

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Limited
“Exchange Plaza” 5th Floor Plot No., C/I, G Block
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 500295

Scrip Code: VEDL

Scrip Code (Non-Convertible Debentures): 973705, 959311, 974022, 975823

Sub: Compliance under Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2024

Dear Sir/Ma'am,

Please find enclosed herewith the Corporate Governance Report for the quarter ended September 30, 2024.

We request you to please take the above on record.

Thanking you.

Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary and Compliance Officer

Enclosed: 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
Email: comp.sect@vedanta.co.in | Website: www.vedantalimited.com

CIN: L13209MH1965PLC291394

General information about company	
Scrip code	500295
NSE Symbol	VEDL
MSEI Symbol	NOTLISTED
ISIN	INE205A01025
Name of the entity	Vedanta Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Anil Agarwal	AFWPA3200K	00010883	Non-Executive - Non Independent Director	Chairperson related to Promoter		07-09-1952
2	Mr	Navin Agarwal	ACTPA4140J	00006303	Executive Director	Not Applicable		11-01-1961
3	Mr	Arun Misra	ACIPM8106D	01835605	Executive Director	Not Applicable		08-05-1965
4	Mr	Dindayal Jalan	ABHPJ9120E	00006882	Non-Executive - Independent Director	Not Applicable		29-09-1956
5	Mr	Prasun Kumar Mukherjee	ACSPM5064C	00015999	Non-Executive - Independent Director	Not Applicable		01-12-1955
6	Ms	Priya Agarwal	ANFPA8240C	05162177	Non-Executive - Non Independent Director	Not Applicable		10-08-1989
7	Ms	Padmini Sekhsaria	AALPS0212R	00046486	Non-Executive - Independent Director	Not Applicable		06-09-1975
8	Ms	Pallavi Joshi Bakhru	AAGPB0046B	01526618	Non-Executive - Independent Director	Not Applicable		16-09-1967
9	Mr	Upendra Kumar Sinha	AHSPS5192A	00010336	Non-Executive - Independent Director	Not Applicable		02-03-1952

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-04-2020				2	0	0	0			
2	NA		17-08-2013	01-08-2023			2	0	0	0			
3	NA		01-08-2023				2	0	3	0			
4	NA		01-04-2021	01-04-2023		42	1	1	4	2			
5	NA		11-08-2024			1	1	1	1	0			
6	NA		17-05-2017	17-05-2023			2	0	0	0			
7	NA		05-02-2021	05-02-2023		43	2	1	1	0			
8	NA		01-07-2024			3	4	4	7	3			
9	NA		13-03-2018	11-08-2021	11-08-2024	76	6	6	9	4	Tenure Completion		

Text Block	
Textual Information(1)	<p>1 Tenure of Mr. Dindoyal Jalan till the end of quarter is 42 months.</p> <p>2 Mr. Prasun Kumar Mukherjee has been appointed as Non-Executive Independent Director with effect from 11.08.2024. Tenure of Mr. Prasun Kumar Mukherjee till the end of quarter is 51 days.</p> <p>3 Tenure of Ms. Padmini Sekhsaria till the end of quarter is 43 months and 26 days.</p> <p>4 Ms. Pallavi Joshi Bakhru has been appointed as Non-Executive Independent Director with effect from 01.07.2024. Tenure of Ms. Pallavi Joshi Bakhru till the end of quarter is 3 months.</p> <p>5 Mr. Akhilesh Joshi ceased to hold office with effect from 01.07.2024 upon completion of his second and final term with effect from close of business hours on 30.06.2024.</p> <p>6 Mr. UK Sinha ceased to hold office with effect from 11.08.2024 upon completion of his second and final term with effect from close of business hours on 10.08.2024. His tenure till the date of cessation is 76 months and 29 days. Details of Directorship(s) and Committee Membership(s) or Chairmanship(s) held in listed entities including this listed entity have been provided as on the last day of his tenure.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Effective 06.06.2020, Risk Manangement Committee has been consolidated with the Audit Committee and renamed as Audit & Risk Management Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Chairperson	28-03-2018	11-08-2024	Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Chairperson	01-04-2021		Textual Information(2)
3	01526618	Pallavi Joshi Bakhru	Non-Executive - Independent Director	Member	01-07-2024		Textual Information(3)
4	00015999	Prasun Kumar Mukherjee	Non-Executive - Independent Director	Member	11-08-2024		Textual Information(4)

Sr Text Block

Textual Information(1)	Mr. Sinha ceased to be Committee Chairperson w.e.f. 11.08.2024 upon completion of his second and final term w.e.f. close of business hours on 10.08.2024.
Textual Information(2)	Mr. Jalan was appointed as a member w.e.f. 01.04.2021 and has been designated as Chairperson of the Committee w.e.f. 11.08.2024.
Textual Information(3)	Ms. Pallavi Joshi Bakhru has been appointed as a Committee member w.e.f. 01.07.2024.
Textual Information(4)	Mr. Prasun Kumar Mukherjee has been appointed as a Committee member w.e.f 11.08.2024.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Chairperson	27-05-2020	11-08-2024	Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Chairperson	01-04-2021		Textual Information(2)
3	00010883	Anil Agarwal	Non-Executive - Non Independent Director	Member	27-05-2020		
4	00015999	Prasun Kumar Mukherjee	Non-Executive - Independent Director	Member	11-08-2024		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr. Sinha ceased to be Committee Chairperon w.e.f. 11.08.2024 upon completion of his second and final term w.e.f. close of business hours on 10.08.2024.
Textual Information(2)	Mr. Jalan was appointed as a member w.e.f. 01.04.2021 and has been designated as Chairperson of the Committee w.e.f. 11.08.2024.
Textual Information(3)	Mr. Prasun Kumar Mukherjee has been appointed as a Committee member w.e.f. 11.08.2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01526618	Pallavi Joshi Bakhru	Non-Executive - Independent Director	Chairperson	11-08-2024		Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Member	21-10-2021		Textual Information(2)
3	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Member	07-11-2020	11-08-2024	Textual Information(3)
4	01835605	Arun Misra	Executive Director	Member	01-08-2023		
5	00046486	Padmini Sekhsaria	Non-Executive - Independent Director	Member	01-04-2021		

Sr Text Block

Textual Information(1)	Ms. Pallavi Joshi Bakhru has been appointed as Committee Chairperson w.e.f. 11.08.2024.
Textual Information(2)	Mr. Jalan ceased to be Committee Chairperson w.e.f. 11.08.2024. However, he continues to be a member of the Committee.
Textual Information(3)	Mr. Sinha ceased to be Committee member w.e.f. 11.08.2024 upon completion of his second and final term w.e.f. close of business hours on 10.08.2024.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Chairperson	28-03-2018	11-08-2024	Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Chairperson	01-04-2021		Textual Information(2)
3	01526618	Pallavi Joshi Bakhru	Non-Executive - Independent Director	Member	01-07-2024		Textual Information(3)
4	00015999	Prasun Kumar Mukherjee	Non-Executive - Independent Director	Member	11-08-2024		Textual Information(4)

Sr Text Block

Textual Information(1)	Mr. Sinha ceased to be Committee Chairperson w.e.f. 11.08.2024 upon completion of his second and final term w.e.f. close of business hours on 10.08.2024.
Textual Information(2)	Mr. Jalan was appointed as a member w.e.f. 01.04.2021 and has been designated as Chairperson of the Committee w.e.f. 11.08.2024.
Textual Information(3)	Ms. Pallavi Joshi Bakhru has been appointed as a Committee member w.e.f. 01.07.2024.
Textual Information(4)	Mr. Prasun Kumar Mukherjee has been appointed as a Committee member w.e.f 11.08.2024.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00046486	Padmini Sekhsaria	Non-Executive - Independent Director	Chairperson	05-02-2021		Textual Information(1)
2	05162177	Priya Agarwal	Non-Executive - Non Independent Director	Member	12-07-2017		
3	01526618	Pallavi Joshi Bakhru	Non-Executive - Independent Director	Member	01-07-2024		Textual Information(2)
4	00015999	Prasun Kumar Mukherjee	Non-Executive - Independent Director	Member	11-08-2024		Textual Information(3)
5	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Member	28-03-2018	11-08-2024	Textual Information(4)

Sr Text Block

Textual Information(1)	Ms. Padmini Sekhsaria was appointed as a member w.e.f. 05.02.2021 and has been designated as Chairperson of the Committee w.e.f. 01.07.2024.
Textual Information(2)	Ms. Pallavi Joshi Bakhru has been appointed as a Committee member w.e.f. 01.07.2024.
Textual Information(3)	Mr. Prasun Kumar Mukherjee has been appointed as a Committee member w.e.f. 11.08.2024.
Textual Information(4)	Mr. Sinha ceased to be Committee member w.e.f. 11.08.2024 upon completion of his second and final term w.e.f. close of business hours on 10.08.2024.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	25-04-2024				Yes	8	7	4
2	16-05-2024		20		Yes	8	6	3
3	17-06-2024		31		Yes	8	7	4
4		26-07-2024	38		Yes	8	7	4
5		06-08-2024	10		Yes	8	8	4
6		02-09-2024	26		Yes	8	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	24-04-2024				Yes	3	3	3	0
2	Audit Committee	05-08-2024	102			Yes	3	3	3	0
3	Nomination and remuneration committee	25-04-2024				Yes	3	2	2	0
4	Nomination and remuneration committee	17-06-2024	52			Yes	3	2	2	0
5	Nomination and remuneration committee	26-07-2024	38			Yes	3	2	2	0
6	Risk Management Committee	24-04-2024				Yes	3	3	3	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	05-08-2024	102			Yes	3	3	3	0
8	Stakeholders Relationship Committee	05-08-2024				Yes	4	4	3	0
9	Corporate Social Responsibility Committee	25-04-2024				Yes	4	4	3	0

Text Block

Textual Information(1)

Effective 06.06.2020, the Risk Management Committee (RMC) has been consolidated with Audit Committee (AC) and renamed as Audit & Risk Management Committee comprising of Independent Directors only. The Committee meeting details mentioned under AC tab have also been added under RMC tab.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Prerna Halwasiya
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

Annexure III		
1	Name of signatory	Prerna Halwasiya
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	Guarantee - Refer Additional Note 3	0	1150000000
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Ajay Goel		
Designation	CFO		
Place	Mumbai		
Date	18-10-2024		

Text Block

Textual Information(2)	<ol style="list-style-type: none">1. Information for the same transaction with the same party falling in more than one categories above is given only once under the most relevant category.2. The above reported amount is based on the net carrying value as per the books of accounts.3. Bank guarantee provided to the Income Tax department as a collateral in respect of certain tax disputes.
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Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Prerna Halwasiya
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-10-2024

