



VEDANTA LIMITED

CIN: L13209MH1965PLC291394

Regd. Office: 1st Floor, 'C' Wing, Unit 103, Corporate Avenue, Atul Projects,
Chakala, Andheri (East), Mumbai – 400 093

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

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

Dear Members,

Invitation to the 61st Annual General Meeting (“AGM”) of Vedanta Limited

You are cordially invited to attend the 61st Annual General Meeting of Vedanta Limited (the “Company”) scheduled to be held on **Tuesday, 14 July 2026 at 03:00 p.m. IST** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

The Notice convening the AGM, containing the detailed agenda and instructions for joining the meeting, is enclosed herewith.

For ease of participation, we are providing below the key details regarding the meeting for your reference:

Particulars	Details
Cut-off date for e-voting	Tuesday, 07 July 2026
E-voting start time and date	9:00 a.m. IST, Thursday, 09 July 2026
E-voting end time and date	5:00 p.m. IST, Monday, 13 July 2026
FAQs for AGM	www.vedantalimited.com
Registrar and Transfer Agent	Contact name: Mr. Ganesh Chandra Patro, Assistant Vice President KFin Technologies Limited Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 Email ID: einward.ris@kfintech.com
Helpline Number for VC participation	Members requiring any assistance or support for participation before or during the AGM may contact NSDL at evoting@nsdl.com or may call at 022-4886 7000. Members may also contact Ms. Pallavi Mhatre, Deputy Vice President, NSDL, at the designated E-mail ID evoting@nsdl.com .

Other important links	
Integrated Report and Annual Accounts FY 2025-26	
Subsidiary Financials	www.vedantalimited.com
Other Reports	
Details of Unclaimed Dividend due for transfer to IEPF	www.vedantalimited.com
Details of Unclaimed Shares due for transfer to IEPF	www.vedantalimited.com

We look forward to your valued presence and participation at the AGM.

Warm regards,
Anil Agarwal
Chairman
Vedanta Limited



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Notice of the 61st Annual General Meeting

Notice is hereby given that the 61st Annual General Meeting (“AGM”/“Meeting”) of Vedanta Limited (the “Company”) will be held on Tuesday, 14 July 2026, at 3:00 p.m. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, and the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026, and the report of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026, and the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

- To confirm the interim dividend(s) for the financial year ended 31 March 2026, and, in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the first interim dividend of ₹ 7.00 per equity share i.e. 700%, declared by the Board of Directors on 18 June 2025, the second interim dividend of ₹ 16.00 per equity share i.e. 1,600%, declared by the Board of Directors on 21 August 2025 and the third interim dividend of ₹ 11.00 per equity share i.e. 1100% declared on 23 March 2026, aggregating to a sum of ₹ 34.00 per equity share of face value ₹ 1/- each fully

paid-up for the financial year 2025-26 approved by the Board of Directors of the Company respectively and already paid to the Members, be and are hereby confirmed.”

- To re-appoint Mr. Anil Kumar Agarwal (DIN: 00010883), who retires by rotation and being eligible, offers himself for re-appointment, as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Kumar Agarwal (DIN: 00010883), 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.”

- To consider and approve the appointment of M/s MSKA & Associates LLP, Chartered Accountants (FRN 105047W/W100044) as Statutory Auditors of the Company to hold office from the conclusion of the Sixty-First (61st) Annual General Meeting of the Company till the conclusion of the Sixty-Sixth (66th) Annual General Meeting and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time and any other applicable law for the time being in force (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit & Risk Management Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (FRN 105047W/W100044) as the Statutory Auditors of the Company for a term of 05 (five) consecutive years, who shall hold office from



the conclusion of this Sixty-First (61st) Annual General Meeting till conclusion of the Sixty-Sixth (66th) Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of Audit & Risk Management Committee be and are hereby authorised to finalise and fix the remuneration of the Statutory Auditors as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

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

Special Business

6. To consider and approve the appointment of Dr. Meena Hemchandra (DIN: 05337181) as a Non-Executive Independent Director of the Company for a first term of one (1) year effective from 01 May 2026 to 30 April 2027, and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149(6), 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Dr. Meena Hemchandra (DIN: 05337181), who has been appointed as an Additional Director of the Company designated as Non-Executive Independent Director with effect from 01 May 2026 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 01 (one) year effective from 01 May 2026 to 30 April 2027, on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company 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.”

7. To consider and approve the re-appointment of Mr. Arun Misra (DIN: 01835605) as an Executive Director of the Company effective from 01 June 2026 to 31 July 2026, and in this regard, pass the following resolution as an **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 amendments or re-enactment(s) thereof for the time being in force}, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Arun Misra (DIN: 01835605) as an Executive Director of the Company for a period effective from 01 June 2026 to 31 July 2026, 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, based on the recommendation of Nomination & Remuneration Committee, 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.”

8. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2027 and, in this regard, pass the following resolution as an **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 amendment(s), 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 & 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 ending 31 March 2027, 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."

Registered Office:

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By Order of the Board of Directors

Perna Halwasiya
Company Secretary & Compliance Officer
ACS No. 20856

Place: New Delhi
Dated: 29 May 2026



NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide General Circular No. 03/2025 dated 22 September 2025, read with earlier circulars (“MCA Circulars”), has permitted companies to conduct their Annual General Meetings (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) till further orders, without the physical presence of Members at a common venue. Hence, in compliance with the said circular, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the ordinary/special businesses to be transacted at the AGM is annexed hereto. Item no. 06 to 08 are included as Special Business to be considered in the ensuing AGM.
3. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency for providing e-voting facility (remote e-voting and voting during AGM) to the shareholders of the Company in order to cast their votes electronically in terms of the aforesaid MCA Circulars.
4. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
5. As the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
6. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy in pdf/jpg format of the Board Resolution/Power of Attorney authorising its representatives to attend and vote at the AGM pursuant to Section 113 of the Act, email to vedlscrutinizer@gmail.com and evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab in their login.
7. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act, in respect of directors seeking appointment/re-appointment at this AGM are also annexed herewith. The Company’s Independent Directors are not liable to retire by rotation.
8. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 09 July 2026 to Monday, 13 July 2026 (both days inclusive).

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF E-MAIL ID

11. In compliance with the MCA Circulars, Notice of the AGM along with the Integrated Report and Annual Account for FY 2025-26 (“Annual Report”) is being sent only through electronic mode to those Members whose E-mail address is registered with the Company/ Depository Participants (“DPs”). Members may note that the Notice and Annual Report 2025-26 will also be available on the Company’s website at www.vedantalimited.com, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL at www.evoting.nsdl.com. No physical copy of the Notice and the Annual Report has been sent to Members who have not registered their E-mail addresses with the Company/DPs/Company’s Registrar & Transfer Agent (“RTA”), KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (“KFinTech”).
12. Members whose E-mail ID is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time, may get their E-mail ID registered by submitting Form ISR-1 to KFinTech at einward.ris@kfintech.com or to the Company at comp.sect@vedanta.co.in. However, for the shares held in demat form, members are requested to write to their respective DPs.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

13. The Company has engaged in the services of NSDL. Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL by following the instructions provided in the notes to the Notice of the AGM.
14. Facility to join the AGM shall be opened thirty (30) minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
15. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis.
16. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022 - 4886 7000 or can contact Ms. Pallavi Mhatre, Deputy Vice President, at the designated E-mail ID at evoting@nsdl.com.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/QUERIES

17. The Members who have any questions on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Friday, 03 July 2026 (5:00 p.m. IST) through their registered E-mail at compliance.officer@vedanta.co.in by mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number.
18. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by clicking on the below link on or before Friday, 03 July 2026 (5:00 p.m. IST);

<https://vcnow.live/portal/event/vedanta-speaker-registration>

Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

The Members may view the criteria for identification/selection of speakers which is available on the website of the Company at www.vedantalimited.com.

19. All shareholders attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available below the Meeting screen.

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available for inspection by the Members during the AGM.
21. All material documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to compliance.officer@vedanta.co.in.
22. Members who hold shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof with KFinTech, Company's RTA. Members whose shareholding is in electronic mode are requested to intimate the change of address, registration of E-mail address and updation of bank account details to their respective DPs.
23. Pursuant to Section 124(6) and Section 125 of the Act read with Investor Education and Protection Fund ("IEPF") Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto ("IEPF Rules"), the amount of unpaid/unclaimed dividend for a period of seven (07) years from the date of transfer to the Unpaid Dividend account is required to be transferred to IEPF Authority established by the Central Government. The Company has transferred the unpaid or unclaimed dividends declared up to FY 2018-19 from time to time on the respective due dates.
24. Additionally, all the shares in respect of which dividend has not been paid/claimed for a period of seven (07) consecutive years or more shall be transferred to IEPF Authority.
25. The Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority at www.iepf.gov.in. The details of such unclaimed dividend/shares transferred to IEPF has been uploaded on the website of the Company at www.vedantalimited.com and www.iepf.gov.in.



Further, Members can claim for the unpaid/unclaimed dividend by writing to the Company or KFinTech before the same becomes due for transfer to IEPF.

26. The dividend history details and information related to members unpaid/unclaimed dividend as on 31 March 2026 is available on the Company website www.vedantalimited.com.
27. SEBI, vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026, has mandated that, dividend to members who are holding securities in physical form shall be paid only through electronic mode.
28. Non-Resident Indian Members are requested to inform KFinTech/their respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement; and (b) particulars of their bank accounts maintained in India with complete details.
29. Individual letters have been sent to all Members holding shares of the Company in physical form, requesting them to furnish or update their email ID, mobile number, PAN and other KYC details through Form ISR-1; to register nomination in accordance with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 through Form SH-13; to opt out of nomination through Form ISR-3; or to change an existing nomination through Form SH-14, pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026. The forms are also available on the website of the Company at www.vedantalimited.com.
30. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTABM/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in demat only while processing service request i.e. issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filled Form ISR-4 which is also available on the website of the Company at www.vedantalimited.com.
31. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated 31 July 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4 August 2023 and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated 20 December 2023 read with Master Circular

No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28 December 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution "ODR" through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/ its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at www.vedantalimited.com. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/>.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

32. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and MCA Circulars issued in this regard, and Regulation 44 of Listing Regulations read with SEBI Circulars issued in this regard, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.
33. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**"). Further, the facility for voting through electronic voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.
34. Mr. Upendra Shukla, Practicing Company Secretary (FCS No. 2727, CP No. 1654) has been appointed as the Scrutiniser by the Board of Directors of the Company for conducting the e-voting process including remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
35. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Thursday, 09 July 2026
End of remote e-voting	Upto 5:00 p.m. (IST) on Monday, 13 July 2026

- a) A member can opt for only single mode of voting, i.e. through remote e-voting or during the Meeting.

- b) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again;
- c) The Members may please note that the remote e-voting shall not be allowed beyond the above-mentioned date and time;
- d) Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Tuesday, 07 July 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you could reset your password by using **"Forgot User Details/Password"** or **"Physical User Reset Password"** option available on www.evoting.nsdl.com. In case of Individual Shareholders holding shares in demat mode, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 07 July 2026, may follow steps mentioned in the Notice of the AGM under **"Access to NSDL e-voting system"**;
- e) A person who is not a member as on the cut-off date should treat this Notice for information purpose only;
- f) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote during the Meeting;
- g) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. closure of Tuesday, 07 July 2026;
- h) The e-voting facility at the AGM shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting;
- i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password;
- j) To attend to any queries, you may refer the Frequently Asked Questions (**"FAQs"**) and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Deputy Vice President, at the designated E-mail ID - evoting@nsdl.com at National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra, India, who will also address the grievances connected with the voting by electronic means;
- k) The details of the process and manner for remote e-voting are explained below:





Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode.

In terms of SEBI Master circular dated 30 January 2026 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing my easi username and password. After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your E-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your E-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your **'User ID'** and your **"initial password"**.
 - (ii) If your E-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ID is not registered**
6. If you are unable to retrieve or have not received the **"initial password"** or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on **“Login”** button.
9. After you click on the **“Login”** button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system and join General Meeting on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system and join General Meeting?

1. After successful login at Step 1, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join Meeting”**.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to vedlscrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on **“Upload Board Resolution/Authority Letter”** displayed under **“e-voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com.

Process for those shareholders whose E-mail ID is not registered with the depositories for procuring user id and password and registration of E-mail ID for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhaar Card) by email to comp.sect@vedanta.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master List or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to comp.sect@vedanta.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI Master Circular dated January 30, 2026 relating to the e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are permitted to cast their votes through the demat accounts maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and E-mail ID correctly in their demat account in order to access e-voting facility.

INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.
6. Shareholders who would like to express their views/ have questions may send their questions in advance to compliance.officer@vedanta.co.in by mentioning their name, demat account number/folio number, e-mail ID, mobile number. The same will be replied by the Company suitably.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of **"VC/OAVM link" placed under "Join Meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. The joining links for the AGM and other details can also be accessed at: (link to be created)
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
36. The Scrutiniser will, after conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting through e-voting and remote e-voting and make a consolidated Scrutiniser's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutiniser will also be placed on the website of the Company www.vedantalimited.com, the website of KFinTech at <https://evoting.kfintech.com/> and NSDL <https://www.evoting.nsdl.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
37. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e., Tuesday, 14 July 2026.
38. The recorded transcript of this AGM, shall as soon as possible, be made available on the website of the Company.



Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Notice:

Item No.5

The members of the Company, at the 56th AGM, had re-appointed M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E / E300005) as the Statutory Auditors of the Company for a further term of 05 (five) consecutive years to hold office until the conclusion of the 61st AGM of the Company. They will complete their 02 (two) consecutive terms as Statutory Auditors of the Company on conclusion of this AGM.

As a good governance practice, the Company followed a rigorous audit tender process for selection of the Statutory Auditor, inviting leading audit firms of the country to present their credentials and experience. After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., it was found that MSKA & Associates LLP, Chartered Accountants, is best suited to conduct the audit of the financial statements of the Company and to be appointed as the Statutory Auditors of the Company.

Further, in accordance with the provisions of Section 139 and 141 of the Act read with Companies (Audit and Auditors) Rules, 2014, MSKA & Associates LLP have given their consent for appointment as the Statutory Auditors of the Company and the certificate that they satisfy the criteria provided in Section 141 of the Act. They have also confirmed compliance to the SEBI (Prohibition of Insider Trading) Regulations, 2015, thereby ensuring the confidentiality of any unpublished price sensitive and privileged information.

The Board, on the recommendation of the Audit & Risk Management Committee, vide resolution passed on 29 April 2026, approved the appointment of MSKA & Associates LLP, Chartered Accountants (FRN 105047W/W100044) as the Statutory Auditors of the Company for a 1st term of 05 (five) consecutive years, commencing from the conclusion of 61st AGM till the conclusion of 66th AGM, subject to the Shareholders approval at ensuing AGM.

Brief Profile of MSKA & Associates LLP (FRN 105047W/W100044) is provided below:

MSKA & Associates LLP is an Indian partnership firm established in 1978 and registered with ICAI. It is also a member firm of BDO, one of the world's leading global accounting networks. The firm is headquartered in Mumbai and offers a wide suite of services, including audit &

assurance, tax, and advisory. MSKA & Associates employs approximately 1,200 professionals, and continues to expand its presence across India through multiple office locations. The firm is recognised for its strong technical depth and for serving a wide range of industries with a focus on quality, regulatory compliance, and customised advisory solutions.

Proposed Fees:

The Board, on the recommendation of the Audit & Risk Management Committee, has approved a fee of ₹ 2 crore exclusive of applicable taxes and out-of-pocket expenses, as may be incurred, for the financial year 2026-27 for scope of work related to the standalone and consolidated financial statements of Vedanta Limited. The fee for the next 4 financial years, i.e., 2027-28 to 2030-31 may be finalised in subsequent years based on the recommendations of the Audit & Risk Management Committee and approved by the Board.

None of the Directors/ Key Managerial Personnel (“KMP”) of the Company/ their relatives are, in any way concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board of Directors accordingly recommends the Ordinary resolution as set out at Item No. 5 of the Notice for the approval of the members.

Item No. 6

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, vide resolution passed on 29 April 2026, approved the appointment of Dr. Meena Hemchandra (DIN: 05337181) as an Additional Director designated as Non-Executive Independent Director of the Company for a 1st term of 01 (one) year effective from 01 May 2026 to 30 April 2027, not liable to retire by rotation, subject to the approval of members.

Brief profile of Dr. Meena Hemchandra is as below:

Dr. Meena Hemchandra is a career central banker with Four decades of experience in various departments of Reserve Bank of India. She was Executive Director of Reserve Bank of India incharge of Supervision of Banks, Non-Banking Finance Companies and Cooperative Banks from June 2015 till her superannuation in November 2017. Her earlier experience includes treasury management, having headed the Department of External Investment and Operations (a

department that manages the country's forex reserves) between 2005 and 2011. She also has expertise in Strategic Planning, and in foreign exchange regulations having worked in the Foreign Exchange Department at various points in her career. She has in-depth understanding of corporate governance and corporate balance sheets having worked in departments relating to large corporate finance, supervision over banks and from her long board tenures. Her Board experience of over nine years includes Reserve Bank of India nominee directorship on the Boards of Union Bank of India, Canara Bank and ECGC. Further, she was an Independent Director on the Board of Clearing Corporation of India Limited.

She has strong skills in IT governance having established the 'Standing Committee on Cyber Security in Banks' in RBI and being its first Chairperson. She oversaw the framing of RBI guidelines on cyber security in June 2016.

She had also been the Principal of the Reserve Bank's College of Agricultural Banking organising training courses in Agriculture and Rural Credit, Co-operative Banking, Financial Inclusion, Financial Literacy, etc.

She advises on banking sector regulation, financial matters and cyber-security/IT governance in banks.

Dr. Meena Hemchandra holds Bachelor of Arts (Economics) from Calcutta University; Master of Arts (Economics) from Madurai Kamaraj University; PhD in Economics from Gokhale Institute of Politics and Economics, Pune (Thesis-'An Early Warning Framework for Financial Stress'). Her executive education includes EDP on Advanced Risk Management from Wharton (USA), CFA (Chartered Financial Analyst) (India), CAIIB, Diploma in C++ Programming from CMC, and 1-year PG programme (online) in Data Science and Business Analytics (University of Texas-Austin/Great Lakes Institute-Delhi).

In the opinion of the Nomination & Remuneration Committee and Board of Directors, Dr. Meena possesses the requisite skills and capabilities which would be of substantial benefit to the Company and hence, have recommended in its respective meetings held on 29 April 2026, the appointment of Dr. Meena as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a 1st term of 01 (one) year with effect from 01 May 2026 to 30 April 2027.

Dr. Meena has also been appointed as a Member of Audit & Risk Management Committee, Stakeholders' Relationship Committee, ESG Committee and Chairperson of Corporate Social Responsibility Committee of the Company.

In accordance with the provisions of Section 149 of the Act, an Independent Director may hold office for two terms up to five consecutive years each and in accordance with

Regulation 25(2A) of the Listing Regulations, an Independent Director shall be eligible for appointment on passing of a special resolution by the Company.

Dr. Meena fulfills the criteria of independence as prescribed down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

The Company has received all statutory disclosures/ declarations from Dr. Meena including:

- (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("**the Appointment Rules**"),
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations;
- (iv) A declaration to the effect she has registered herself with the Indian Institute of Corporate Affairs for inclusion of her name in the Data Bank as per the Rule 6 of the Appointment Rules; and
- (v) A declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Dr. Meena fulfills the conditions for her appointment as an Independent Director as specified in the Act and the rules made thereunder and is independent of the management.

The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Dr. Meena for the office of Independent Director.

Dr. Meena will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and the Committees as approved by the Board of Directors from time to time, reimbursement of expenses for participation in the Board/Committee meetings. Further, subject to the provisions of the Act & Listing Regulations, she will also be entitled to commission as per the recommendation of the Nomination & Remuneration Committee and Board.

A copy of the letter of appointment, setting out her terms and conditions of appointment will be available for electronic inspection by the members.



Further, in accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 17 (1C) of the Listing Regulations approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25 (2A), appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Dr. Meena Hemchandra as an Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Dr. Meena Hemchandra as a Non-Executive Independent Director of the Company for a 1st term of one (01) year effective from 01 May 2026 up to 30 April 2027 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder {including any statutory amendment(s), modification(s) or re-enactment(s) thereof} and her office shall not be liable to retire by rotation.

Save and except Dr. Meena and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 6 of the Notice for the approval of the members.

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

Item No.7

Mr. Arun Misra (DIN: 01835605) was appointed as Executive Director of the Company with effect from 01 August 2023 to 31 May 2025 pursuant to approval of the shareholders accorded on 25 August 2023.

Subsequently, upon completion of his aforesaid term, on the recommendation of the Nomination & Remuneration Committee and approval of the Board, the shareholders at the AGM held on 10 July 2025 approved his re-appointment as Executive Director for a period effective from 01 June 2025 to 31 May 2026.

Further, pursuant to completion of his current term on 31 May 2026, the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on 29 May 2026, approved the re-appointment of Mr. Arun Misra (DIN: 01835605) as an Executive Director of the Company for a further period of 02 (two) months effective from 01 June 2026 to 31 July 2026, subject to the approval of the Members of the Company.

The proposal to extend the tenure of Mr. Arun Misra as Executive Director of Vedanta Limited for a limited period of two months 01 June 2026 to 31 July 2026 is driven by business continuity requirements during a critical transition phase for the Group.

The Vedanta demerger is at an advanced stage, involving significant operational, governance, and leadership realignment. This period requires continuity at the senior leadership level to ensure seamless execution, stabilisation and alignment of strategic priorities. Mr. Misra's deep institutional knowledge and involvement in the demerger process are critical to maintaining stability during this phase. A short overlap with Mr. Misra will facilitate a structured and effective transition, including transfer of operational insights, stakeholder relationships, and strategic priorities. This will mitigate execution risk and support continuity in performance.

The proposed extension will enable him to bridge current responsibilities while formally transitioning into his expanded role and ensuring continuity across businesses.

In view of above, the Board, on the recommendation of Nomination & Remuneration Committee ("**NRC**"), at its meeting held on 29 May 2026, after taking into account his diverse skills, knowledge, acumen, expertise, experience and substantial contribution and commitment, approved the re-appointment of Mr. Arun Misra as an Executive Director for a further period of 02 (two) months with effect from 01 June 2026 to 31 July 2026, subject to the approval from the Members.

Accordingly, the re-appointment of Mr. Arun Misra is being placed before the Members for their approval at this AGM.

Background and Profile of Mr. Misra

Mr. Arun Misra was appointed as an Executive Director w.e.f. 01 August 2023. Mr. Misra is also the CEO of Vedanta's Zinc Business and has also been leading Hindustan Zinc Limited ("**HZL**"), a subsidiary of the Company. He has also been overseeing the operations and growth of Vedanta Zinc International which have their mines and concentrator in South Africa. Mr. Misra was appointed as Deputy CEO, HZL on 20 November 2019, and was elevated to CEO & WTD, HZL with effect from 01 August 2020. He is the 1st ever Indian Chairperson of the International Zinc Association. He is also the Vice President of the Indian Institute of Mineral Engineers. He is also present Vice Chairman of CII, Rajasthan.

Mr. Misra was awarded 'CEO of the Year' in the Business Leader of the Year awards. After graduating with a bachelor's degree in electrical engineering from IIT, Kharagpur, Mr. Misra took a Diploma in Mining and Beneficiation from the University of New South Wales Sydney, and another Diploma in General Management from CEDEP, France. He possesses knowledge of TQM, Six Sigma, TPM, and the Malcolm Baldrige Model. Mr. Misra started his career with Tata Steel as Maintenance Head (Electrical),

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

Remuneration

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

Provisions

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

The terms as set out in the said Resolution and the Explanatory Statement may be treated as a memorandum

of the terms of re-appointment pursuant to Section 190 of the Act.

Mr. Misra has confirmed that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent for the re-appointment. Further, in terms of SEBI Circular dated 20 June 2018, Mr. Misra is not debarred from holding the office of Director by virtue of any SEBI order or any other such statutory authority. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of re-appointment pursuant to Section 196 of the Act.

The Company has received all statutory disclosures/ declaration from Mr. Misra:

- (i) His consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section (1) & (2) of Section 164 of the Act;
- (iii) Declaration pursuant to Part I of Schedule V; and
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Mr. Arun Misra as an Executive Director of the Company.

Other Disclosures

Remuneration from Group Companies

Detailed below is the remuneration received by Mr. Misra from other group companies:

- Received remuneration during FY 2025-26 from HZL as shown below:

Salary and Perquisites (₹)	Provident, NPS and Superannuation Funds (₹)	Commission to NED and performance incentive to CEO & WTD (₹)	Total (₹)	Vedanta Limited ESOS 2023; ESOS 2024; ESOS 2025 (No. of options)
9,20,75,021	4,41,44,536	2,84,80,000	12,46,99,557	3,04,900

The Company also confirms that:

- The total managerial remuneration paid/payable does not exceed 11% of the net profits of the Company in any financial year.
- The total remuneration received by Whole-Time Directors and Independent Directors of the Company does not exceed 10% and 1% of the Net Profits of the Company, respectively.

The Board of Directors, accordingly, recommends the Ordinary resolution as set out in Item No. 7 of the Notice for the approval of the Members.

Save and except Mr. Misra and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

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



Item No.8

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit & Risk Management Committee ("ARMC") and approved by the Board of Directors, is required to be ratified by the Members of the Company at the General Meeting.

The Board of Directors, on the recommendation of the ARMC, at its meeting held on 29 April 2026, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending 31 March 2027 and subject to ratification by the Members, fixed their remuneration as follows:

S. No.	Units/Businesses	Cost Auditor	Audit Fees for FY 2026-27 (₹)
1	Vedanta Limited (including all businesses for April 2026 and New Vedanta post demerger)	M/s. Ramnath Iyer & Co.	4,50,000/-

Registered Office:

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

The cost audit is applicable to all businesses of the Company and carried out in accordance with Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014. The remuneration proposed above has been benchmarked to other similar sized companies in the sector.

Accordingly, ratification by the Members is being sought for the remuneration payable to the Cost Auditors for the financial year ending 31 March 2027 by way of an Ordinary resolution as set out in Item No. 8 of the Notice. The Board of Directors recommends the Ordinary resolution as set out in Item No. 8 of the Notice for approval of the Members.

None of the Directors/ KMP of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

By Order of the Board of Directors

Perna Halwasiya
Company Secretary & Compliance Officer
ACS No. 20856

Place: New Delhi
Dated: 29 May 2026

Annexure to the Notice of AGM

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of Companies Act, 2013, in respect of the Directors seeking appointment/re-appointment:

Name of Director	Mr. Anil Kumar Agarwal	Dr. Meena Hemchandra	Mr. Arun Misra
Category of Director	Non-Executive Director	Non-Executive Independent Director	Executive Director
Director Identification Number (DIN)	00010883	05337181	01835605
Age	73 years	68 years	60 years
Qualification, Brief resume / Experience (including expertise in specific functional area)	As detailed in Item No. 5 of the Explanatory Statement of AGM Notice dated 07 September 2020.	As detailed in Item No. 6 of the Explanatory Statement of AGM Notice dated 29 May 2026	As detailed in Item No. 7 of the Explanatory Statement of AGM Notice dated 29 May 2026
Date of first appointment/re-appointment	01 April 2020	01 May 2026 (Appointment)	01 August 2023 (Appointment) 01 June 2025 (Re-appointment) 01 June 2026 (Re-appointment)
Terms and Conditions of appointment/re-appointment	As detailed in Item No. 5 of the Explanatory Statement of AGM Notice dated 07 September 2020.	As detailed in Item No. 6 of the Explanatory Statement of AGM Notice dated 29 May 2026	As detailed in Item No. 7 of the Explanatory Statement of AGM Notice dated 29 May 2026.
Remuneration last drawn (including sitting fees, if any)	As mentioned in the Report on Corporate Governance forming part of the Annual Report for FY 2025-26.	Not applicable for FY 2025-26	Nil
Remuneration proposed to be paid	As detailed in Item No. 5 of the Explanatory Statement of AGM Notice dated 07 September 2020.	As detailed in the Item No. 6 of the Explanatory Statement of AGM Notice dated 29 May 2026.	As detailed in Item No. 7 of the Explanatory Statement of AGM Notice dated 29 May 2026.
Shareholding in the Company as on the date of Notice (including shareholding as Beneficial Owner)	<p>Direct Shareholding in the Company: Nil</p> <p>Vedanta Limited is a majority-owned and controlled subsidiary of Vedanta Resources Limited ('VRL'). Vedanta Incorporated ('Vedanta Inc.') (Erstwhile Volcan Investments Limited) and its subsidiary hold 100.0% of the share capital and 100.0% of the voting rights of VRL. Vedanta Inc. is a holding company, 100.0% beneficially owned and controlled by the Anil Agarwal Discretionary Trust ('Trust'). Conclave PTC Limited ('Conclave') is the trustee of the Trust and the sole registered shareholder of Vedanta Inc. VRL's shares are beneficially owned by Vedanta Inc. which may be deemed to be beneficially owned by the Trust, of which Mr. Anil Agarwal is the protector and with effect from October 16, 2014, one of the beneficiaries</p>		
Number of Board meetings attended during the year	As mentioned in the Corporate Governance Report forming part of the Annual Report for FY 2026	Not Applicable	As mentioned in the Corporate Governance Report forming part of the Annual Report for FY 2026
Relationship with other Directors / Key Managerial Personnel / Manager	Brother of Mr. Navin Agarwal Father of Ms. Priya Agarwal Hebbar	None	None



Name of Director	Mr. Anil Kumar Agarwal	Dr. Meena Hemchandra	Mr. Arun Misra
Directorship of other Boards	Public Companies: <ol style="list-style-type: none"> 1. Sterlite Technologies Limited (Listed) 2. Vedanta Aluminium Metal Limited 3. Vedanta Iron and Steel Limited 4. Talwandi Sabo Power Limited 5. Malco Energy Limited 6. Anil Agarwal Foundation Foreign Companies: <ol style="list-style-type: none"> 1. Vedanta Resources Limited 2. Conclave PTC Limited 3. Black Mountain Mining (Proprietary) Limited 4. Anil Agarwal Riverside Studios Trust 	Public Companies: <ol style="list-style-type: none"> 1. Triveni Engineering & Industries Limited (Listed) 2. The Karur Vysya Bank Limited (Listed) Private Companies: <ol style="list-style-type: none"> 1. Home Credit India Finance Private Limited 2. Unified Fintech Forum 	Public Companies: <ol style="list-style-type: none"> 1. Hindustan Zinc Limited (Listed) 2. Ferro Alloys Corporation Limited 3. Federation of India Mineral Industries Private Limited Companies 4. ESL Steel Limited Private Companies: <ol style="list-style-type: none"> 1. Hindustan Zinc Fertilisers Private Limited 2. Hindustan Zinc Alloys Private Limited 3. Zinc India Foundation 4. Vedanta Zinc Football & Sports Foundation 5. Hindmetal Exploration Services Private Limited
Membership / Chairmanship of Committees	Nomination & Remuneration Committee: <ol style="list-style-type: none"> 1. Sterlite Technologies Limited - Member 2. Vedanta Aluminium Metal Limited - Member 3. Vedanta Iron and Steel Limited - Member 4. Talwandi Sabo Power Limited - Member 5. Malco Energy Limited - Member 	Audit Committee: <ol style="list-style-type: none"> 1. Triveni Engineering and Industries Limited - Chairperson 2. Home Credit India Finance Private Limited – Member Nomination & Remuneration Committee: <ol style="list-style-type: none"> 1. The Karur Vysya Bank Limited - Member Corporate Social Responsibility Committee: <ol style="list-style-type: none"> 1. The Karur Vysya Bank Limited – Member 2. Home Credit India Finance Private Limited – Member Risk Management Committee: <ol style="list-style-type: none"> 1. The Karur Vysya Bank Limited – Member 2. Home Credit India Finance Private Limited – Member 	Audit Committee: <ol style="list-style-type: none"> 1. ESL Steel Limited - Member Stakeholders' Relationship Committee: <ol style="list-style-type: none"> 1. Hindustan Zinc Limited – Member Nomination & Remuneration Committee: <ol style="list-style-type: none"> 1. Ferro Alloys Corporation Limited –Member 2. ESL Steel Limited - Member Corporate Social Responsibility Committee: <ol style="list-style-type: none"> 1. Ferro Alloys Corporation Limited – Member Sustainability and ESG Committee: <ol style="list-style-type: none"> 1. Hindustan Zinc Limited – Member
Listed Entities from which resigned in past three years	None	<ol style="list-style-type: none"> 1. The Clearing Corporation of India Limited 	None