

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: Submission pursuant to 58<sup>th</sup> Annual General Meeting of the Company – Voting Results and Scrutinizer’s Report**

Dear Sir/Madam,

In continuation to our letter VEDL/Sec./SE/23-24/47 dated June 19, 2023, we wish to inform you that the 58<sup>th</sup> Annual General Meeting (“AGM/Meeting”) of the Company was held on Wednesday, July 12, 2023 through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (“SEBI”) and the business(es) mentioned in the Notice dated May 12, 2023 for convening the Meeting, were duly transacted.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as **Annexure-A**; and
2. Consolidated Report of Scrutinizer dated July 13, 2023, for remote e-voting (both before the date of AGM and during the conduct of AGM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as **Annexure-B**.

The voting results along with the Scrutinizer’s Report(s) are available at the registered and corporate office and the website of the Company at [www.vedantalimited.com](http://www.vedantalimited.com) and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Thanking you.

Yours sincerely,

**For Vedanta Limited**

**Prerna Halwasiya**  
**Company Secretary & Compliance Officer**

**CC:**

**National Securities Depository Limited**  
Trade World, A Wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013

**Central Depository Services (India) Ltd**  
Marathon Futurex, A Wing, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound,  
N M Joshi Marg, Lower Parel,  
Mumbai - 400 013

**VEDANTA LIMITED**

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> 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

<b>General information about company</b>	
Scrip code	500295
NSE Symbol	VEDL
MSEI Symbol	NOTLISTED
ISIN	INE205A01025
Name of the company	VEDANTA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-07-2023
Start time of the meeting	3:00 PM
End time of the meeting	5:00 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	UPENDRA SHUKLA
Firms Name	UPENDRA SHUKLA
Qualification	CS
Membership Number	2727
Date of Board Meeting in which appointed	12-05-2023
Date of Issuance of Report to the company	13-07-2023

<b>Voting results</b>	
Record date	05-07-2023
Total number of shareholders on record date	1630726
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	205
No. of resolution passed in the meeting	12
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, and the reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2531849949	2531776989	99.9971	2531776989	0	100	0
Public-Institutions	E-Voting	645830486	578821408	89.6244	577733800	1087608	99.8121	0.1879
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	645830486	578821408	89.6244	577733800	1087608	99.8121	0.1879
Public- Non Institutions	E-Voting	539525804	90333983	16.7432	90319115	14868	99.9835	0.0165

	Poll		66137	0.0123	66137	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90400120	16.7555	90385252	14868	99.9836	0.0164
	Total	3717206239	3200998517	86.113	3199896041	1102476	99.9656	0.0344
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, and the reports of the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2531849949	2531776989	99.9971	2531776989	0	100	0
Public- Institutions	E-Voting	645830486	578821408	89.6244	577666248	1155160	99.8004	0.1996
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	645830486	578821408	89.6244	577666248	1155160	99.8004	0.1996
Public- Non Institutions	E-Voting	539525804	90317612	16.7402	90301755	15857	99.9824	0.0176
	Poll		66137	0.0123	66137	0	100	0



	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90383749	16.7524	90367892	15857	99.9825	0.0175
Total		3717206239	3200982146	86.1126	3199811129	1171017	99.9634	0.0366
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the interim dividend(s) for the financial year ended 31 March 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2531849949	2531776989	99.9971	2531776989	0	100
Public-Institutions	E-Voting	645830486	579082876	89.6648	579057873	25003	99.9957	0.0043
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		645830486	579082876	89.6648	579057873	25003	99.9957
Public- Non Institutions	E-Voting	539525804	90319407	16.7405	90293600	25807	99.9714	0.0286
	Poll		66137	0.0123	66137	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	applicable)							
	Total	539525804	90385544	16.7528	90359737	25807	99.9714	0.0286
	Total	3717206239	3201245409	86.1197	3201194599	50810	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Sunil Duggal (DIN: 07291685), who retires by rotation and being eligible, offers himself for re-appointment, as a Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2531849949	2531776989	99.9971	2531776989	0	100	0
Public-Institutions	E-Voting	645830486	579082875	89.6648	534022968	45059907	92.2187	7.7813
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	645830486	579082875	89.6648	534022968	45059907	92.2187	7.7813
Public- Non Institutions	E-Voting	539525804	90319736	16.7406	90275249	44487	99.9507	0.0493
	Poll		66137	0.0123	66137	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90385873	16.7528	90341386	44487	99.9508	0.0492
Total		3717206239	3201245737	86.1197	3156141343	45104394	98.591	1.409
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the re-appointment of Mr. Navin Agarwal (DIN: 00006303) as a Whole-time Director of the Company for a period of five (05) years effective from 01 August 2023 to 31 July 2028				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2531849949	2531776989	99.9971	2531776989	0	100	0
Public- Institutions	E-Voting	645830486	579082876	89.6648	377295627	201787249	65.154	34.846
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	645830486	579082876	89.6648	377295627	201787249	65.154	34.846
Public- Non Institutions	E-Voting	539525804	90312108	16.7392	88616108	1696000	98.1221	1.8779
	Poll		66137	0.0123	66137	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90378245	16.7514	88682245	1696000	98.1234	1.8766
Total		3717206239	3201238110	86.1195	2997754861	203483249	93.6436	6.3564
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider re-appointment of Ms. Priya Agarwal (DIN: 05162177) as a Non-Executive Director of the Company for a period of five (05) years effective from 17 May 2023 to 16 May 2028				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2531849949	2531776989	99.9971	2531776989	0	100
Public- Institutions	E-Voting	645830486	579082876	89.6648	459515357	119567519	79.3523	20.6477
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		645830486	579082876	89.6648	459515357	119567519	79.3523
Public- Non Institutions	E-Voting	539525804	90325968	16.7417	89976258	349710	99.6128	0.3872
	Poll		66277	0.0123	66277	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90392245	16.754	90042535	349710	99.6131	0.3869
	Total	3717206239	3201252110	86.1198	3081334881	119917229	96.2541	3.7459
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the amendment in Articles of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2531849949	2531776989	99.9971	2531776989	0	100	0
Public-Institutions	E-Voting	645830486	579082876	89.6648	553359200	25723676	95.5579	4.4421
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	645830486	579082876	89.6648	553359200	25723676	95.5579	4.4421
Public- Non Institutions	E-Voting	539525804	90323080	16.7412	90268452	54628	99.9395	0.0605
	Poll		66277	0.0123	66277	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90389357	16.7535	90334729	54628	99.9396	0.0604
Total		3717206239	3201249222	86.1198	3175470918	25778304	99.1947	0.8053
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(8)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of Cost Auditors for the financial year ended 31 March 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	2531689293	99.9937	2531689293	0	100	0
	Poll		87696	0.0035	87696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2531849949	2531776989	99.9971	2531776989	0	100	0
Public-Institutions	E-Voting	645830486	579082876	89.6648	579082876	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	645830486	579082876	89.6648	579082876	0	100	0
Public- Non Institutions	E-Voting	539525804	90323089	16.7412	90280609	42480	99.953	0.047
	Poll		66277	0.0123	65609	668	98.9921	1.0079

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90389366	16.7535	90346218	43148	99.9523	0.0477
	Total	3717206239	3201249231	86.1198	3201206083	43148	99.9987	0.0013
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the entering into of a Material Related Party Transaction with Bharat Aluminium Company Limited ("BALCO"), a subsidiary of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		2531849949	0	0	0	0	0
Public-Institutions	E-Voting	645830486	242999274	37.6259	240902467	2096807	99.1371	0.8629
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		645830486	242999274	37.6259	240902467	2096807	99.1371
Public- Non Institutions	E-Voting	539525804	90323917	16.7414	90270781	53136	99.9412	0.0588
	Poll		66277	0.0123	66277	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90390194	16.7536	90337058	53136	99.9412	0.0588
	Total	3717206239	333389468	8.9688	331239525	2149943	99.3551	0.6449
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	None of the promoters/promoter group entities, Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company. Further, Mr. Dindayal Jalan is a common Independent Director between the Company and BALCO.

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



<b>Resolution(10)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the entering into of a Material Related Party Transaction with ESL Steel Limited ("ESL"), a subsidiary of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2531849949	0	0	0	0	0
Public-Institutions	E-Voting	645830486	242999274	37.6259	240902467	2096807	99.1371	0.8629
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		645830486	242999274	37.6259	240902467	2096807	99.1371
Public- Non Institutions	E-Voting	539525804	90323855	16.7413	90257628	66227	99.9267	0.0733
	Poll		66277	0.0123	66277	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90390132	16.7536	90323905	66227	99.9267	0.0733
	Total	3717206239	333389406	8.9688	331226372	2163034	99.3512	0.6488
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	None of the promoters/promoter group entities, Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(11)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the entering into of a Material Related Party Transaction with Ferro Alloys Corporation Limited ("FACOR"), a subsidiary of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2531849949	0	0	0	0	0
Public-Institutions	E-Voting	645830486	242999274	37.6259	240902467	2096807	99.1371	0.8629
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		645830486	242999274	37.6259	240902467	2096807	99.1371
Public- Non Institutions	E-Voting	539525804	90324048	16.7414	90270874	53174	99.9411	0.0589
	Poll		66277	0.0123	66277	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90390325	16.7537	90337151	53174	99.9412	0.0588
	Total	3717206239	333389599	8.9688	331239618	2149981	99.3551	0.6449
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	None of the promoters/promoter group entities, Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company. Further, Mr. Akhilesh Joshi is a common Independent Director between the Company and FACOR.

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the entering into of a Material Related Party Transaction with Sterlite Power Transmission Limited ("SPTL"), a fellow subsidiary of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2531849949	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2531849949	0	0	0	0	0
Public-Institutions	E-Voting	645830486	243658342	37.7279	241561535	2096807	99.1394	0.8606
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		645830486	243658342	37.7279	241561535	2096807	99.1394
Public- Non Institutions	E-Voting	539525804	90325054	16.7416	90273267	51787	99.9427	0.0573
	Poll		66277	0.0123	66277	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	539525804	90391331	16.7538	90339544	51787	99.9427	0.0573
	Total	3717206239	334049673	8.9866	331901079	2148594	99.3568	0.6432
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	None of the promoters/promoter group entities, Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

UPENDRA SHUKLA  
B. Com., F C. S  
Company Secretary

504 , Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Shri Anil Agarwal  
Chairman  
Vedanta Limited  
1st Floor, C wing, Unit 103, Corporate Avenue  
Atul Projects, Chakala, Andheri (East)  
Mumbai-400 093

Dear Sir,

**Sub: Combined Report on Remote e-voting and e-voting conducted at the 58<sup>th</sup> Annual General Meeting of Vedanta Limited, held at 3.00 p.m. IST on Wednesday, the 12<sup>th</sup> July, 2023 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the remote e-voting process and also e-voting by Members at the 58<sup>th</sup> Annual General Meeting ('AGM') of Vedanta Limited (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') on Wednesday, the 12<sup>th</sup> July, 2023 at 3.00. p.m. (IST)
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 2/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08 December, 2021 and 05th May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 issued by the Securities Exchange Board of India (SEBI), the notice dated 12th May, 2023 as confirmed by the Company was sent to the Members in respect of below mentioned resolutions through electronic mode to those, whose e-mail addresses are registered with the Company/ Depositories.
- 3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as and also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Members to cast their votes electronically on all the resolutions proposed in the Notice of the 58<sup>th</sup> AGM.
- 4) The Company had appointed National Securities Depository Limited ('NSDL') as Service Provider, who provided the facilities for conducting the Remote e-voting, for participation by the Members in the AGM through VC/OAVM and e-voting during the said AGM.
- 5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the NSDL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the NSDL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Friday, 07<sup>th</sup> July, 2023 at 9.00 a.m. (IST) and ended on Tuesday, 11<sup>th</sup> July, 2023 at 5.00 p.m. (IST).

...2/-

UPENDRA  
CHANDRASH  
ANKAR  
SHUKLA

- b) The Company had also provided e-voting facility to the Members, who had participated in the AGM through VC/ OAVM and who had not casted their votes on Remote e-voting.
- c) The Members of the Company as on the 'cut-off' date i.e. 05<sup>th</sup> July, 2023 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 12 of the Notice convening the 58<sup>th</sup> AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the Remote e-voting and e-voting by the Shareholders at the AGM, on the NSDL e-voting system/ platform and after downloading the results, counted the votes.
- e) All the 3424 Remote/e-voting responses are valid.
- f) I now, submit my combined report as under on the results of the Remote e-voting and e-voting at the AGM in respect of the each of the resolutions as set out in the Notice dated 12<sup>th</sup> May, 2023 convening the AGM:

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31 March, 2023 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,316	3,19,97,42,208	99.97	49	11,02,476	0.03	30	55,65,016
E-voting at AGM	29	1,53,833	100.00	-	-	0.00	0	-
Combined	3,345	3,19,98,96,041	99.97	49	11,02,476	0.03	30	55,65,016

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 2:** Ordinary Resolution: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2023 and the report of the Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,237	3,19,96,57,296	99.96	61	11,71,017	0.04	97	55,81,387
E-voting at AGM	29	1,53,833	100.00	-	-	0.00	0	-
Combined	3,266	3,19,98,11,129	99.96	61	11,71,017	0.04	97	55,81,387

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

...3/-

**Resolution No. 3:** Ordinary Resolution: To confirm the interim dividend(s) for the financial year ended 31 March, 2023.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,255	3,20,10,40,766	100.00	53	50,810	0.00	87	53,18,124
E-voting at AGM	29	1,53,833	100.00	0	-	0.00	0	-
Combined	3,284	3,20,11,94,599	100.00	53	50,810	0.00	87	53,18,124

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 4:** Ordinary Resolution: To re-appoint Mr. Sunil Duggal (DIN:07291685), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,013	3,15,59,87,510	98.59	273	4,51,04,394	1.41	109	53,17,796
E-voting at AGM	29	1,53,833	100.00	0	-	0.00		
Combined	3,042	3,15,61,41,343	98.59	273	4,51,04,394	1.41	109	53,17,796

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 5:** Ordinary Resolution: To consider and approve the re-appointment of Mr. Navin Agarwal (DIN:00006303) as a Whole Time Director of the Company for a period of five (05) years effective from 01 August 2023 to 31 July 2028.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	2,700	2,99,76,01,028	93.64	582	20,34,83,249	6.36	113	53,25,423
E-voting at AGM	29	1,53,833	100.00	-	-	0.00	0	-
Combined	2,729	2,99,77,54,861	93.64	582	20,34,83,249	6.36	113	53,25,423

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 6:** Ordinary Resolution: To consider and approve the re-appointment of Ms. Priya Agarwal (DIN:05162177) as a Non-Executive Director of the Company for a period of five (05) years effective from 17 May 2023 to 16 May 2028.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	2,739	3,08,11,80,908	96.25	539	11,99,17,229	3.75	116	53,11,423
E-voting at AGM	30	1,53,973	100.00	-	-	0.00	-	-
Combined	2,769	3,08,13,34,881	96.25	539	11,99,17,229	3.75	116	53,11,423

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 7:** Special Resolution: To consider and approve the amendment in Articles of Association of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,080	3,17,53,16,945	99.19	186	2,57,78,304	0.81	128	53,14,311
E-voting at AGM	30	1,53,973	100.00	-	-	0.00	-	-
Combined	3,110	3,17,54,70,918	99.19	186	2,57,78,304	0.81	128	53,14,311

Since combined number of votes cast in favour of the resolution is more than three times the number of votes cast against the resolution, the said special resolution may be declared passed.

**Resolution No. 8:** Ordinary Resolution: To ratify the remuneration of Cost Auditors for the financial year ended 31 March 2024.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,133	3,20,10,52,778	100.00	134	42,480	0.00	127	53,14,302
E-voting at AGM	28	1,53,305	99.57	2	668	0.43	-	-
Combined	3,161	3,20,12,06,083	100.00	136	43,148	0.00	127	53,14,302

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

...5/-



**Resolution No. 9:** Ordinary Resolution: To approve entering into of a Material Related Party Transaction with Bharat Aluminium Company Limited (“BALCO”), a subsidiary of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,124	33,11,73,248	99.35	114	21,49,943	0.65	157	2,87,31,74,065
E-voting at AGM	29	66,277	100.00	-	-	0.00	-	-
Combined	3,153	33,12,39,525	99.36	114	21,49,943	0.64	157	2,87,31,74,065

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary

**Resolution No. 10:** Ordinary Resolution: To approve entering into of a Material Related Party Transaction with ESL Steel Limited (“ESL”), a subsidiary of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,100	33,11,60,095	99.35	133	21,63,034	0.65	162	2,87,31,74,127
E-voting at AGM	29	66,277	100.00	-	-	0.00	-	-
Combined	3,129	33,12,26,372	99.35	133	21,63,034	0.65	162	2,87,31,74,127

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 11:** Ordinary Resolution: To approve entering into of a Material Related Party Transaction with Ferro Alloys Corporation Limited (“FACOR”), a subsidiary of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,112	33,11,73,341	99.35	129	21,49,981	0.65	154	2,87,31,73,934
E-voting at AGM	29	66,277	100.00	-	-	0.00	-	-
Combined	3,141	33,12,39,618	99.36	129	21,49,981	0.64	154	2,87,31,73,934

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

...6/-

**Resolution No. 12:** Ordinary Resolution: To approve entering into of a Material Related Party Transaction with Sterlite Power Transmission Limited (“SPTL”), a fellow subsidiary of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	3,121	33,18,34,802	99.36	125	21,48,594	0.64	149	2,87,25,13,860
E-voting at AGM	29	66,277	100.00	-	-	0.00		-
Combined	3,150	33,19,01,079	99.36	125	21,48,594	0.64	149	2,87,25,13,860

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Thanking you,

UDIN: F002727E000603723  
Peer Review Certificate No.: 1882/2022  
Date: 13/07/2023  
Place: Mumbai

Yours faithfully,  
UPENDRA  
CHANDRASH  
ANKAR  
SHUKLA  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

**Item No. 1:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, and the reports of the Board of Directors and Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

**Item No. 2:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, and the report of the Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

**Item No. 3:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** the first interim dividend of Rs.31.50 per equity share i.e., 3150%; second interim dividend of Rs.19.50 per equity share i.e., 1950%; third interim dividend of Rs.17.50 per equity share i.e., 1750%; fourth interim dividend of Rs.12.50 per equity share i.e., 1250%; and fifth interim dividend of Rs.20.50 per equity share i.e., 2050% aggregating to a sum of Rs.101.50/- per equity share on face value of Rs.1/- each fully paid up for the FY 2023 approved by the Board of Directors of the Company respectively and already paid, be and is hereby confirmed.”

**Item No. 4:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Duggal (DIN: 07291685), who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

**Item No. 5:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {including any statutory modification(s) or re-enactment(s) thereof for

the time being in force}, on the recommendation of the Nomination & Remuneration Committee and that of 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 the re-appointment of Mr. Navin Agarwal (DIN: 00006303) as a Whole-Time Director of the Company for a period of five (05) years effective from 01 August 2023 to 31 July 2028, not liable to retire by rotation, and on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening the Meeting with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Act or in accordance with any statutory modification(s) thereof.

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

**Item No. 6:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, on the recommendation of the Nomination & Remuneration Committee and that of 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 the re-appointment of Ms. Priya Agarwal (DIN: 05162177) as a Non-Executive Director of the Company, for a period of five (05) years effective from 17 May 2023 to 16 May 2028, liable to retire by rotation.

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

**Item No. 7:**

**SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Section 14, 71 and 161 of the Companies Act, 2013 read with Rule 18(3)(e) of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 23(6) of the Securities and Exchange Board of India (“**SEBI**”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as amended from time to time, and all other applicable provisions, if any, of the Companies (Incorporation) Rules, 2014, and SEBI Regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, on the approval of the Board of Directors, approval of the Members be and is hereby accorded to insert Clause 91(A) as mentioned hereinbelow to the existing Articles of Association of the Company; “*91(A) Debenture trustees, on behalf of the debenture holders, shall have a right to recommend and appoint and nominate in writing a Director on the Board of Directors of the Company (hereinafter referred to as the “**Debenture Trustee Nominee Director**”) in the event of: 1. two consecutive defaults in payment of interest to the debenture holders; or 2. default in creation of security for debentures; or 3. default in redemption of debentures. The right to appoint the Debenture Trustee Nominee Director shall be exercised by the debenture trustees as per the statutory guidelines as may be applicable from time to time. The Debenture Trustee Nominee Director appointed pursuant to above clauses shall neither be liable to retire by rotation nor shall be required to hold any qualification shares.*”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and

take all such steps as may be necessary, proper or expedient to give effect to this resolution or to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company.”

**Item No. 8:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, on the recommendation of the Audit & Risk Management Committee and approval of the Board of Directors (hereinafter referred to as the “**Board**” which term shall include the Audit and Risk Management Committee of the Board), the remuneration, as set out in the explanatory statement annexed to the Notice convening the Meeting, to be paid to the Cost Auditors appointed by the Board to conduct the audit of cost records of the Company for the financial year ended 31 March 2024, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution or to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company.”

**Item No. 9:**

**ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions (“**RPT**”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, on the approval and recommendation of the Audit & Risk Management Committee and the Board of Directors of Vedanta Limited (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit & Risk Management Committee of the Board and any duly authorised committee of directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to execute a Master Sales, Purchases and Services Agreement (“**BALCO Agreement**”) and carry out/perform from time to time the transactions contemplated therein (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with BALCO, a subsidiary of the Company and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of:

*Sale/purchase of alumina/aluminium and other goods and services, stores and spares, fixed assets, including high sea/port sale and purchase of aluminium fluoride, sale/purchase of green anodes and baked anodes, sale/purchase of coke and coal and recovery of material (alumina) handling charges, CP coke storage charges and wharfage charges etc. or any other transactions for transfer of resources, services or obligations and other reimbursements/recoveries for business purpose from/to BALCO.*

on such terms and conditions as mentioned in the explanatory statement annexed to the Notice convening the Meeting and as may be mutually agreed between the Company and BALCO, provided that the BALCO Agreement shall be for an aggregated value not exceeding Rs.3,940 crore per financial year for each financial year of the three year period that the Agreement subsists, subject to the BALCO Agreement being carried out at arm’s-length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this

resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 10:**

**ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions (“**RPT**”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, on the approval and recommendation of the Audit & Risk Management Committee and the Board of Directors of Vedanta Limited (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit & Risk Management Committee of the Board and any duly authorised committee of directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to execute a Master Sales, Purchases and Services Agreement (“**ESL Agreement**”) and carry out/perform from time to time the transactions contemplated therein (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with ESL, a subsidiary of the Company and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of:

**(A) Operational transactions:**

*Sale/purchase of coke, coal, iron ore, copper rods and other goods and services, stores and spares, fixed assets, including high sea/port sale and purchase of coke/coal or any other transactions for transfer of resources, services or obligations and other reimbursements/recoveries for business purpose from/to ESL.*

**(B) Financial transactions:**

*Loans and guarantees facilities for general corporate purpose including working capital and capital expenditure requirements on such terms and conditions as mentioned in the explanatory statement annexed to the Notice convening the Meeting and as may be mutually agreed between the Company and ESL, provided that the ESL Agreement shall be for an aggregated value not exceeding Rs. 2,003 crore per financial year for each financial year of the three year period that the Agreement subsists for operational transactions and an aggregated value not exceeding `1,475 crore for financial transactions during the three year period that the Agreement subsists, subject to the ESL Agreement being carried out at arm’s-length basis and in the ordinary course of business of the Company.*

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein

conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**Item No. 11:**

**ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (**“Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (the **“Act”**) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions (**“RPT”**) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, on the approval and recommendation of the Audit & Risk Management Committee and the Board of Directors of Vedanta Limited (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit & Risk Management Committee of the Board and any duly authorised committee of directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to execute a Master Sales, Purchases and Services Agreement (**“FACOR Agreement”**) and carry out/perform from time to time the transactions contemplated therein (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with FACOR, a subsidiary of the Company and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of:

**(A) Operational transactions:**

*Sale/purchase of coke, coal and other goods and services, stores and spares, fixed assets or any other transactions for transfer of resources, services or obligations and other reimbursements/ recoveries for business purpose from/to FACOR.*

**(B) Financial transactions:**

*Loans and guarantees facilities for general corporate purpose including working capital and capital expenditure requirements on such terms and conditions as mentioned in the explanatory statement annexed to the Notice*

convening the Meeting and as may be mutually agreed between the Company and FACOR, provided that the FACOR Agreement shall be for an aggregated value not exceeding `334 crore per financial year for each financial year of the three year period that the Agreement subsists for operational transactions and an aggregated value not exceeding `2,530 crore for financial transactions during the three year period that the Agreement subsists, subject to the FACOR Agreement being carried out at arm’s-length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 12:**

**ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions (“**RPT**”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, on the approval and recommendation of the Audit & Risk Management Committee and the Board of Directors of Vedanta Limited (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit & Risk Management Committee of the Board and any duly authorised committee of directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to execute a Master Sales, Purchases and Services Agreement (“**SPTL Agreement**”) and carry out/perform from time to time the transactions contemplated therein (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with SPTL, a fellow subsidiary of the Company and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of:

*Sale of hot metal, copper rods and other goods and services, stores and spares, fixed assets, including sale of wire rods, power and ingots etc., or any other transactions for transfer of resources, services or obligations and other reimbursements/recoveries for business purpose from/to SPTL.*

on such terms and conditions as mentioned in the explanatory statement annexed to the Notice convening the Meeting and as may be mutually agreed between the Company and SPTL, provided that the SPTL Agreement shall be for an aggregated value not exceeding Rs.2,179 crore per financial year for each financial year of the three year period that the Agreement subsists, subject to the SPTL Agreement being carried out at arm’s-length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”