Chandra is holding the position of Non-Independent Director in 2 companies.

**Notes:**

1. None of the above directors are related inter-se.
2. None of the Directors hold the office of director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 25 and 26 of the Securities and Exchange Board of India, (Listing Obligations & Disclosure Requirements) Regulations, 2015
3. Video / tele-conferencing facilities were facilitated to Directors travelling in India or abroad for participation in the meeting on requirement basis.

information as enumerated in Part A of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1441284401427.pdf](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1441284401427.pdf) is made available to the Board of Directors for discussions and considerations.

**Information given to the Board**

The dates for the Board Meetings for the ensuing year are decided well in advance and communicated to the Directors. Additional meetings of the Board are held when deemed necessary. Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committee(s). However, in case of business exigencies or urgencies, few resolutions are passed by way of circulation and if required same is supported by an audio call to explain the rationale. The Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company. The recommendations of the Committees are placed before the Board for necessary approvals. The

The Company has in place a web-based application vide which Agenda papers and pre-reads are uploaded online and which can be accessed by the Directors immediately through their iPads. This initiative has facilitated immediate availability of agenda papers to the Directors and at the same time, it is environment friendly (in terms of conservation of paper) and also maintains confidentiality of the information shared with the Board.

**Selection / Appointment procedure**

As per the Company's Nomination and Remuneration Policy, selection of new Board Member(s) is the responsibility of the Nomination and Remuneration Committee ('NRC'), which is subsequently considered and approved by the Board. The NRC considers the knowledge, skill, professional & functional

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expertise, industry orientation, diverse academic, professional or technical background, gender, age etc. while selecting an individual as a director. The appointment of a new Director is finally approved by the shareholders either through postal ballot or in a General Meeting.

#### Board Independence

Based on the confirmation/ disclosures received from the Directors, all Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

There are no material pecuniary relationships or transactions between the Independent Directors and the Company, except for sitting fees and commission drawn by them for attending the meeting of the Board and Committee(s) thereof. None of the Non-Executive Directors hold any shares or convertible instruments in the Company.

A separate meeting of the Independent Directors was held on April 27, 2016 to discuss inter alia:

- The performance of the Chairperson of the Company, taking into account the views of Executive and Non-Executive Directors;
- The performance of the Non-Independent Directors and the Board as a whole;
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### Board Familiarization and Induction Program

The Company has adopted a well-structured induction policy for orientation and training of the Non-Executive Directors to provide them with an opportunity to familiarise themselves with the Company, its management, its operations and the industry in which the Company operates. The induction programme includes one-to-one interactive sessions with the Executive Directors, Senior Management including the Business CEOs and also includes visit to Company and its subsidiaries plant sites and locations.

Further, in every quarterly Board meeting, a detailed review on the various business divisions and major subsidiaries is presented on rotation basis in order to update the Directors and to ensure their effective participation in the Company's strategy, business performance, operations, finance, investor relations, risk management framework, human resources, IT and other related matters. The presentations to the Board includes update on risk management, company's policies, and quarterly performance report which includes information on business performance, operations, financial parameters, litigations, compliances.

During the year, the Independent Directors visited the facilities at Barmer of Cairn India Limited (CIL) and mines and plant at Rampura Agucha and Chanderiya Smelter of Hindustan Zinc Limited (HZL), subsidiaries of the Company. Site visits were also organised at the Value Added Business of Iron-Ore division. Further, the Independent Directors are also regularly informed on the Company operations by way of monthly CEO Report. The Directors are presented in advance with the Board Calendar for the entire year which includes coverage of businesses and corporate functions to keep them fully updated on key developments of the Company. Any other important development related to the company, is periodically communicated to the Non-Executive/ Independent Directors.

Detailed familiarisation programme for Directors is available on the Company's website at [http://www.vedantalimited.com/media/95643/familiarization\\_programme.pdf](http://www.vedantalimited.com/media/95643/familiarization_programme.pdf)

#### Code of Business Conduct and Ethics

The Company has laid down a Code of Conduct (COC) which is applicable to all the Board members and Senior Management of the Company. The COC is available on the website of the Company [www.vedantalimited.com](http://www.vedantalimited.com). The Code has been circulated to all members of the Board and Senior Management and they have affirmed compliance with the Code. A declaration signed by the Chief Executive Officer (CEO) to this effect is attached as *Annexure I* to this Report.

As an issuer of securities in the United States, the Company is subject to the US Foreign Corrupt Practices Act (FCPA). Further, on account of our parent company, Vedanta Resources Plc., incorporated in United Kingdom and listed on London Stock Exchange, the Company is subject to UK Bribery Act (UKBA). Other countries where we do business have their own anti-corruption laws. Accordingly, the Company, its subsidiaries and affiliates and all officials that act on behalf of the Company, its subsidiaries and affiliates comply fully with the FCPA and UKBA and all applicable anti-corruption laws, in doing business anywhere in the world.

#### Certification

The certificate required under Regulation 17(8) of the SEBI Listing Regulations duly signed by the Chief Executive Officer and Chief Financial Officer was placed before the Board and the same is provided as *Annexure II* to this report.

#### Risk Mitigation Plan

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. These procedures are being periodically reviewed by the Risk Management Committee to ensure that management controls risk through means of properly defined framework. A separate section on Principal Risk & Uncertainties is covered in the Management Discussions & Analysis.

## Board Committees

The Board has constituted Committee(s) of directors, with adequate delegation of powers. The Company Secretary of the Company acts as the Secretary to the Committees. The Board is responsible for constituting, assigning and co-opting the members of the Committees. Each Committee has its own charter which sets forth the purposes, goals and responsibilities of the Committees. These Committees comprise mainly of Independent Directors who as per the terms of reference oversee the Committee's function and executes its duties and responsibilities. As at the year end, there are six (6) Committees constituted by the Board as per following details:

### 1. Audit Committee

As on March 31, 2016, the Audit Committee of the Board comprises of three (3) Non-Executive Directors all of whom are Independent. The Chairperson of the Audit Committee is a Non-Executive Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

The CEO, CFO, Director-Finance, Director- Management Assurance Services (MAS), Deputy Chief Financial Officer and the Statutory Auditors regularly attend the meeting of the Audit Committee as permanent invitees. Other invitees are invited on need basis to brief the Audit Committee on important matters.

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Approval of annual internal audit plan;
2. Review and approval of related party transactions;
3. Review of financial reporting systems;
4. Ensuring compliance with regulatory guidelines;
5. Reviewing the quarterly, half yearly and annual financial results;
6. Discussing the annual financial statements and auditors report before submission to the Board with particular reference to the (i) Director's Responsibility Statement; (ii) major accounting entries; (iii) significant adjustments in financial statements arising out of audit findings; (iv) compliance with listing requirements etc.;
7. Interaction with statutory, internal and cost auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

### Meeting, Attendance and Composition

During FY 2015-16, the Audit Committee met Eight (8) times i.e. on April 28, 2015; May 28, 2015; June 14, 2015; July 28, 2015; October 26, 2015; November 27, 2015; December 16, 2015 and January 27, 2016. The time gap between two meetings was less than One Hundred and Twenty days (120 days). The Audit Committee members approved Seven (7) matters by passing resolution(s) by circulation during FY 2015-16.

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The composition and attendance of members at the meetings held during FY 2015-16, are given in Table - 2.

**TABLE - 2**

Name of the Member	Category	No. of meetings during the year 2015-16	
		Held	Attended
Lalita D. Gupte (Chairperson)	Independent Director	8	8
Ravi Kant	Independent Director	8	7
Naresh Chandra	Independent Director	8	7

In addition, the Audit Committee also meets the Statutory Auditors without the presence of the management. The Company Secretary acts as the Secretary to the Audit Committee.

#### 2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board was reconstituted during the year. The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The role of Committee inter-alia includes:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid

down, and recommend to the Board of Directors their appointment and removal;

5. To consider and evaluate whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors.

#### Composition, names of members and attendance during the year

As of March 31, 2016, the Nomination & Remuneration Committee comprises of four (4) members of which three (3) are Independent Directors and one (1) is Executive Director, who is the Executive Chairman of the Company. The Chairman of the Committee is a Non-Executive Independent Director.

During FY 2015-16, the Nomination and Remuneration Committee met two (2) times i.e. on April 29, 2015 and July 29, 2015.

The composition and attendance of members at the meetings held during FY 2015-16, are given in Table - 3.

**TABLE - 3**

Name of the Member	Category	No. of Meetings held during his/ her tenure and attended	
		Held	Attended
Naresh Chandra (Chairman)	Independent Director	2	2
Ravi Kant	Independent Director	2	2
Lalita D. Gupte*	Independent Director	1	1
Navin Agarwal	Executive Chairman	2	2

\*Appointed as member of Committee w.e.f April 29, 2015.

### Performance Evaluation Criteria

The Company believes in conducting its business affairs in a fair and transparent manner; giving highest regard to good Corporate Governance practices and ensuring transparency, accountability and equity across all facets of operation and in all interactions with Stakeholders.

The Nomination and Remuneration Committee had laid down the evaluation criteria for performance evaluation of every director including Independent director and the Board pursuant to the Corporate Governance norms prescribed by the Companies Act, 2013 and SEBI Listing Regulations.

The broad parameters laid down for the evaluation are as under:

Sr. No.	Parameters	Indicators
1.	Board Structure	Board Composition, Diversity and Mix
2.	Business Excellence	Knowledge and review of Company's business and operations
3.	Strategic Review	Discussion on strategic matters/scenario planning and evaluation
4.	Business Performance Evaluation	Review of business performance/various divisions/subsidiaries
5.	Managing Stakeholders	Positioning Company with external stakeholders
6.	Internal Control and Risk Management	Risk identification, control and mitigation plan
7.	People Development	Succession Planning and interaction with Senior Management
8.	Processes and Procedures	Quality and Frequency of meetings, presentation/information, analysis etc.

### Remuneration Policy for Directors

The remuneration paid by the Company to its Executive and Non-Executive Directors is decided by taking into consideration the following:

- Company's size and global presence;
- Remuneration trend in the industry;
- Compensation paid by peer companies;
- As a reflection of responsibility and performance; and
- Employment scenario.

### Remuneration paid to Executive Director(s)

The Company has four (4) Executive Directors viz. Mr. Navin Agarwal, Mr. Thomas Albanese (CEO), Mr. Tarun Jain and Mr. DD Jalan (CFO). The remuneration of the Executive Directors is approved by the Board of Directors within the limits approved by the shareholders on the basis of the recommendation of the Nomination and Remuneration Committee.

The Executive Directors' remuneration has two components: fixed pay and annual variable pay (performance linked incentive). The fixed component is paid to the directors on monthly basis; the performance linked incentive is paid on the basis of individual performance after the end of financial year based on the recommendation of the Nomination

and Remuneration Committee. Additionally, the Executive Directors are given deferred stock options of Vedanta Resources Plc.

### Remuneration paid to Non-Executive Independent Director

During the financial year the Non-Executive Directors do not have any pecuniary relationship or transactions with the Company. The appointment letter issued to the Independent Director is available on the website of the Company [www.vedantalimited.com](http://www.vedantalimited.com). The Independent directors are eligible for sitting fees and commission as under:

- Commission as decided by the Board;
- The commission is payable annually after review of the financial position/ performance of the Company and approval of the annual financial results for the year;
- The payment of commission is subject to availability of sufficient profits within an overall ceiling of 1% of net profits and is within the limits approved by the shareholders in general meeting;
- Sitting fees of ₹ 50,000/- for attending meeting of the Board;
- Sitting fees of ₹ 50,000/- for attending meetings of Audit Committee of Board;
- Sitting fees of ₹ 10,000/- for attending other Committee meetings;

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#### Remuneration to Director(s)

Table - 4 gives details of remuneration paid to Directors. During 2015-16, the Company did not advance any loan to any of its Directors. Further no Director has been granted any stock options of the Company during the year.

(₹ in Crore )

**TABLE 4:** Remuneration paid or payable to Directors for the year ended March 31, 2016 and relationship with each other

Name of the Director	Relationship with other Directors	Sitting Fees	Salary and Perquisites	Provident, and Superannuation Funds	Commission to Non-Executive Directors / performance incentive for the Executive Directors	Total	No. of Stock-holding options of the Holding Company
Navin Agarwal	None	0	9.23	1.29	2.66	13.18	4,40,000
Naresh Chandra	None	0.069	0	0	0.55	0.619	None
Ravi Kant	None	0.068	0	0	0.55	0.618	None
Lalita Dileep Gupte	None	0.079	0	0	0.55	0.629	None
Anuradha Dutt	None	0.027	0	0	0.50	0.527	None
Thomas Albanese	None	0	6.74	0.59	1.86	9.19	3,70,000
Tarun Jain	None	0	6.69	0.74	2.01	9.44	3,00,000
Dindayal Jalan	None	0	3.89	0	1.41	5.30	1,44,000

#### Notes :

- Sitting fees are paid for Board level Committees i.e. Audit, Stakeholders, Nomination and Remuneration and Corporate Social Responsibility Committee
- Commission to Non Executive Independent Directors is payable for the financial year ended March 31, 2016.
- Ms. Anuradha Dutt was appointed on April 27, 2015 and hence the commission is proportionately payable to her for 11 months.
- The Performance Incentive for the Executive Directors is paid for FY 2014-15 during the FY 2015-16.
- The Company's holding Company i.e., Vedanta Resources Plc, has granted its stock options to Company's Executive Directors. The fair value for the year 2015-16 in relation to option granted to Mr. Navin Agarwal is ₹ 2.01 Crore, Mr. Tarun Jain is ₹ 1.86 Crore, Mr. Thomas Albanese is ₹ 1.87 Crore and Mr. D D Jalan is ₹ 0.88 Crore.
- The stock option includes 4 option scheme: ESOP 2012, ESOP 2013, PSP 2014 & PSP 2015.
- The ESOP 2012 options vest in the following manner: 50% on September 24, 2013, 30% on September 24, 2014 and remaining 20% on September 24, 2015 based on business performance.
- The ESOP 2013 options vests in the following manner: 40% on May 16, 2014, 30% on May 16, 2015 and 30% on May 16, 2016 based on business performance.
- The PSP 2014 options vest after three years from date of grant i.e. on November 17, 2017, based on achievement of performance conditions and completion of tenure with the Group.
- The PSP2015 options vests after three years from date of grant i.e. on December 30, 2018, based on achievement of performance conditions.
- Deferred Share Bonus Plan FY 2014-15, not included above.

#### 3. Stakeholders' Relationship Committee

During the year the Stakeholders' Relationship Committee has been re-constituted on April 29, 2015 to appoint Ms. Anuradha Dutt as a member of the Committee. As on March 31, 2016 the Committee comprise of three (3) members. Ms. Anuradha Dutt, Non-Executive Independent Director is the Chairperson of the Committee.

The main function of the Stakeholders' Relationship Committee is to strengthen the investor relations. The Committee looks into redressal of shareholders' complaints and proper and timely attendance on the investors grievances. The key responsibilities of the Committee are as under:

- Redressal of Shareholders'/Investors' complaints;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under in the SEBI Listing Regulations.

#### Meeting, Attendance and Composition

The Committee met three (3) times during FY 2015-16 viz. April 28, 2015; July 28, 2015 and January 27, 2016. The minutes of the Committee meeting are noted by the Board at its meeting. The attendance records of members of the Stakeholders Relationship Committee is given in Table - 5

**TABLE - 5** Details of Stakeholders Relationship Committee

Name of the Member	Category	No. of Meetings held during his/ her tenure and attended	
		Held	Attended
Anuradha Dutt (Chairperson)*	Independent Director	2	2
Lalita D. Gupte	Independent Director	3	3
D. D. Jalan	Whole-Time Director & CFO	3	3

\*Appointed as member and Chairperson of Committee w.e.f. April 29, 2015.

**Compliance Officer**

Mr. Rajiv Choubey, Company Secretary & VP Legal, acts as Compliance Officer of the Company for complying with the requirements of the SEBI Listing Regulations, and requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992.

During FY 2015-16, the investor complaints received by the Company were general in nature, which were resolved to the satisfaction of the shareholders.

The status of complaints is reported to the Board on quarterly basis. Details of investors' complaints as on March 31, 2016 are given in Table - 6.

**TABLE - 6** The details of shareholders' complaints during 2015-16

Sr. No.	Nature of complaints /letters and correspondence	Received	Replied	Closing Balance
1	Share Transfers	331	331	0
2	Transmission of Shares /Deletion of the name of the share certificate	568	568	0
3	Change of Address /Updation of bank mandates / ECS /Updation of signature	1184	1184	0
4	Conversion into Remat & Demat /Split	855	855	0
5	Issuance of Duplicate Share Certificates	253	253	0
6	Revalidation Dividend Warrants	632	632	0
7	Clarification on shares/ transfers /Stop Transfers	1234	1234	0
8	Non-receipt of shares /new face value shares	881	881	0
9	Registration of Power of Attorney	13	13	0
10	Non-receipt of Dividend	1044	1044	0
11	Non-receipt of Annual Reports	628	628	0
12	Inclusion /Updation of Nominee Shareholder	8	8	0
13	Communication to be in physical mode	74	74	0
14	Misc. requests /grievances	98	98	0
15	Complaints received through Stock Exchanges, SEBI and Ministry of Corporate Affairs			
	(a) Non receipt of shares	24	24	0
	(b) Non receipt of dividends	7	7	0
	(c) Non receipt of redemption payments	1	1	0
	(d) Miscellaneous	22	22	0
	<b>Total</b>	<b>7857</b>	<b>7857</b>	<b>0</b>

**Share Transfer Committee**

In addition to the Stakeholders' Relationship Committee, the Board has constituted another committee referred as the Share & Debenture Transfer Committee comprising of members from the senior management to approve the transfer of equity shares of the Company. The members of the Share Transfer Committee are Mr. G.R. Arun Kumar, Deputy CFO; Mr. Rajiv Choubey, Company Secretary & VP Legal and Ms. Pooja Yadava, GM Legal. There were 20 meetings held during the year ended March 31, 2016. The number of pending share transfers as on March 31, 2016 is Nil.

**Committee of Director for Issuance of Share Certificate**

On April 28, 2016, the Board has constituted a Committee of Directors for Issuance of Share Certificates comprising of Mr. Tarun Jain, Whole-Time Director, Mr. Thomas Albanese, Whole-Time Director & CEO and Mr. DD Jalan, Whole-Time Director & CFO to periodically approve issuance of duplicate certificates and new certificates on account of split, consolidation, renewal, de-mat, re-mat of shares, debenture, and other securities issued by the Company from time to time.

**4. Corporate Social Responsibility Committee**

The Company's Corporate Social Responsibility (CSR) Committee comprises of five (5) members including three (3) Independent Directors and two (2) Executive Directors. The broad terms of reference of the CSR Committee are as follows:

- To formulate and recommend to the Board the CSR Policy and activities to be undertaken by the Company in this regard and to monitor the same from time to time;
- Recommending the amount of expenditure to be incurred on CSR activities of the Company;
- Reviewing the performance of the Company in the area of CSR;
- Guidance on the impact of business activities on environment and society; and
- Monitoring the implementation of the CSR projects or activities undertaken by the Company.

**Meeting, Attendance and Composition**

During the Financial Year ended March 31, 2016, the Committee met two times (2) i.e. on April 28, 2015 and January 27, 2016. The composition and attendance of members at the meetings held during FY 2015-16 are given in Table - 7.



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**TABLE – 7** Details of Corporate Social Responsibility Committee

Name of the Member	Category	No. of Meetings held during his/ her tenure and attended	
		Held	Attended
Naresh Chandra (Chairman)	Independent Director	2	2
Ravi Kant	Independent Director	2	1
Ms. Anuradha Dutt*	Independent Director	1	0
Thomas Albanese	Whole-Time Director & CEO	2	1
Tarun Jain	Whole-Time Director	2	1

\*Appointed as member of committee w.e.f. May 28, 2015.

#### 5. Risk Management Committee

The Board had constituted the Risk Management Committee to periodically review the risk matrix and ensure that the executive management controls risk through properly defined framework. The constitution of the Committee is in compliance with Regulation 21 of the SEBI Listing Regulation. The Committee comprises of four (4) members including three (3) Executive Directors and one (1) member from the Senior Management/ Executive Committee (EXCO). The meetings of the Risk Management Committee are chaired by the Director as specified in Regulation 21 of SEBI Listing Regulations.

##### Scope and Responsibility

- ▶ To review the Risk Management Policy and associated frameworks, processes and practices of the Company and to recommend to the Audit Committee/ Board for approval/ changes;
- ▶ To ensure that the Company takes appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- ▶ To evaluate significant risk exposures of the Company and assess management's action to mitigate exposures in a timely manner;
- ▶ To assess risk on ongoing basis and minimising the procedures; and
- ▶ To make a comprehensive reporting system;

#### 6. Committee of Directors

In addition to the above committees, the Board has also constituted a functional committee known as the 'Committee of Directors' to cater to various day-to-day requirements and to facilitate seamless operations of the Company. The Committee of Directors comprises of the four (4) Executive Directors and meets as and when required. During the year under review, the Committee met nine (9) times.

##### Executive Committee (EXCO)

Further, to ensure periodical review of the various business divisions and key subsidiaries of the Company, the Group has constituted an Executive Committee headed by the Executive Chairman of the Company. The members of the EXCO are Group CEO, Group CFO, Director-Finance, CEO-Diversified Metals, President-Global Zinc Business, CEO of the Business (Copper, Aluminium, Power, Iron-Ore) and CEO of Key Subsidiaries (CEO-HZL, CEO- Cairn, Group General Counsel, Head of HR, Corporate Communications & Sustainability. The CFOs/Deputy CFOs of respective businesses and subsidiaries and other invitees are also invited to EXCO. The EXCO meets every month, chaired by Group CEO.

## General Meetings

The location, date and time of the Annual General Meetings held during the last three years and special resolutions passed thereat are given in Table - 8

**TABLE - 8** Last Three Annual General Meetings:

Year	Location	Date & Time	Special Resolutions passed
2012-13	Hotel Mandovi, Panaji Goa.	June 27, 2013 at 10.00 a.m.	None
2013-14	Main Hall of Institute Menezes Braganza, Panaji, Goa.	July 11, 2014 at 11.00 a.m.	<ul style="list-style-type: none"> <li>▶ Re-appoint Mr. M.S. Mehta as Whole-Time Director designated as Chief Executive Officer for the period January 1, 2014 to March 31, 2014</li> <li>▶ Appoint Mr. Thomas Albanese as Whole-Time Director, designated as Chief Executive Officer for the period April 1, 2014 to March 31, 2017</li> <li>▶ Appoint Mr. Tarun Jain as Whole-Time Director for the period April 1, 2014 to March 31, 2018</li> <li>▶ Appoint Mr. Dindayal Jalan as Whole-Time Director designated as Chief Financial Officer for the period April 1, 2014 to September 30, 2014</li> <li>▶ Payment of commission to Independent / Non-Executive Directors of the Company</li> <li>▶ Payment of commission to Independent / Non-Executive Directors of the Company and erstwhile Sterlite Industries (India) Limited</li> </ul>
2014-15	Panjim Community Centre Near Four Pillars, Mala, Panaji, Goa	July 11, 2015 at 11.00 a.m.	To approve offer or invitation for subscription of Non -Convertible Debentures or other Debt Securities on Private Placement basis.

## Postal Ballot

During the year, the shareholders passed the resolution for shifting of the Registered Office from the State of Goa to the State of Maharashtra by way of Postal Ballot. The Notice dated May 28, 2015 was sent to the members of the Company and the last date for receipt of postal ballot forms & e-voting was Monday, July 6, 2015 and the results were declared on Tuesday, July 7, 2015 at the Registered Office and Corporate Office of the Company. The Postal Ballot Forms, received within Thirty (30) days of despatch, were

considered by the Scrutinizer. Advocate R. G. Ramani from Panaji, Goa was appointed as the Scrutinizer, to conduct the postal ballot voting process in a fair and transparent manner. The postal ballot notice and the results were made available on the Company's website [www.vedantalimited.com](http://www.vedantalimited.com) and the Registrar & Transfer Agents, M/s Karvy Computershare, website <https://evoting.karvy.com>. According to the Scrutinizer's report, the Resolutions were passed by the requisite majority. The details of voting results are given in Table - 9.

**TABLE - 9** Details of the voting results:

Description of Resolution	No of Votes Cast			No. of Total Valid Postal Ballot Forms/ e-votes received
	For	Against	Invalid	
Shifting of registered office from State of Goa to State of Maharashtra	2305303798 (99.96%)	51172 (0.00%)	975716 (0.04%)	2306330686 (100%)

## Proposal for Postal Ballot:

The Company proposes to seek shareholders consent by way of Postal Ballot for increase in limits under Section 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments and Guarantees and security in connection with loan(s) from ₹ 60,000 Crore to ₹ 80,000 Crore. The Notice alongwith the explanatory statement shall be despatched to the shareholders. The Company shall comply with all requirements/regulations as per Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations.

## Means of Communication

One of the most important components of Corporate Governance is to communicate with the shareholders through effective means. Being a responsible corporate citizen, the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, the Company, sends Annual Reports, Intimation for dividend payment, Notices related to General Meetings and Postal Ballot by email to those shareholders whose email ids are registered with the Company. They are also sent in hard copies to those shareholders whose email ids are not registered.

## STATUTORY REPORTS

### REPORT ON CORPORATE GOVERNANCE

The financial results are published in the leading dailies 'Economic Times' (English Daily all editions) and Gomantak (vernacular language newspaper) and are also posted on the website for the information of shareholders'/Investors'. The Company organizes an earnings call with the analysts and investors on the day of announcement of results.

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, schedule of analyst meet and other general information about the Company are available on the Company's website [www.vedantalimited.com](http://www.vedantalimited.com).

#### Additional Shareholders' Information

##### Annual General Meeting

Date: Wednesday, June 29, 2016

Time: 11.00 a.m. IST

Venue: Main Hall of Institute Menezes Braganza, Panaji, Goa - 403001, India

#### Financial Calendar for the year April 1, 2016 to March 31, 2017

For the year ended 31 March	2015- 16	2016-17 (Tentative)
Financial results for Q.E. June	July 29, 2015	End July 2016
Financial results for Q.E. September	October 27, 2015	End October 2016
Financial results for Q.E. December	January 28, 2016	End January 2017
Financial results for Q.E. March	April 28, 2016	End April 2017

(Q.E- Quarter Ended)

#### Market Price Data

High, Low (based on the closing prices) during each month of the year 2015-16 on the National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and the New York Stock Exchange, US (NYSE) is given below:

Month	BSE		NSE		NYSE	
	High Price	Low Price	High Price	Low Price	High Price	Low Price
	(INR)	(INR)	(INR)	(INR)	(USD)	(USD)
Apr-15	216.85	187.40	217.00	187.20	13.57	12.31
May-15	233.45	191.00	233.40	190.50	14.43	11.65
Jun-15	201.40	169.75	201.65	169.50	12.66	10.63
Jul-15	177.45	126.60	177.50	126.30	11.01	7.80
Aug-15	131.50	76.70	131.40	76.70	8.31	4.59
Sep-15	102.50	83.60	102.50	83.35	6.60	5.11
Oct-15	115.90	82.80	119.10	82.65	7.06	4.89
Nov-15	100.90	85.90	100.90	85.80	6.32	5.18
Dec-15	96.15	81.30	96.40	81.25	5.91	4.77
Jan-16	93.90	62.15	93.90	62.00	5.70	3.65
Feb-16	77.70	58.10	77.70	58.15	4.40	3.52
Mar-16	98.15	70.60	98.20	70.60	5.72	4.34

#### Dividend

The Board of Directors at its meeting held on October 27, 2015 approved an Interim Dividend of ₹ 3.50 per share (350%) on equity share of ₹ 1/- each. The Company had fixed Monday, November 2, 2015 as the record date which was paid before the due date. The Board of Directors have not recommended any final dividend.

#### Book Closure

The dates of book closure are Saturday, June 25, 2016 to Tuesday, June 28, 2016 (both days inclusive).

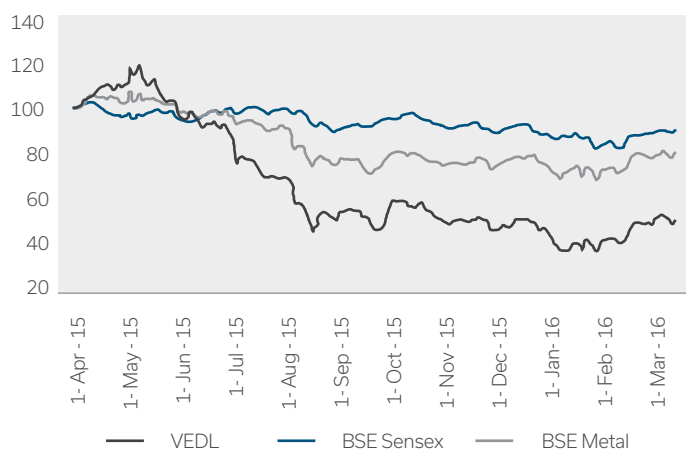
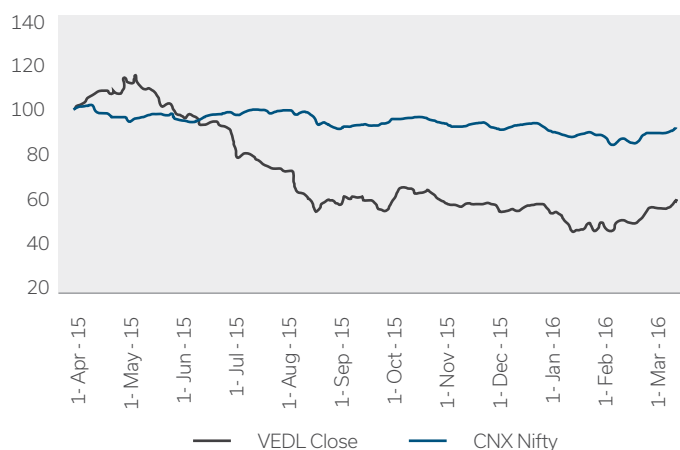
#### Listing on Stock Exchanges

As on March 31, 2016, the equity shares of the Company are listed on following stock exchanges:

Name of the Stock Exchange	Address	Scrip Code	ISIN code
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	500295	
National Stock Exchange, of India Limited (NSE)	Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra(East), Mumbai-400 051	VEDL	INE205A01025
New York Stock Exchange (NYSE) for American Depository Shares (ADS)		VEDL	CUSIP 92242Y100

#### Notes:

- The Non-Convertible Debentures of the Company are listed on the BSE Limited (BSE).
- The listing fees for the equity shares (BSE and NSE) and Non-Convertible Debenture (BSE) have been paid for the Financial year 2017.
- Listing fees for ADS will be paid by the Company for the year 2015-16 on receipt of the invoice.

**Performance of the share price of the Company:****CHART A** Company's Share Performance versus BSE Sensex and BSE Metal Index (%)**CHART B** Company's Share Performance versus CNX NIFTY (%)**Share Transfer System**

The Board has authorised Registrar and Share Transfer Agents for processing of share transfers, which are approved by the Company's Share & Debenture Transfer Committee. This Committee meets as and when required for approving the share transfers except those rejected on technical grounds.

Pursuant to Regulation 40(9) of the SEBI Listing Regulation, certificate has been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Also, pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, certification is done by a Company Secretary-in-Practice regarding timely dematerialisation of the shares of the Company.

**Distribution of shareholding****Shareholding according to shareholders class as on March 31, 2016**

Shareholding of Nominal value of ₹ 1/-	No. of share-holders	% of Total share-holders	Number of shares held	Shareholding (%)
1 - 5000	411266	98.32	120878207	4.08
5001 - 10000	4087	0.98	29779734	1.00
10001 - 20000	1589	0.38	22187581	0.75
20001 - 30000	387	0.09	9461396	0.32
30001 - 40000	214	0.05	7392562	0.25
40001 - 50000	96	0.02	4336761	0.15
50001 - 100000	197	0.05	14283305	0.48
100001 & Above	481	0.11	2756374693	92.97
<b>Total</b>	<b>418317</b>	<b>100.00</b>	<b>2964694239</b>	<b>100.00</b>

## STATUTORY REPORTS

### REPORT ON CORPORATE GOVERNANCE

#### Shareholding according to ownership

Sr. No.	Category	March 31, 2016	
		No. of shares held	Percentage of shareholding
		Face value ₹ 1/-	
(a)	Promoter's holding		
	Indian promoters	510736	0.02
	Foreign promoters (excluding ADR)	1764165424	59.51
(b)	Public Shareholding		
	Banks, Mutual funds, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	266200207	8.98
	FII's /Foreign Corporate Bodies	370302679	12.49
	Private Corporate Bodies	73477308	2.48
	Indian Public	194737439	6.57
	NRIs	5873757	0.20
	Trust	44601923	1.50
	H U F	6964899	0.23
	Clearing Members	5765942	0.19
	Foreign Bodies-DR	3903905	0.13
	Foreign Nationals	5400	0.00
(c)	American Depository Receipts	228184620	7.70
	<b>Grand Total</b>	<b>2964694239</b>	<b>100.00</b>

#### Top Ten Shareholders (including holding of less than 1% of the Capital) as on March 31, 2016

Name of Shareholder	No. of Shares held	Shareholding (%)
Twin Star Holdings Limited *	1280084749	43.18
Finsider International Company Limited	401496480	13.54
Citibank N.a. New York, Nyadr Department	228184620	7.70
Franklin Templeton Investment Funds	68706539	2.32
Life Insurance Corporation Of India	64945699	2.19
Westglobe Limited	44343139	1.50
Bhadram Janhit Shalika	42608460	1.44
Welter Trading Limited	38241056	1.29
Stichting Depository Apg Emerging Markets Equity Pool	31358917	1.06
Life Insurance Corporation Of India P & Gs Fund	24553855	0.83

\*in addition, Twin Star Holdings Limited holds 24,823,177 American Depository shares (ADS) representing 99,292,708 equity shares of ₹ 1/- each wherein Citibank NA, New York is the depository for all ADS

#### Commodity price risk or foreign exchange risk and hedging activities

##### Fluctuation in commodity prices (including oil)

Impact - Prices and demand for the Group's products are expected to remain volatile / uncertain and strongly influenced by global economic conditions. Volatility in commodity prices and demand may adversely affect our earnings, cash flow and reserves.

Mitigation: Our Group has a well-diversified portfolio, which acts as a hedge against fluctuations in commodities and delivers cash flows through the cycle. We consider exposure to commodity price fluctuations to be an integral part of our

Group's business and its usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements other than for businesses of custom smelting and purchased Alumina, where back-to-back hedging is used to mitigate pricing risks. In exceptional circumstances, we may enter into strategic hedging but only with prior approval of the Executive Committee. The Group monitors the commodity markets closely to determine the effect of price fluctuations on earnings, capital expenditure and cash flows. The CFO Committee reviews all commodity-related risks and suggests necessary course of action as needed by business divisions. Our focus is on cost control and cost reduction.

### Currency exchange rate fluctuations

Impact: Our assets, earnings and cash flows are influenced by a variety of currencies due to the diversity of the countries in which we operate. Fluctuations in exchange rates of those currencies may have an impact on our financials. Although the majority of the Group's revenue is tied to commodity prices that are typically priced by reference to the US dollar, a significant part of its expenses are incurred and paid in local currency. Moreover, the Group borrowings are significantly denominated in US dollars, while a large percentage of cash and liquid investments are held in other currencies, mainly in the Indian rupee. Any material fluctuations of these currencies against the US dollar could result in lower profitability or in higher cash outflows towards debt obligations.

Mitigation: We do not speculate in forex. We have developed robust controls in forex management to hedge currency risk liabilities on a back-to-back basis. The CFO Committee reviews our forex-related matters periodically and suggests necessary courses of action as may be needed by businesses from time to time, and within the overall framework of our forex policy. We, together with our business divisions, monitors regulatory and political developments on continuous basis. Our focus has been on communicating responsible mining credentials through representations of two Government and industry associations. We continue to demonstrate the Group's commitment to sustainability through actively engaging with proactive environmental, safety and we seek to mitigate the impact of short-term movements in currency on businesses, by hedging short-term exposures progressively based on their maturity. However, large or prolonged movements in exchange rates may have a material adverse effect on the Group's businesses, operating results, financial condition and/or prospects.

### De-materialisation of shares

Equity shares of the Company are traded only in dematerialised form w.e.f. May 31, 1999 as per notification issued by the Securities and Exchange Board of India (SEBI). 97.86% of the equity shares of the Company have been dematerialised as on March 31, 2016.

### Non-Convertible Debentures

The following Secured Redeemable Non-Convertible Debentures (NCDs) are listed with the BSE Limited and ISIN number with National Securities Depositories Limited:

Sr. no.	Description	Date of allotment	No. of NCDs	Face value	ISIN no
1	9.40% Private Placement of Secured Redeemable Non-Convertible Debentures	October 25, 2012	5,000	₹ 10 Lakh each	INE268A07103
2	9.40% Private Placement of Secured Redeemable Non-Convertible Debentures	November 27, 2012	5,000	₹ 10 Lakh each	INE268A07111
3	9.24% Private Placement of Secured Redeemable Non-Convertible Debentures	December 6, 2012	5,000	₹ 10 Lakh each	INE268A07129

### Outstanding GDRs/ADRs/Warrants/Options

In June 2007 and July 2009, Vedanta Limited [erstwhile Sterlite Industries (India) Ltd.] issued 150,000,000 and 131,906,011 American Depository Shares (ADS), which are listed and traded on the New York Stock Exchange (NYSE). Pursuant to the Scheme of Amalgamation and Arrangement, American Depository Shares were listed with NYSE of which 228,184,620 representing ADS were outstanding as on March 31, 2016. As of the year end, there were eight (8) registered holders of the ADS's. Citibank N.A., New York acts as the Depository for the ADS / ADR issued by the Company.

### Unclaimed Shares

Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, regarding the procedure to be adopted for unclaimed shares issued in physical form in public issue or otherwise, the Company has a separate demat account in the title of 'Vedanta Limited - Unclaimed Suspense Account with M/s Karvy Stock Broking Limited.

Description	No. of shareholders	No. of Equity shares of ₹ 1 each
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	1,062	14,20,197
Number of shareholders who approached issuer for transfer of shares from suspense account during the year;	10	41,448
Number of shareholders to whom shares were transferred from suspense account during the year;	10	41,448
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	1052	13,78,749

## STATUTORY REPORTS

### REPORT ON CORPORATE GOVERNANCE

Sr. no.	Description	Date of allotment	No. of NCDs	Face value	ISIN no
4	9.24% Private Placement of Secured Redeemable Non-Convertible Debentures	December 20, 2012	5,000	₹ 10 Lakh each	INE268A07137
5	9.10 % Private Placement of Secured Redeemable Non- Convertible Debentures	April 5, 2013	25,000	₹ 10 Lakh each	INE268A07145
6	9.17 % Private Placement of Secured Redeemable Non- Convertible Debentures	July 4, 2013	7,500	₹ 10 Lakh each	INE268A07152
7	9.17 % Private Placement of Secured Redeemable Non- Convertible Debentures	July 5, 2013	4,500	₹ 10 Lakh each	INE268A07160
8	9.36% Private Placement of Secured Redeemable Non- Convertible Debentures	October 30, 2014	9,750	₹ 10 Lakh each	INE205A07014
9	9.36% Private Placement of Secured Redeemable Non- Convertible Debentures	October 30, 2014	5,250	₹ 10 Lakh each	INE205A07022
10	9.70% Private Placement of Secured Redeemable Non-Convertible Debentures (Previous 9.45% coupon rate. This coupon rate was stepped up on January 27, 2016 subsequent to change in the CREDIT rating)	August 17, 2015	20,000	₹ 10 Lakh each	INE205A07030

Debenture Trustees	Registrar & Transfer Agent
Axis Trustee Services Limited 2nd Floor, Wadia International Centre, Pandurang Budhkar Marg Worli, Mumbai - 400 025	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500 032

### Secretarial Audit

For the Financial Year 2015-16, Secretarial Audit was carried out by P.I. & Associates, Practicing Company Secretary. The report of said Secretarial Audit forms a part of this annual report.

### Plant Locations

Division	Location
Copper Anodes (Smelter), Refinery, Continuous Cast Copper Rods	SIPCOT Industrial Complex, Madurai By-pass Road, T.V. Puram PO, Tuticorin - 628 002 Tamil Nadu, India
Copper Cathodes (Refinery) and Continuous Cast Copper Rods	1/1/2 Chinchpada, Silvassa - 396 230 Union Territory of Dadra and Nagar Haveli, India
Continuous Cast Copper Rods	209-B, Piparia Industrial Estate, Piparia, Silvassa - 396 230, Union Territory of Dadra and Nagar Haveli, India
Iron Ore - Mining	<ul style="list-style-type: none"> <li>▶ Codli, Sanguem Goa - 403727, India</li> <li>▶ Madakeritura and other villages in Holakere and Chitradurga district, Karnataka.</li> </ul>
Pig Iron & Metallurgical Coke (Met Coke)	<ul style="list-style-type: none"> <li>▶ Navelim, Sankhalim, Bicholim, Goa, Pin - 403 505, India</li> <li>▶ Amona, PO Marcel, Bicholim, Goa, Pin - 403 107, India</li> </ul>
Aluminium Smelters	<ul style="list-style-type: none"> <li>▶ PMO Office, Bhurkahamuda, PO-Sripura, Dist - Jharusuga, Odisha, Pin - 768 202, India</li> </ul>
Alumina Refinery	<ul style="list-style-type: none"> <li>▶ Alumina Refinery Project, At / PO - Lanjigarh, Via - Viswanathpur, Kalahandi, Lanjigarh, Odisha, Pin - 766 027, India</li> </ul>
Aluminium	<ul style="list-style-type: none"> <li>▶ Mettur Dam R.S. - 636 402, Salem District, Tamil Nadu, India</li> </ul>
Power	<ul style="list-style-type: none"> <li>▶ Bhurkahamunda, PO -Sripura, Dist- Jharsuguda Odisha, Pin-768202, India</li> <li>▶ Power Plant 1, Plot s/4 No 44/4 &amp; 44/5, Amona Village, Navellim, Bicholim, Goa, Pin - 403 107, India</li> <li>▶ SIPCOT Industrial Complex, Tuticorin, Tamil Nadu, Pin - 628 002, India</li> <li>▶ Lanjigarh, Viswanathpur, Kalahandi, Odisha, Pin - 766 027, India</li> </ul>
Paper	<ul style="list-style-type: none"> <li>▶ GIDC Doswada, Taluka Songadh, Dist Tapi, Gujarat, Pin - 394 365, India</li> </ul>

## Contact Information

### Company's Registered Office Address

#### Vedanta Limited (earlier known as Sesa Sterlite Limited)

Sesa Ghor, 20 EDC Complex,  
Patto, Panaji, Goa 403001, India  
Tel : 0832 2460601 / Fax : 0832 2460721  
Email id : [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in)  
Website: [www.vedantalimited.com](http://www.vedantalimited.com)  
CIN : L13209GA1965PLC000044

### Registrar and Transfer Agent

Karvy Computershare Private Limited  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli Financial District,  
Nanakramguda  
Hyderabad – 500 032  
Tel: +91 40 6716 2222  
Fax: +91 40 2300 1153  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

### Compliance Officer

Mr. Rajiv Choubey  
Company Secretary & VP-Legal  
Tel : +91 0124 – 4593 000  
email : [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in)

### Investor Relations

Ashwin Bajaj  
Director  
Tel : +91 022 6646 1000  
email : [ir@vedanta.co.in](mailto:ir@vedanta.co.in)

### Corporate Communications

Ms. Roma Balwani  
President  
Tel : +91 022 6646 1000  
email : [gc@vedanta.co.in](mailto:gc@vedanta.co.in)

### Retail Shareholders

Mr. Rajiv Choubey  
Company Secretary & VP-Legal  
Tel : +91 0124 – 4593 000  
email : [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in)

## Disclosures

### Subsidiary Companies

As per clause (c) of sub-regulation (1) of regulation 16 of SEBI Listing Regulations "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

A policy on Material Subsidiary has been approved by the Board of the Company and the same has been uploaded on the website of the Company and can be accessed at [http://www.vedantalimited.com/media/85871/policy\\_for\\_determining\\_material\\_subsidiaries\\_revised.pdf](http://www.vedantalimited.com/media/85871/policy_for_determining_material_subsidiaries_revised.pdf)

As on March 31, 2016, there is no material unlisted subsidiary of the Company.

The subsidiary companies are managed by their separate Board of Directors, who are empowered to exercise all the duties and rights for efficient monitoring and management of the companies. The Company oversees and monitors the performance of subsidiary companies by following means:

- i. The Audit Committee reviews the financial statements and, in particular the investments made by the subsidiary companies.
- ii. The minutes of the Board Meeting of the subsidiary companies are placed before the Board of Directors of the Company for their review.

- iii. A statement of all significant transactions of the subsidiary companies is placed before the Board of Directors of the Company for its review.

### Materially Significant Related Party Transactions

As per Section 188 of The Companies Act 2013 and Regulation 23 of SEBI Listing Regulations, all the Related Party transactions were at arm's length price and the same were duly approved by the Audit Committee.

Sub-regulation (1) of Regulation 23 of SEBI Listing Regulations explains that "A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity."

Proper disclosures of the Key Managerial Personnel (KMP) relating to material financial and commercial transactions, where they and/or their relatives, have personal interest, were given to the Board of the Company.

A policy on Related Party Transactions has been approved by the Board of the Company and the same has been uploaded on the website of the Company and can be accessed at [http://www.vedantalimited.com/media/77183/vedl\\_rpt\\_policy.pdf](http://www.vedantalimited.com/media/77183/vedl_rpt_policy.pdf)



## STATUTORY REPORTS

### REPORT ON CORPORATE GOVERNANCE

A comprehensive list of related party transactions as required under Accounting Standards (AS) 18 issued by Institute of Chartered Accountants of India (ICAI), forms part of Note no. 49 of the Financial Statements in the Annual Report.

#### **Non-compliance by the Company, penalties, strictures imposed by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years**

There has been no non-compliance by the Company or penalty, strictures imposed by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

#### **Vigil Mechanism / Whistle Blower Policy**

The Audit Committee of the Company have formulated certain procedures to govern the receipt, retention, and treatment of complaints regarding the Company's accounting, internal accounting controls or auditing matters, and to protect the confidential, anonymous reporting of director(s) or employee(s) or any other person regarding questionable accounting or auditing matters.

Whistle Blower Policy forms part of the Code of Business Conduct and Ethics and the same has been uploaded on the website of the Company and can be accessed at: [http://www.vedantalimited.com/media/85907/coc\\_final\\_2015.07.29.pdf](http://www.vedantalimited.com/media/85907/coc_final_2015.07.29.pdf)

During the year, the concerns reported under this mechanism have been scrutinised and appropriate actions undertaken. It is also affirmed that no personnel has been denied access to the Audit Committee.

#### **Discretionary Requirements as per Part E of Schedule II under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015**

##### **The Board**

The Board of the Company is chaired by an Executive Director who maintains the Chairman's office at the Company's expense.

##### **Shareholder Rights**

As per the requirements, a half-yearly declaration of financial performance including summary of the significant events in last six-months, was sent to those shareholders whose email ids were registered.

#### **Modified opinion(s) in audit report**

There was no qualification by the auditors on the financial statements of the Company.

#### **Separate posts of Chairperson and Chief Executive Officer**

The office of Chairman and Chief Executive officer of the Company are held by different individuals.

#### **Reporting of internal auditor**

As per the requirements, the internal auditor may report directly to the Audit Committee. The same is reported by briefing the Audit Committee through discussion and presentation of the observations, review, comments and recommendations etc. in the Internal Audit presentation by the Internal Auditor of the Company.

The Company has made all disclosures regarding compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, in the section on corporate governance of the annual report.

#### **Annexure I**

##### **Declaration by Chief Executive Officer on Code of Business Conduct and Ethics of the Company**

As Chief Executive Officer of Vedanta Limited and as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Thomas Albanese, hereby declare that all the members of Board of Directors and senior management personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company for FY 2015-16.

For Vedanta Limited

**Thomas Albanese**

Whole-Time Director  
& Chief Executive Officer

DIN:06853915

Place: Gurgaon

Date: April 20, 2016

# CERTIFICATION

## Annexure II

We, Thomas Albanese, Chief Executive Officer and D.D. Jalan, Chief Financial Officer, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not noticed any deficiency in the design or operation of such internal controls, or of which we are aware that needs to be rectified, or informed to the auditors and the Audit Committee.
- D. During the year it was disclosed to the Auditors and the Audit Committee that:
- (1) There were no significant changes in internal control over financial reporting;
  - (2) No significant changes in accounting policies were made during the year that require disclosure in the notes to the financial statements; and
  - (3) No instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

**Thomas Albanese**

Whole-Time Director & Chief Executive Officer  
DIN: 06853915

**DD Jalan**

Whole-Time Director & Chief Financial Officer  
DIN: 00006882

Place: Gurgaon

Date: April 28, 2016

# INDEPENDENT AUDITORS' CERTIFICATE

**TO  
THE MEMBERS OF VEDANTA LIMITED (FORMERLY SESA STERLITE LIMITED)**

1. We have examined the compliance of conditions of Corporate Governance by Vedanta Limited (formerly Sesa Sterlite Limited) ("the Company"), for the year ended on March 31, 2016, as stipulated in:
  - ▶ Clause 49 (excluding clause 49(VII) (E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
  - ▶ Clause 49(VII) (E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
  - ▶ Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
  - ▶ Regulations 17 to 27 (excluding Regulation 23(4)) and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied in all material respects, with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants  
(Firm Registration No. 117366W / W-100018)

**Jitendra Agarwal**

Partner

Membership No. 87104

Place : Gurgaon

Date : April 28, 2016