

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 - NCDs: 973705, 959311, 974022, 974440*, 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 June 30, 2024

Dear Sir/Ma'am,

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

We request you to please take the above on record.

**The Scrip Code 974440 has been redeemed on maturity i.e., March 15, 2024.*

Thanking you.

Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary & 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	Quarterly
Date of Report	30-06-2024
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	Upendra Kumar Sinha	AHSPS5192A	00010336	Non-Executive - Independent Director	Not Applicable		02-03-1952
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	Mr	Akhilesh Joshi	AAZPJ8388D	01920024	Non-Executive - Independent Director	Not Applicable		25-01-1954

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

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		39	1	1	4	2			
5	NA		13-03-2018	11-08-2021		75	6	6	9	4			
6	NA		17-05-2017	17-05-2023			2	0	0	0			
7	NA		05-02-2021	05-02-2023		40	2	1	1	0			
8	NA		01-07-2021	01-07-2022		36	2	2	6	0			

Text Block

Textual Information(1)

1 Tenure of Mr. Dindayal Jalan till the end of quarter is 39 months.

2 Tenure of Mr. UK Sinha till the end of quarter is 75 months and 18 days.

3 Tenure of Mr. Akhilesh Joshi till the end of quarter is 36 Months.

4 Tenure of Ms. Padmini Sekhsaria till the end of quarter is 40 months and 26 days.

5 Mr. Akhilesh Joshi Non-Executive Independent Director 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.

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 Management Committee has been consolidated with the Audit Committee and renamed as Audit and 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		Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Member	01-04-2021		
3	01920024	Akhilesh Joshi	Non-Executive - Independent Director	Member	01-07-2021		Textual Information(2)

Sr Text Block

Textual Information(1)

Mr. Sinha was appointed as member of Audit & Risk Management Committee w.e.f. 28.03.2018 and designated as Chairperson w.e.f. 21.10.2021.

Textual Information(2)

Mr. Akhilesh Joshi ceased to be a Member of the Committee with effect from 01.07.2024 upon completion of his second and final term as Independent Director of the Company with effect from close of business hours on 30.06.2024.

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		Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Member	01-04-2021		
3	00010883	Anil Agarwal	Non-Executive - Non Independent Director	Member	27-05-2020		

Sr Text Block

Textual Information(1)

Mr. Sinha was appointed as member of Nomination and Remuneration Committee w.e.f. 27.05.2020 and designated as Chairperson w.e.f. 07.11.2020.

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	00006882	Dindayal Jalan	Non-Executive - Independent Director	Chairperson	21-10-2021		
2	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Member	07-11-2020		
3	01835605	Arun Misra	Executive Director	Member	01-08-2023		
4	00046486	Padmini Sekhsaria	Non-Executive - Independent Director	Member	01-04-2021		

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		Textual Information(1)
2	00006882	Dindayal Jalan	Non-Executive - Independent Director	Member	01-04-2021		
3	01920024	Akhilesh Joshi	Non-Executive - Independent Director	Member	01-07-2021		Textual Information(2)

Sr Text Block

Textual Information(1)

Mr. Sinha was appointed as member of Audit & Risk Management Committee w.e.f. 28.03.2018 and designated as Chairperson w.e.f. 21.10.2021.

Textual Information(2)

Mr. Akhilesh Joshi ceased to be a Member of the Committee with effect from 01.07.2024 upon completion of his second and final term as Independent Director of the Company with effect from close of business hours on 30.06.2024.

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	01920024	Akhilesh Joshi	Non-Executive - Independent Director	Chairperson	21-10-2021		Textual Information(1)
2	05162177	Priya Agarwal	Non-Executive - Non Independent Director	Member	12-07-2017		
3	00010336	Upendra Kumar Sinha	Non-Executive - Independent Director	Member	28-03-2018		
4	00046486	Padmini Sekhsaria	Non-Executive - Independent Director	Member	05-02-2021		

Sr Text Block

Textual Information(1)

Mr. Akhilesh Joshi ceased to be Chairperson of the Committee with effect from 01.07.2024 upon completion of his second and final term as Independent Director of the Company with effect from close of business hours on 30.06.2024.

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	25-01-2024				Yes	8	8	4
2	21-03-2024		55		Yes	8	8	4
3		25-04-2024	34		Yes	8	7	4
4		16-05-2024	20		Yes	8	6	3
5		17-06-2024	31		Yes	8	7	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	11-01-2024				Yes	3	3	3	0
2	Audit Committee	25-01-2024	13			Yes	3	3	3	0
3	Audit Committee	21-03-2024	55			Yes	3	3	3	0
4	Audit Committee	24-04-2024	33			Yes	3	3	3	0
5	Nomination and remuneration committee	21-03-2024				Yes	3	3	2	0
6	Nomination and remuneration committee	25-04-2024	34			Yes	3	2	2	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	Nomination and remuneration committee	17-06-2024	52			Yes	3	2	2	0
8	Risk Management Committee	11-01-2024				Yes	3	3	3	0
9	Risk Management Committee	25-01-2024	13			Yes	3	3	3	0
10	Risk Management Committee	21-03-2024	55			Yes	3	3	3	0
11	Risk Management Committee	24-04-2024	33			Yes	3	3	3	0
12	Corporate Social Responsibility Committee	25-04-2024	0			Yes	4	4	3	0
13	Stakeholders Relationship Committee	25-01-2024				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	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

Pursuant to Regulation 27 of SEBI Listing Regulations we hereby inform that no material related party transaction was entered into by the Company during the quarter under review.

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

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	Perna Halwasiya
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	16-07-2024