

VEDL/Sec./SE/23-24/88

July 26, 2023

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

Sub: Postal Ballot Notice - Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir / Madam,

In terms of Regulation 30 of Listing Regulations, we hereby submit a copy of Postal Ballot Notice ('Notice') dated July 21, 2023 seeking approval of the Members of the Company in respect of the below mentioned resolution through remote e-voting process only:

Appointment of Mr. Arun Misra (DIN: 01835605) as an Executive Director of the Company effective from August 01, 2023 to May 31, 2025

The aforesaid Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, July 21, 2023 ('Cut-off Date') received from the Depositories and whose e-mail address is registered with the Company / M/s. KFin Technologies Limited ('KFin') / Depositories / Depository Participant ('DPs'). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, July 21, 2023.

The Company has engaged the services of KFin for providing e-voting facility to all its Members. The details of the procedure to cast the vote forms part of the 'Notes' section of the Notice.

The Postal Ballot e-voting facility will be available during the following period:

| | |
|---------------------------------|---|
| Commencement of e-voting | From 9:00 a.m. (IST) on Thursday, July 27, 2023 |
| End of remote e-voting | Upto 5:00 p.m. (IST) on Friday, August 25, 2023 |

Members may note that the Notice will also be available on the Company's website at www.vedantalimited.com, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

Request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary & Compliance Officer
ACS: 20856

Encl: As above

VEDANTA LIMITED

REGISTERED OFFICE: Vedanta Limited, 1st Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai – 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530

CIN: L132O9MH1965PLC291394

VEDANTA LIMITED

CIN: L13209MH1965PLC291394

Regd. Office: 1st Floor, 'C' Wing,

Unit 103, Corporate Avenue, Atul Projects, Chakala,
Andheri (East), Mumbai – 400 093

Tel.: +91-22 6643 4500; Fax: +91-22 6643 4530

Website: www.vedantalimited.com; E-mail ID: comp.sect@vedanta.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution as set out below is proposed for approval by the Members of Vedanta Limited ("**the Company**") by means of Postal Ballot, only by way of e-voting process ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable rules made thereunder, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022, and other applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the SEBI ("**SEBI Circulars**") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions related to e-voting are appended to this Notice.

The Board of Directors has appointed Mr. Upendra C. Shukla, Practicing Company Secretary (Membership No. FCS No. 2727, CP No. 1654) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.

Members are requested to read the instructions in the Notes provided in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Friday, August 25, 2023.

The Scrutinizer will, after conclusion of e-voting, scrutinize the votes cast, make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.vedantalimited.com, the website of KFin Technologies Limited ("**KFin**"), Registrar & Transfer Agent ("**RTA**") of the Company at <https://evoting.kfintech.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com. The resolution will be deemed to be passed on Friday, August 25, 2023 subject to receipt of the requisite number of votes in favour of the resolution.

SPECIAL BUSINESS:

- 1. To consider and approve the appointment of Mr. Arun Misra (DIN: 01835605) as an Executive Director of the Company effective from August 01, 2023 to May 31, 2025 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the relevant Rules made thereunder and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as the **“Board”** which term shall include the Nomination & Remuneration Committee of the Board), consent of the Members be and is hereby accorded for appointment of Mr. Arun Misra (DIN: 01835605), who has been appointed as an Additional Director as per Section 161 of the Act and who holds office upto the date of the next General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, liable to retire by rotation, to hold office effective from August 01, 2023 to May 31, 2025 as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for appointment of Mr. Arun Misra (DIN: 01835605) as a Whole-Time Director of the Company designated as Executive Director, to hold office effective from August 01, 2023 to May 31, 2025 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice with liberty to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

1st Floor, ‘C’ Wing, Unit 103, Corporate Avenue
Atul Projects, Chakala, Andheri (East)
Mumbai – 400 093
CIN: L13209MH1965PLC291394
E-mail ID: comp.sect@vedanta.co.in
Website: www.vedantalimited.com
Tel: +91 22 6643 4500; Fax: +91 22 6643 4530

By Order of the Board of Directors

Perna Halwasiya
Company Secretary & Compliance Officer
Membership No.: ACS 20856

Place: New Delhi

Dated: July 21, 2023

NOTES:





1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, July 21, 2023 (“Cut-off Date”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“DPS”).
3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Friday, July 21, 2023.
5. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. Members may note that the Notice will also be available on the Company’s website at www.vedantalimited.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>.
7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 to KFin at inward.ris@kfintech.com or to the Company at comp.sect@vedanta.co.in. However, for the shares held in demat form, Members are requested to write to their respective DPs.
8. The Company has engaged the services of KFin Technologies Limited (“KFin”) as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Postal Ballot e-voting facility will be available during the following period:

| | |
|---------------------------------|---|
| Commencement of e-voting | From 9:00 a.m. (IST) on Thursday, July 27, 2023 |
| End of e-voting | Upto 5:00 p.m. (IST) on Friday, August 25, 2023 |
10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, August 25, 2023 subject to receipt of the requisite number of votes in favour of the resolution.
13. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to comp.sect@vedanta.co.in.
14. A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney

authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at vedlscrutinizer@gmail.com with a copy marked to evoting@kfintech.com.

15. **The procedure for e-voting is as under:**

- i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual Members holding shares in demat mode

| Type of Member | Login Method |
|---|---|
| Individual Members holding securities in demat mode with NSDL | <p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. A new page will open. Enter the existing user id and password for accessing IDeAS. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e., ‘Vedanta Limited’, or e-voting service provider, i.e., KFin. Members will be re-directed to KFin’s website for casting their vote during the e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name, i.e., Vedanta Limited, or e-voting service provider name, i.e. KFin, after which the Member will be redirected to e-voting service provider website for casting their vote during the e-voting period. <p>C. NSDL Mobile App</p> <ol style="list-style-type: none"> Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| Individual Members holding securities in demat mode with CDSL | <p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Click on New System MyEasi. Login to MyEasi option under quick login. Enter the registered user ID and password for accessing Easi / Easiest. Members will be able to view the e-voting Menu. |

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| | <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Vedanta Limited' or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p> |
| Individual Members login through their demat accounts / Website of Depository Participant(s) | <p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>i. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>ii. Click on options available against Vedanta Limited or KFin.</p> <p>iii. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.</p> |
| Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites. | |
| Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL: | |
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

- ii) Method of login / access to KFin e-voting system in case of all Members holding shares in physical mode and non-individual Members holding shares in demat mode

| Type of Member | Login Method |
|--|---|
| Members whose e-mail IDs are registered with the Company / Depository Participant(s) | <p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <p>i. Launch internet browser by typing the URL: https://evoting.kfintech.com/.</p> <p>ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii. After entering these details appropriately, click on "LOGIN".</p> |

| Type of Member | Login Method |
|---|--|
| | <ul style="list-style-type: none"> iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the Members to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the Member to select the “EVEN”, viz., ‘Vedanta Limited and click on “Submit”’. vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their vote by selecting an appropriate option and click on “Submit”. xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once Members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution. xii. Corporate/ Institutional Members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to vedlscrutinizer@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”. |
| Members whose e-mail IDs are not registered with the Company / Depository Participants(s) | <p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ul style="list-style-type: none"> a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or |

| Type of Member | Login Method |
|----------------|--|
| | <p>Name KFIN Technologies Limited Address Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p> |

iii) Method for obtaining user id and password for Members who have forgotten the User ID and password

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|---|---|
| Members who have forgotten the User ID and password | <p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If e-mail ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to evoting@kfintech.com. If the Member is already registered with the KFin e-voting platform, then such Member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p> |
|---|---|

16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>. In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).

17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.



Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”) at its meeting held on July 21, 2023, approved the appointment of Mr. Arun Misra (DIN: 01835605) as an Additional Director, designated as Executive Director of the Company effective from August 01, 2023 to May 31, 2025 subject to the approval of the Members.

Background and Profile of Mr. Misra:

Mr. Arun Misra is currently the CEO of Vedanta’s Zinc Business and has been leading Hindustan Zinc Limited (“HZL”), a subsidiary of the Company since August 01, 2020. Following this in June 2022, Mr. Misra has also been overseeing the operations and growth of Vedanta Zinc International which have their mines and concentrator in South Africa.

Mr. Misra was appointed as Deputy CEO, HZL on November 20, 2019 and was elevated to CEO & WTD, HZL with effect from August 01, 2020. In less than 10 months, he had been promoted and placed at the helm of the world’s second-largest integrated producer of zinc.

Mr. Misra is the 1st ever Indian Chairperson of the International Zinc Association. He is also the Vice President of the Indian Institute of Mineral Engineers. Mr. Misra has to his credit several published papers in nationally reputed journals.

Mr. Misra was awarded ‘CEO of the Year’ in the Business Leader of the Year awards. Further, under his able leadership, HZL has retained its 1st position in Asia-Pacific for the fourth consecutive year and globally 3rd in S&P Global Corporate Responsibility Assessment in 2022 amongst Mining & Metal companies.

After graduating with a Bachelor’s degree in Electrical Engineering from IIT, Kharagpur, Mr. Misra took a Diploma in Mining and Beneficiation from the University of New South Wales Sydney, and another Diploma in General Management from CEDEP, France. He possesses knowledge of TQM, Six Sigma, TPM, and the Malcolm Baldrige Model.

Mr. Misra started his career with Tata Steel as Maintenance Head (Electrical), West Bokaro Coal Washery in July 1988. He brings with him a formidable 35 years of rich and diverse experience in Tata Steel, where he headed various strategic positions. In his last assignment at Tata Steel, Mr. Misra worked as Vice President — Raw Materials Division. During his tenure at Tata Steel, Mr. Misra led crucial portfolios like Plant Operations, Mining Operations, and Safety & Project Management.

Remuneration

Mr. Misra will draw nil remuneration from the Company since he will continue to draw remuneration from HZL.

Provisions

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act {including any statutory modification(s) or reenactment(s) thereof for the time being in force}, the appointment of Mr. Arun Misra as an Executive Director requires approval of the Members by way of Ordinary Resolution. Further, as per the provisions of Regulation 17(1C) of Listing Regulations, the Company needs to ensure that the approval of shareholders is obtained for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Proposal

The NRC has considered his diverse skills, business leadership capabilities, expertise in risk management and vast business & industry experience, to be of immense benefit to the Company, and hence, have recommended his appointment as a Whole-Time Director designated as Executive Director.

In accordance with the provisions of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Misra as Director of the Company. Pursuant to Sections 190, 196, 197, 198, 203 and other applicable provisions of Act, if any and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactments thereof for the time being in force) and Articles of Association of the Company, the appointment of Mr. Misra as a Whole-Time Director designated as Executive Director requires approval of the Members by way of Ordinary Resolution.

The terms as set out in the said Resolution and the Explanatory Statement may be treated as a memorandum of the terms of appointment pursuant to Section 190 of the Act. The Company has received from Mr. Misra his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section (1) & (2) of Section 164 of the Act, declaration pursuant to Part I of Schedule V and a declaration that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Misra as an Executive Director will be beneficial to the functioning and growth of the Company.

The Board of Directors, accordingly, recommends the Ordinary resolution as set out in Item No. 1 of the Notice for the approval of the Members.

Save and except Mr. Misra and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are annexed to this Notice.

Annexure to the Notice of Postal Ballot

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2, in respect of the Directors seeking appointment/re-appointment:

| | |
|---|--|
| Name of Director | Mr. Arun Misra |
| Category of Director | Executive Director |
| Director Identification Number (DIN) | 01835605 |
| Age | 58 |
| Date of first appointment | August 01, 2023 |
| Qualification, Brief resume/Experience (including expertise in specific functional area) | As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice dated July 21, 2023 |
| Terms and Conditions of appointment/re-appointment | As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice dated July 21, 2023 |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice dated July 21, 2023 |
| Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner) | 32,218 equity shares of Re.1/- each |
| Relationship with other Directors/Key Managerial Personnel/Managers | None |
| Number of Board meetings attended during the year | Not Applicable |
| Directorship of other Boards as on date of Notice | <u>Public Companies:</u> 1. Hindustan Zinc Limited (Listed) 2. Ferro Alloys Corporation Limited 3. Federation of India Mineral Industries <u>Private Limited Companies</u> 1. Hindustan Zinc Fertilisers Private Limited 2. Hindustan Zinc Alloys Private Limited 3. Zinc India Foundation 4. Vedanta Zinc Football & Sports Foundation |
| Listed Entities from which resigned in past three years | None |
| Membership/Chairmanship of Committees of the other Boards as on date of Notice | <u>Stakeholders' Relationship Committee:</u> 1. Hindustan Zinc Limited – Member <u>Nomination & Remuneration Committee:</u> 1. Ferro Alloys Corporation Limited – Member <u>Corporate Social Responsibility Committee:</u> 1. Ferro Alloys Corporation Limited – Member <u>Sustainability and ESG Committee:</u> 1. Hindustan Zinc Limited – Member |

Registered Office:

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 Website: www.vedantalimited.com
 Tel: +91 22 6643 4500; Fax: +91 22 6643 4530

Place: New Delhi

Dated: July 21, 2023

By Order of the Board of Directors

Perna Halwasiya
Company Secretary & Compliance Officer
 Membership No: ACS 20856