



VEDL/Sec./SE/16-17/110

December 12, 2016

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

Scrip Code: VEDL

Dear Sir(s),

Sub : Regulation 44 : Voting Results – Postal Ballot Notice dated October 28, 2016

This is with reference to our letter VEDL/Sec./SE/16-17/92 dated November 09, 2016 and pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results with regard to the Postal Ballot Notice dated October 28, 2016 along with Scrutinizers Report issued by Advocate R. G. Ramani, the scrutinizer for seeking approval from the shareholders for following Special resolutions:

| Resolution No. | Description |
|----------------|--|
| 1 | Approval of Vedanta Limited Employee Stock Option Scheme -2016 (ESOS); |
| 2 | Approval of Vedanta Limited Employee Stock Option Scheme – 2016 (ESOS) to the Employees of the holding/subsidiary company(ies) of the Company; |
| 3 | Authorise 'Vedanta ESOS Trust' for Secondary Acquisition |

We would like to inform you that all the resolutions as mentioned in the Notice dated October 28, 2016 have been passed by the members with requisite majority.

Request to please take on record.

Thanking you,

Yours Sincerely,
For Vedanta Limited


Bhumika Sood
Company Secretary & Compliance Officer
Encl: as above

cc :
National Securities Depository Limited
4th Floor, A wing,
Trade World,
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai – 400 013

Central Depository Services (India) Ltd.
17th Floor, P.J. Towers,
Dalal Street
Fort, Mumbai – 400 001

Vedanta Limited (Formerly Sesa Sterlite Ltd)

DLF Atria, Jacaranda Marg, DLF City - Phase-2, Gurgaon – 122002, Haryana, India
T +91 124 4593000 | Website: www.vedantalimited.com

Registered Office: Sesa Ghor, 20 EDC Complex, Patto, Panaji (Goa) - 403 001
CIN: L13209GA1965PLC000044

| | |
|--|-----------------|
| Company Name | VEDANTA LIMITED |
| Date of the AGM/EGM/Declaration of Results of Postal Ballot | 12-Dec-16 |
| Total number of shareholders on record-date/ Cut off Date | 355980 |
| Cut off Date | 28-Oct-16 |
| No. of shareholders present in the meeting either in person or Promoters and Promoter Group: | Not Applicable |
| Public: | |
| No. of Shareholders attended the meeting through Video Promoters and Promoter Group: | Not Applicable |
| Public: | |
| Number of Shareholders who casted their votes | 1397 |
| Number of votes casted | 2592467317 |
| Promoters and Promoter Group: | 1764453520 |
| Public: | 682028244 |

| SPECIAL - Approval of Vedanta Limited Employees Stock Option Scheme - 2016 (ESOS) | | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--------------------------------------|---|--|
| Resolution required: (Ordinary/ Special) | No | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - In favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - In favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | |
| Promoter and Promoter Group | E-Voting | 1764453520 | 1764453520 | 100.00 | 1764453520 | 0 | 100.00 | 0.00 | |
| | Poll | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | Postal Ballot (if applicable) | 1764453520 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | |
| Public- Institutions | E-Voting | 691659716 | 526545623 | 76.13 | 481597181 | 44948442 | 91.46 | 8.54 | |
| | Poll | 0 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | |
| | Postal Ballot (if applicable) | 691659716 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | |
| Public- Non Institutions | E-Voting | 508581003 | 154716612 | 30.42 | 154681130 | 35482 | 99.98 | 0.02 | |
| | Poll | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | |
| | Postal Ballot (if applicable) | 508581003 | 766009 | 0.15 | 647724 | 118285 | 84.56 | 15.44 | |
| Total | | 2964694239 | 2446481764 | 82.52 | 2401379555 | 45102209 | 98.16 | 1.84 | |



[Handwritten signature]

| Resolution required: (Ordinary/ Special) | SPECIAL - Approval of Vedanta Limited Employees Stock Option Scheme (ESOS) -2016 to the employees of the holding / subsidiary Company(ies) of the Company | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--------------------------------------|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? Category | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - In favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | | 1764453520 | 1764453520 | 100.00 | 1764453520 | 0 | 100.00 | 0.00 | | |
| | | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot (if applicable) | | 1764453520 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Public- Institutions | | 691659716 | 526545623 | 76.13 | 483178333 | 43367290 | 91.76 | 8.24 | | |
| | | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot (if applicable) | | 691659716 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Public- Non Institutions | | 508581003 | 154916596 | 30.46 | 154880857 | 35739 | 99.98 | 0.02 | | |
| | | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot (if applicable) | | 508581003 | 768027 | 0.15 | 646424 | 121603 | 84.17 | 15.83 | | |
| Total | | 2964694239 | 2446683766 | 82.53 | 2403159134 | 43524532 | 98.22 | 1.78 | | |

| Resolution required: (Ordinary/ Special) | SPECIAL - Authorise 'Vedanta ESOS Trust' for Secondary Acquisition | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--------------------------------------|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? Category | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - In favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | | 1764453520 | 1764453520 | 100.00 | 1764453520 | 0 | 100.00 | 0.00 | | |
| | | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot (if applicable) | | 1764453520 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Public- Institutions | | 691659716 | 526545623 | 76.13 | 481115895 | 45429728 | 91.37 | 8.63 | | |
| | | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot (if applicable) | | 691659716 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Public- Non Institutions | | 508581003 | 154714556 | 30.42 | 154681410 | 33146 | 99.98 | 0.02 | | |
| | | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot (if applicable) | | 508581003 | 764530 | 0.15 | 689226 | 75304 | 90.15 | 9.85 | | |
| Total | | 2964694239 | 2446478229 | 82.52 | 2400940051 | 45538178 | 98.14 | 1.86 | | |

The aforesaid Special Resolutions has been approved with requisite majority by the Shareholders of the Company.

For Vedanta Limited


Bhumika Sood
Company Secretary & Compliance Officer



Ramchandra Gajanan Ramani
B. Sc. (Hon). LL.B
ADVOCATE

Off.: Opp. Head Post Office
Panaji – Goa.
Phone: 2436913

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Vedanta Limited,
Sesa Ghor, 20 EDC Complex, Patto, Panaji – Goa.

Dear Sir,

I, R.G. Ramani, Practicing Advocate, appointed as Scrutinizer by the Board of Directors of Vedanta Limited (the Company) to receive, process and scrutinize the Postal Ballot process in a fair and transparent manner in respect of the following Special Resolution(s) as stated in the Notice of the Postal Ballot dated October 28, 2016 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

| Resolution No. | Description |
|----------------|--|
| 1 | Approval of Vedanta Limited Employee Stock Option Scheme -2016 (ESOS); |
| 2 | Approval of Vedanta Limited Employee Stock Option Scheme – 2016 (ESOS) to the employees of the holding / subsidiary company(ies) of the Company; |
| 3 | Authorise 'Vedanta ESOS Trust' for Secondary Acquisition |

1. The Company has on Thursday, November 10, 2016 completed the dispatch / email of Notice of Postal Ballot dated October 28, 2016 Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members/List of Beneficiaries as received from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on Friday, October 28, 2016, the "cut-off date".
2. The Company had appointed M/s Karvy Computershare Private Limited (Karvy), Registrar and Share Transfer Agent (RTA), as the service provider, for extending the facility of electronic voting to the Shareholders of the Company.
3. The Advertisement regarding the dispatch of Postal Ballot Notice, Form etc. was published in Business Standard all editions (English) and Gomantak (Regional Language – Marathi) on Friday, November 11, 2016.
4. The Shareholders of the Company were given an option to vote either through the physical voting on the Postal Ballot forms or by using the remote e-voting facility. Members opting e-voting facility, casted their votes on the designated website <https://evoting.karvy.com>.
5. The voting through electronic means and Postal Ballot commenced on Friday, November 11, 2016 (9.00 a.m. IST) and ended on Saturday, December 10, 2016 (5.00 p.m. IST). The Postal Ballot forms received and e-votes casted after December 10, 2016 (5.00 p.m. IST) were not considered for the purpose of the Report.



6. With the support of Karvy, the Postal Ballot forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by depositories.
7. A final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evoting.karvy.com> of Karvy.
8. The particulars of Postal Ballot received from the Members in physical form(s) and electronic voting report generated by Karvy have been entered in a separate Register maintained for the purpose.
9. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. The consolidated report on the results of the voting through ballot paper and e-voting are as under:-

Resolution 1: Approval of Vedanta Limited Employee Stock Option Scheme -2016 (ESOS)

| Assent/ Dissent | Number of valid votes received | Voting in favour of resolution | | Voting against resolution | | Remarks |
|--------------------|--------------------------------------|-----------------------------------|--------------|------------------------------|-------------|-----------------------------------|
| | | No of Shares | % | No of Shares | % | |
| Physical Voting | 766009 | 647724 | 84.56 | 118285 | 15.44 | Passed with requisite majority |
| E-Voting | 2445715755 | 2400731831 | 98.16 | 44983924 | 1.84 | |
| Total | 2446481764 | 2401379555 | 98.16 | 45102209 | 1.84 | |
| Invalid Votes | 19538 | | | | | |

Resolution 2: Approval of Vedanta Limited Employee Stock Option Scheme – 2016 (ESOS) to the employees of the holding / subsidiary company(ies) of the Company

| Assent/ Dissent | Number of valid votes received | Voting in favour of resolution | | Voting against resolution | | Remarks |
|--------------------|--------------------------------------|-----------------------------------|--------------|------------------------------|-------------|-----------------------------------|
| | | No of Shares | % | No of Shares | % | |
| Physical Voting | 768027 | 646424 | 84.17 | 121603 | 15.83 | Passed with requisite majority |
| E-Voting | 2445915739 | 2402512710 | 98.23 | 43403029 | 1.77 | |
| Total | 2446683766 | 2403159134 | 98.22 | 43524632 | 1.78 | |
| Invalid Votes | 19538 | | | | | |



M

Resolution 3: Authorise 'Vedanta ESOS Trust' for Secondary Acquisition

| Assent/ Dissent | Number of valid votes received | Voting in favour of resolution | | Voting against resolution | | Remarks |
|--------------------|--------------------------------------|-----------------------------------|--------------|------------------------------|-------------|-----------------------------------|
| | | No of Shares | % | No of Shares | % | |
| Physical Voting | 764530 | 689226 | 90.15 | 75304 | 9.85 | Passed with requisite majority |
| E-Voting | 2445713699 | 2400250825 | 98.14 | 45462874 | 1.86 | |
| Total | 2446478229 | 2400940051 | 98.14 | 45538178 | 1.86 | |
| Invalid Votes | 19538 | | | | | |

Results:

The Special Resolution(s) as proposed in the Postal Ballot Notice dated October 28, 2016, are passed with requisite majority.

11. Three Postal Ballot forms and other related papers/registers and records were handed over at the Registered Office for the safe custody.

Thanking You,
Yours Sincerely



(R.G. RAMANI)
Scrutinizer



Place: Panaji, Goa
Dated: December 12, 2016