



VEDL/Sec./SE/16-17/40

June 30, 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: Submission pursuant to the 51st Annual General Meeting of the Company

In continuation to our letter dated VEDL/Sec./SE/16-17/32 dated June 2, 2016, the 51st Annual General Meeting ('AGM') of the Company was held on June 29, 2016 and the business(es) mentioned in the Notice dated April 28, 2016 were transacted. In this regard, Please find enclosed the following –

1. Voting results as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as **Annexure – I**.
2. Report dated June 30, 2016, from Mr. Srikanth Gaonker, Scrutinizer appointed for conducting physical voting at the AGM, *pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014*, as **Annexure – II**.
3. Report dated June 30, 2016, from Advocate R.G. Ramani, Scrutinizer for remote e-voting, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, as **Annexure-III**.
4. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI Listing Regulations, as **Annexure – IV**.
5. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI Listing Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The result along with the Scrutinizer's Report(s) is available at the registered and corporate office and website of the Company and Karvy Computer Share Private Limited, Registrar and Transfer Agents of the Company.

Thanking you,

Yours Sincerely,
For Vedanta Limited

D.D. Jalan
Whole-Time Director & Chief Financial Officer

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

| | |
|--|-----------------|
| Name of the Company | VEDANTA LIMITED |
| Date of the AGM/EGM | 29-Jun-16 |
| Total number of shareholders on record date | 3,88,743 |
| Record Date | 22-Jun-16 |
| No. of shareholders present in the meeting either in person or Promoters and Promoter Group: | 0 |
| | Public: 88 |
| No. of Shareholders attended the meeting through Video Promoters and Promoter Group: | 0 |
| | Public: 0 |

| | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary | | | | | | | |
| Matter of the resolution | 1. To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon. | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1764453520 | 1764435520 | 99.9990 | 1764435520 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | | | | | | | |
| | E-Voting | 668206048 | 414979727 | 62.1036 | 414979727 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| Total | E-Voting | 532034671 | 93478107 | 17.5699 | 93475974 | 2133 | 99.9977 | 0.0022 |
| | Poll | | 170324 | 0.0320 | 170324 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2964694239 | 2273063678 | 76.6711 | 2273061545 | 2133 | 99.9999 | 0.0001 |



| Resolution required: (Ordinary/ Special) | Ordinary | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Matter of the resolution | 2. Confirm the Interim Dividend of Rs. 3.50 per equity share already paid, for the financial year ended March 31, 2016. | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1764453520 | 1764435520 | 99.9990 | 1764435520 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 668206048 | 416091037 | 62.2699 | 416091037 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot (if applicable) | 532034671 | 93818807 | 17.6340 | 93816429 | 2378 | 99.9974 | 0.0025 |
| | Poll | | 170269 | 0.0320 | 170269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 2964694239 | 2274515633 | 76.7201 | 2274513255 | 2378 | 99.9999 | 0.0001 |



| Resolution required: (Ordinary/ Special) | Ordinary | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Matter of the resolution | 3. Appoint a Director in place of Mr. Tarun Jain (DIN 00006843), who retires by rotation and being eligible, offers himself for re-appointment. | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1764435520 | 1764435520 | 99.9990 | 1764435520 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 668206048 | 416091037 | 62.2699 | 158509669 | 257581368 | 38.0949 | 61.9050 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 532034671 | 93827544 | 17.6356 | 74275959 | 19551585 | 79.1622 | 20.8377 |
| | Poll | | 170269 | 0.0320 | 170269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 2964694239 | 2274524370 | 76.7204 | 1997391417 | 277132953 | 87.8158 | 12.1842 |



| Resolution required: (Ordinary/ Special) | Ordinary | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|---|
| Matter of the resolution | 4. Appoint M/s. S.R. Batilhoi & Co. LLP, Chartered Accountants, (Firm Registration Number 301003E) as Statutory Auditors of the Company in place of M/s Deloitte Haskin & Sells LLP, who shall hold office from the conclusion of this 51st Annual General Meeting till the conclusion of 56th Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act, 2013. | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 176443520 | 176443520 | 99.9990 | 176443520 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 668206048 | 416091037 | 62.2699 | 409117098 | 6973939 | 98.3239 | 1.6760 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 532034671 | 93827655 | 17.6356 | 93387072 | 440583 | 99.5304 | 0.4695 |
| | Poll | | 170204 | 0.0320 | 170204 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 2964694239 | 2274524416 | 76.7204 | 2267109894 | 7414522 | 99.6740 | 0.3260 |



| Resolution required: (Ordinary/Special) | Ordinary | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Matter of the resolution | 5. Ratification of Remuneration payable to the Cost Auditors for the financial year ended March 31, 2017 - M/s Rammath Iyer & Co., Cost Accountants. | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1764435520 | 1764435520 | 99.9990 | 1764435520 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 668206048 | 416091037 | 62.2699 | 409117098 | 6973939 | 98.3239 | 1.6760 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 532034671 | 93827645 | 17.6356 | 93387365 | 440280 | 99.5307 | 0.4692 |
| | Poll | | 170269 | 0.0320 | 170269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 2964694239 | 2274524471 | 76.7204 | 2267110252 | 7414219 | 99.6740 | 0.0000 |
| | | | | | | | | 0.3260 |



| Resolution required: (Ordinary/ Special) | Special | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Matter of the resolution | 6. approve an offer or invitation for subscription of Non-Convertible Debentures or other Debt Securities upto Rs. 20,000 Crore on a Private Placement basis | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 1764435520 | 1764435520 | 99.9990 | 1764435520 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 668206048 | 416091037 | 62.2699 | 416091037 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 532034671 | 93817127 | 17.6336 | 93812939 | 4188 | 99.9955 | 0.0044 |
| | Poll | | 170349 | 0.0320 | 170269 | 80 | 99.9530 | 0.0469 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 2964694239 | 2274514033 | 76.7200 | 2274509765 | 4268 | 99.9998 | 0.0002 |



| Resolution required: (Ordinary/ Special) | Special | | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|----------------|
| Matter of the resolution | 7. Waive the excess remuneration paid to Mr. Navin Agarwal, Whole-Time Director (DIN:00006303) of the Company for FY 2013-14. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | YES | | | | | | | | |
| 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 (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | 1764453520 | 1764435520 | 99.9990 | 1764435520 | 0 | 100.0000 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 668206048 | 416091037 | 62.2699 | 157185473 | 258905564 | 37.7767 | 62.2232 | 62.2232 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 532034671 | 93817335 | 17.6337 | 64660277 | 29157058 | 68.9214 | 31.0785 | 31.0785 |
| | Poll | | 170349 | 0.0320 | 165613 | 4736 | 97.2198 | 2.7801 | 2.7801 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0.0000 |
| Total | | 2964694239 | 2274514241 | 76.7200 | 1986446883 | 288067358 | 87.3350 | 12.6550 | 12.6550 |



MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
 (Management and Administration) Rules, 2014]

To,
 Mr. Navin Agarwal
 Chairman
 51st Annual General Meeting of the Equity Shareholders of
 Vedanta Limited
 Held on Wednesday, June 29, 2016 at 11.00 AM IST
 At the Main Hall of Institute Menezes Braganza, Panaji, Goa-403001

Dear Sir,

I, Mr. Shrikant V. Gaonker, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 51st Annual General Meeting of the Equity Shareholders of Vedanta Limited, held on Wednesday, June 29, 2016 at 11.00 A.M. IST at the Main Hall of Institute Menezes Braganza, Panaji, Goa - 403001 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.1

Ordinary Resolution to receive, Consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 73 | 170324 | 100 |



[Handwritten Signature]

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 00 | 0 | 0 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 20335 |

Item No.2

Ordinary Resolution to Confirm the Interim Dividend of Rs. 3.50 per equity share already paid, for the financial year ended March 31, 2016.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 73 | 170269 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 00 | 0 | 0 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 20390 |

Item No.3

Ordinary Resolution for appointment of a Director in place of Mr. Tarun Jain (DIN 00006843), who retires by rotation and being eligible, offers himself for re-appointment.



(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 73 | 170269 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 00 | 0 | 0 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 20390 |

Item No.4

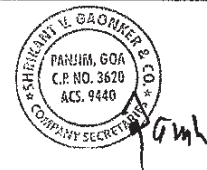
Ordinary Resolution for Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration Number 301003E) as Statutory Auditors of the Company in place of M/s Deloitte Haskin & Sells LLP, who shall hold office from the conclusion of this 51st Annual General Meeting till the conclusion of 56th Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 72 | 170204 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 00 | 0 | 0 |



(iii) **Invalid votes:**

| | |
|---|---------------------------------------|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
| 6 | 20455 |

Item No.5

Ordinary Resolution for Ratification of Remuneration payable to the Cost Auditors for the financial year ended March 31, 2017

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 73 | 170269 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 00 | 0 | 0 |

(iii) **Invalid votes:**

| | |
|---|---------------------------------------|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
| 5 | 20390 |

Item No.6

Special Resolution approving an offer or invitation for subscription of Non-Convertible Debentures or other Debt Securities upto Rs. 20,000 Crore on a Private Placement basis

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 73 | 170269 | 99.953 |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 01 | 80 | 0.047 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 4 | 20310 |

Item No.7

Special Resolution to waive the excess remuneration paid to Mr. Navin Agarwal, Whole-Time Director (DIN:00006303) of the Company for FY 2013-14

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 71 | 165613 | 97.2198 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| Members Present: 88 Member Voting: 03 | 4736 | 2.7802 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 4 | 20310 |

5. The poll papers and all other relevant records were sealed and handed over to the Director as authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: **Panaji, Goa**
Dated: **June 30, 2016**

Shrikant V. Gaonker
Shrikant V. Gaonker
(Poll Scrutinizer)

Ramchandra Gajanan Ramani

B.Sc. (Hon).LL. B.

ADVOCATE

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

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

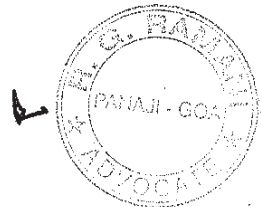
The 51st Annual General Meeting of the members of Vedanta Limited (the Company) held on June 29, 2016 at 11.00 A.M. at the Main Hall of Institute Menezes Braganza, Panaji, Goa - 403001

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

Dear Sir,

1. I, R.G. Ramani, Advocate, have been appointed by the Board of Directors of Vedanta Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) (Rules) on the resolutions contained in the Notice to the 51st Annual General Meeting (AGM) of the members of the Company, held on Wednesday, June 29, 2016 at the Main Hall of Institute Menezes Braganza, Panaji, Goa-403001.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 51st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Sunday, June 26, 2016 (9.00 a.m. IST) to Tuesday, June 28, 2016 (5.00 p.m. IST);
 - ii. The members of the Company as on the "cut-off" date i.e. Wednesday, June 22, 2016 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the Notice of the 51st AGM of the Company);



- iii. The votes cast were unblocked on June 29, 2016 in the presence of 2 witnesses who are not in the employment of the Company;
- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is as under:

Item No.1

Ordinary Resolution to receive, Consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.

- (i) Voted in favour of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 552 | 2272891221 | 99.99 |

- (ii) Voted against the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 5 | 2133 | 0.001 |

- (iii) Invalid/ Abstain votes:

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 3 | 332200 |

Item No.2

Ordinary Resolution to Confirm the Interim Dividend of Rs. 3.50 per equity share already paid, for the financial year ended March 31, 2016.

- (i) Voted in favour of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 549 | 2274342986 | 99.99 |



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(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 4 | 2378 | 0.0001 |

(iii) **Invalid/ Abstain** votes:

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 6 | 11704 |

Item No.3

Ordinary Resolution for appointment of a Director in place of Mr. Tarun Jain (DIN 00006843), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 358 | 1997221148 | 87.814 |

(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 203 | 277132953 | 12.185 |

(iii) **Invalid/ Abstain** votes:

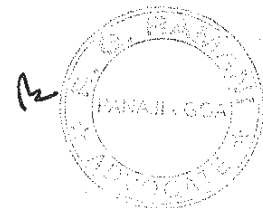
| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 2 | 2127 |

Item No.4

Ordinary Resolution for Appointment of M/s. S.R. Balliboi & Co. LLP, Chartered Accountants, (Firm Registration Number 301003E) as Statutory Auditors of the Company in place of M/s Deloitte Haskin & Sells LLP, who shall hold office from the conclusion of this 51st Annual General Meeting till the conclusion of 56th Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 544 | 2266939690 | 99.674 |



(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 15 | 7414522 | 0.326 |

(iii) Invalid/ Abstain votes:

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 1 | 2100 |

Item No.5

Ordinary Resolution for Ratification of Remuneration payable to the Cost Auditors for the financial year ended March 31, 2017

(i) Voted **in favour** of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 541 | 2266939983 | 99.674 |

(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17 | 7414219 | 0.326 |

(iii) Invalid/ Abstain votes:

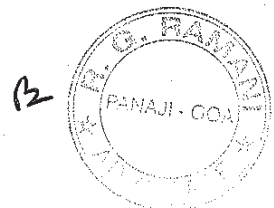
| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 2 | 2110 |

Item No.6

Special Resolution approving an offer or invitation for subscription of Non-Convertible Debentures or other Debt Securities upto Rs. 20,000 Crore on a Private Placement basis

(i) Voted **in favour** of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 538 | 2274339496 | 99.9998 |



(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 20 | 4188 | 0.0002 |

(iii) **Invalid/ Abstain** votes:

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 3 | 11440 |

Item No.7

Special Resolution to waive the excess remuneration paid to Mr. Navin Agarwal, Whole-Time Director (DIN: 00006303) of the Company for FY 2013-14

(i) Voted **in favour** of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 336 | 1986281270 | 87.334 |

(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 225 | 288062622 | 12.665 |

(iii) **Invalid/ Abstain** votes:

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 3 | 11580 |

Thanking You,
Yours faithfully,



R.G. Ramani
Advocate

Place: Panaji - Goa
Date: June 30, 2016