



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

Notice of the 59th Annual General Meeting

Notice is hereby given that the 59th Annual General Meeting ("AGM/Meeting") of Vedanta Limited ("Company") will be held on **Wednesday, 10 July 2024, 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 2024, 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 2024, and the reports of the Board of Directors and Auditors thereon laid before this Meeting 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 2024, 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 2024, and the report of the Auditors thereon laid before this Meeting be and are hereby received, considered and adopted."

- To confirm the interim dividend(s) for the financial year ended 31 March 2024, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the first interim dividend of ₹ 18.50 per equity share i.e., 1850% and second interim dividend of ₹ 11.00 per equity share i.e., 1100% aggregating to a sum of ₹ 29.50 per equity share on face value of ₹ 1/- each fully paid up for FY 2023-24 approved by the Board of Directors of the Company respectively and already paid, be and is 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."

Special Business:

- To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2025 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 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, on the recommendation of the Audit & Risk Management Committee and approval of the Board of Directors (hereinafter referred to as the "Board" which term shall include the Audit & 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 2025, 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."

- To consider and approve the amendment in the Articles of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (the "Act") and other applicable provisions read with the rules and regulations made thereunder {including any amendment(s), statutory modification(s) or re-

enactment(s) thereof, for the time being in force) and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to amend the articles of association of the Company by inserting Clause 91(B) and Clause 121 as mentioned hereinbelow to the existing articles of the Company:

(I) 91(B): Appointment of Observer(s)

“Observer(s)” shall mean a representative appointed by the Lender on the Board of the Company to inter alia observe and report to the Lender about the proceedings of the Board.

- a) *The Company shall appoint 1 (one) or 2 (two) Observers on the Board as and when indicated by the Lender in the event of default in accordance with the financing documents entered/to be entered into between the Company and the Lender.*
- b) *The Company shall bear all, and any expenses incurred by the Lender on the Observer(s) for and in relation to their attending Board or other meetings and on conducting any examinations/reviews of the 1,200 MW Domestic Coal Based Sub-Critical Thermal Power Project in Chhattisgarh.*
- c) *The Company shall provide to the Observer(s) all notices and communications with respect to the corporate affairs of the Company, and all notices and agenda of the Board Meetings.*

Words and expressions/capitalised terms used in this clause shall have the same meaning as contained in the Sanction Letter issued by Power Finance Corporation Limited (Lender) dated 28 March 2024 bearing reference number 03/31/Thermal/Vedanta/VLJ01001/Vol-1, as may be amended and supplemented from time to time.

(II) 121: Miscellaneous

- a. *The provisions of the financing documents entered/to be entered into with the Lender for the 1200 MW Domestic Coal Based Sub-Critical Thermal Power Project in Chhattisgarh are deemed to be incorporated by reference for the purpose of observance thereof by the Company and its members and that the rights & interest of the Lender shall prevail over any inconsistent provisions. All such inconsistent provisions herein/or in any other document/instrument relating to the Company or its members shall stand automatically waived.*
- b. *Any further amendment in the Articles and Memorandum of Association during the tenor of Rupee Term Loan (other than required under regulatory compliance) shall be made only with prior consent of the Lender.*

Words and expressions/capitalised terms used in this clause shall have the same meaning as contained in the Sanction Letter issued by Power Finance Corporation Limited (Lender) dated 28 March 2024 bearing reference number 03/31/Thermal/Vedanta/VLJ01001/Vol-1, as may be amended and supplemented from time to time.

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.”

7. To consider and approve the appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as a Non-Executive Independent Director of the Company for a first term of 02 (two) years effective from 01 July 2024 to 30 June 2026 and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Ms. Pallavi Joshi Bakhru (DIN: 01526618), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from 01 July 2024 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 Director, 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 02 (two) years effective from 01 July 2024 to 30 June 2026, 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) 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 consider and approve the appointment of Mr. Prasun Kumar Mukherjee (DIN:00015999) as a Non-Executive Independent Director of the Company for a first term

of 02 (two) years effective from 11 August 2024 to 10 August 2026 of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Prasun Kumar Mukherjee (DIN:00015999), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from 11 August 2024 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 his candidature for the office of Director, 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 02 (two) years effective from 11 August 2024 to 10 August 2026, 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) 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.”

Registered Office:

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By Order of the Board of Directors

Prerna Halwasiya
Company Secretary & Compliance Officer
ACS No. 20856

Place: New Delhi
Dated: 17 June 2024

NOTES:

1. Pursuant to the General Circular No. 09/2023 dated 25 September 2023 issued by Ministry of Corporate Affairs ("**MCA**") read together with previous circulars issued by the MCA in this regard (collectively to be referred to as "**MCA Circulars**") and Circular No. CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 issued by the Securities and Exchange Board of India ("**SEBI**") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "**SEBI Circulars**"), Companies are allowed to hold Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"), without the physical presence of Members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "**Act**") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), 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 special businesses to be transacted at the 59th AGM is annexed hereto. Item no. 05 to 08 is 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 Meeting 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 Meeting 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, E-mail at 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.
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 Meeting, 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 Friday, 05 July 2024 to Tuesday, 09 July 2024 (both days inclusive).

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

11. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose E-mail ID is registered with the Company/Depository Participants ("**DPs**"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.vedantalimited.com, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of 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 IDs 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 inward.ris@kfintech.com or to the Company at comp.sect@vedanta.co.in. However, for the shares held in demat form, Members are requested to write to their respective DPs.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

13. The Company has engaged 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 Meeting 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, Senior Manager, 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 Tuesday, 02 July 2024 (5:00 p.m. IST) through E-mail at compliance.officer@vedanta.co.in by mentioning their name, DP ID and Client ID/ Folio No., E-mail ID, mobile number.
18. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID/Folio No., No. of shares, PAN, mobile number at compliance.officer@vedanta.co.in on or before Tuesday, 02 July 2024 (5:00 p.m. IST). 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 are being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available for inspection by the Members during the AGM.

21. All 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 are holding 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 (7) years from the date of transfer to the Unpaid Dividend account is required to be transferred to IEPF established by the Central Government. The Company has transferred the unpaid or unclaimed dividends declared up to FY 2016-17 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 (7) consecutive years or more shall be transferred to IEPF.
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. SEBI has mandated all companies to utilise the bank account details furnished by the Depositories and the bank account details as maintained by the RTA for payment of dividend electronically to the Members.

To enable the Members to receive the dividend at the earliest, the Members holding shares in physical form are requested to submit particulars of their

bank accounts in 'Form ISR-1' along with the original cancelled cheque bearing the name of the Member to the Company/KFintech to update/change their bank account details and all the eligible Members holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code. Members holding shares in physical form may communicate the details to KFintech, Hyderabad office by mentioning the Folio No. and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

27. 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.
28. Individual letters have been sent to all the Members holding shares of the Company in physical mode to enable them to furnish/update their E-mail ID, mobile number, PAN and other KYC details through Form ISR-1, to furnish the Nomination as provided in Rule 1 of the Companies (Share Capital and Debentures) Rule, 2014 through Form SH-13 or to opt out from giving the Nomination through Form ISR-3 and to change the Nomination through Form SH-14 pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17 May 2023. The forms are also available on the website of the Company at www.vedantalimited.com.
29. 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.

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

30. 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 Regulation 44 of Listing Regulations read with SEBI Circular on e-Voting Facility provided by Listed Entities, dated 09 December 2020, 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.
31. 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 Meeting and Members attending the Meeting who have not cast their vote(s) by Remote e-Voting will be able to vote at the Meeting.

32. Mr. Upendra Shukla, Practicing Company Secretary (FCS No. 2727, CP No. 1654) has been appointed as the Scrutiniser 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.
33. The Remote e-Voting facility will be available during the following period:

Commencement of Remote e-Voting	From 9:00 a.m. IST on Friday, 05 July 2024
End of Remote e-Voting	Upto 5:00 p.m. IST on Tuesday, 09 July 2024

- 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 a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Wednesday, 03 July 2024 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 securities in demat mode, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Wednesday, 03 July 2024, 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 Meeting, 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 (record date) i.e. closure of Wednesday, 03 July 2024;
- h) The e-voting facility at the Meeting 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, Senior Manager, at the designated E-mail ID - evoting@nsdl.com at National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, 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 Circular dated 09 December 2020 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 DPs. 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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 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. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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. Additionally, there is 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 an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and E-mail 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.
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Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned 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. 1800-225-533.

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?

- 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.
- 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, your Password/OTP and a Verification Code as shown on the screen.

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

- 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 No. registered with the Company For example if Folio No. is 001*** and EVEN is 101456 then User ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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 No. 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**
2. 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 No. 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.
3. After entering your password, tick on Agree to Terms by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. 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 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, Senior Manager – NSDL 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), AADHAAR (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 shareholders 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 SEBI Circular dated 09 December 2020 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 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.

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: <https://www.vedantalimited.com/vedanta2024/>.
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.
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 no., E-mail ID, mobile number. The same will be replied by the Company suitably.

E-VOTING RESULT

34. 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.
35. 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., Wednesday, 10 July 2024.
36. The recorded transcript of this Meeting, 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 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

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 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 Audit & Risk Management Committee, at its meeting held on 25 April 2024, 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 2025 and subject to ratification by the Members, fixed their remuneration as per the following details:

Sr. No.	Units/Businesses	Cost Auditor	Audit Fees for FY 2024-25 (in ₹)
1	Vedanta Limited (other than Oil & Gas) and Lead Cost Auditor	M/s. Ramanath Iyer & Co. (Lead Auditor)	15,00,000
2	Oil & Gas	M/s. Shome and Banerjee	5,50,000

*Fee excludes OPE and Taxes

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 to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2025 by way of an Ordinary resolution as set out in Item No. 5 of the Notice.

The Board of Directors recommends the Ordinary resolution as set out in Item No. 5 of the Notice for approval of the Members.

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

Item No. 6

In terms of the financial assistance sanctioned to the Company by Power Finance Corporation Limited ("PFC/ Lender") for the purpose of setting up and implementing a 2 x 600 MW (1,200 MW) Coal based sub-critical thermal power plant in Singhitarai, Chhattisgarh, it is necessary to amend the Articles of Association ("AOA") of the Company to incorporate the terms of the sanction of the Lender.

In terms of the provisions of Section 14 of the Act read with Rules made thereunder, a Company may, by special resolution, alter its AOA. Accordingly, it is proposed to amend the AOA of the Company by adopting a new set of regulations in place of existing set.

The Board of Directors of the Company, at its meeting held on 16 May 2024, has approved the aforesaid amendment in the AOA and granted its consent to insert Clause 91B and 121 for giving effect to the terms mentioned in the Sanction Letter. The said amendment is subject to the approval of the Members by way of a special resolution.

Accordingly, the Board of Directors recommends the special resolution set out in Item No. 6 of the Notice for the approval of the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

Item No. 7

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, vide resolution passed on 17 June 2024, approved the appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a first term of 02 (two) years effective from 01 July 2024 to 30 June 2026, not liable to retire by rotation, subject to the approval of shareholders.

Ms. Pallavi Joshi Bakhru (DIN: 01526618) aged 56 years has over 30 years of experience spanning solutions and clients in different sectors. She was the head of tax at a large \$ 15 Billion natural resources group for five years and assisted with growth strategies. Her specialties include corporate tax, litigation, including being a part of a team that ran an international arbitration under Bilateral Investment Treaty (BIT), tax structuring and regulatory matters pertaining to FEMA. Over the years, she has simplified the global structure of some large groups, institutionalised a royalty payment system, resolved some high-pitched tax litigation and done Advocacy.

Ms. Bakhru also leads the Private Client Service offering at Grant Thornton Bharat and also heads the India - UK Corridor for the Firm. In 2015, she was recognised as one of the Top 10 Women in Tax in India by the International Tax Review.

Ms. Bakhru has experience in Owners & Private Clients, Natural resources, consumer and retail, aviation, manufacturing, and education. Her clients range from large listed to privately held companies and high-net worth-individuals. Ms. Pallavi is a regular speaker at various events hosted by Trade bodies which include CII, FICCI, Yi-Fi, TiE, and VIA. She actively represents the Firm on discussions ranging from succession planning to tax structuring. As leader of the UK Corridor at the Firm, she leads the Britain meets India Report launched annually in partnership with the CII and supported by the UK's DIT.

She is a fellow Member of the Institute of Chartered Accountants of India and Indian Institute of Corporate Affairs. Considering her vast knowledge, acumen and expertise, her association with the Company would be of immense benefit to the Company.

Ms. Pallavi fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

The Company has received all statutory disclosures / declarations from Ms. Pallavi, including the following:

- a. 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");
- b. 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; and
- c. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.
- d. A declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing her candidature to the office of Independent Director.

In the opinion of the Board, considering Ms. Pallavi's diverse skills, leadership capabilities, expertise in taxation and vast business & industry experience in a range of sectors, her induction to the Vedanta Board will be of immense benefit to the Company thereby contributing to the overall growth of the Company.

In the opinion of the Board, Ms. Pallavi fulfills the conditions for her appointment as an Independent Director as specified

in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The resolution seeks approval of the members for appointment of Ms. Pallavi Joshi Bakhru as a Non-Executive Independent Director of the Company for a first term of 02 (two) years effective from 01 July 2024 to 30 June 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Ms. Pallavi will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time, reimbursement of expenses for participation in the Board/Committee meetings and further, subject to the provisions of the Act & SEBI 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 the terms and conditions of her appointment will be available for electronic inspection by the members.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 7 of the Notice for the approval of the members.

Save and except Ms. Pallavi 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. 7.

Item No. 8

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, vide resolution passed on 17 June 2024, approved the appointment of Mr. Prasun Kumar Mukherjee (DIN: 00015999) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a first term of 02 (two) years effective from 11 August 2024 to 10 August 2026, not liable to retire by rotation, subject to the approval of shareholders.

Mr. Mukherjee (DIN: 00015999) aged 68 years held the position of Executive Director of Sesa Goa from 2006 to 2014. He has nearly four decades of experience in finance, accounts, costing, taxation, legal and general management. Mr. Mukherjee was ranked as one of India's Best Chief Financial Officers (CFOs) in the year 2005 by Business Today magazine and as India's most 'Valuable' CEO by the Business World magazine in 2009. He is currently a member of the Managing Committee of Goa Chamber of Commerce & Industries (GCCl) and also mentor of its Mining & Mining

Infrastructure Committee. He is presently also a member of the Strategy Board of Global Risk Management Institute (GRMI), Gurugram, Haryana, India.

Mr. Mukherjee has a bachelor's degree in commerce from Calcutta University. He is an Associate Member of the Institute of Cost Accountants of India, and a fellow of the Institute of Chartered Accountants of India.

Mr. Mukherjee having a good blend of financial and technical experience will be able to contribute effectively on financial, technical and mining aspects of the business and will also play a pivotal role in helping the Company unlock overall value.

Mr. Mukherjee fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

The Company has received all statutory disclosures / declarations from Mr. Mukherjee, including the following:

- a. 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"**);
- b. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and
- c. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.
- d. A declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing his candidature to the office of Independent Director.

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

In the opinion of the Board, Mr. P.K. Mukherjee possesses requisite skills and capabilities and his technical & financial experience and expertise will help the Company to unlock overall value and contribute to its transformational journey.

In the opinion of the Board, Mr. P.K. Mukherjee fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The resolution seeks approval of the members for appointment of Mr. P.K. Mukherjee as a Non-Executive Independent Director of the Company for a first term of 02 (two) years effective from 11 August 2024 to 10 August 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Mr. Mukherjee will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time, reimbursement of expenses for participation in the Board/Committee meetings and further, subject to the provisions of the Act & SEBI Listing Regulations, he 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 the terms and conditions of his appointment will be available for electronic inspection by the members.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 8 of the Notice for the approval of the members.

Save and except Mr. Mukherjee 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. 8.

By Order of the Board of Directors

Perna Halwasiya
Company Secretary & Compliance Officer
ACS No. 20856

Place: New Delhi
Dated: 17 June 2024

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	Ms. Pallavi Joshi Bakhru	Mr. Prasun Kumar Mukherjee
Category of Director	Non-Executive Non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Director Identification Number (DIN)	00010883	01526618	00015999
Age	71 years	56 years	68 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 the Explanatory Statement above.	As detailed in the Explanatory Statement above.
Date of first appointment/ re-appointment	01 April 2020	01 July 2024	11 August 2024
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 this notice along with Explanatory Statement in Item No. 7.	As detailed in this notice along with Explanatory Statement in Item No. 8.
Remuneration last drawn (including sitting fees, if any)	As mentioned in the Report on Corporate Governance forming part of the Annual Report for FY 2023-24.	Nil	Nil
Remuneration proposed to be paid	As detailed in Item No. 5 of the Explanatory Statement of AGM Notice dated 07 September 2020.	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.
Shareholding in the Company as on 31 March 2024 (including shareholding as Beneficial Owner)	<p>Direct Shareholding in the Company: Nil</p> <p>Vedanta Limited is a majority-owned and controlled subsidiary (61.95%) of Vedanta Resources Limited ("VRL"). Vedanta Incorporated (formerly known as Volcan Investments Limited) ("Vedanta Inc.") 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.</p> <p>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 16 October 2014, one of the Beneficiaries.</p>	13,000	Nil

Name of Director	Mr. Anil Kumar Agarwal	Ms. Pallavi Joshi Bakhru	Mr. Prasun Kumar Mukherjee
Number of Board meetings attended during the year	As mentioned in the Report on Corporate Governance forming part of the Annual Report for FY 2023-24.	Not Applicable	Not Applicable
Relationship with other Directors/Key Managerial Personnel/Manager	Brother of Mr. Navin Agarwal Father of Ms. Priya Agarwal Hebbar	None	None
Directorship of other Boards as on 31 March 2024	Public Companies <ol style="list-style-type: none"> Sterlite Technologies Limited (Listed) STL Digital Limited Anil Agarwal Foundation Foreign Companies <ol style="list-style-type: none"> Vedanta Resources Limited Conclave PTC Limited Black Mountain Mining (Proprietary) Limited 	Public Companies <ol style="list-style-type: none"> Hindustan Zinc Limited (Listed) Ferro Alloys Corporation Limited Filatex India Limited (Listed) Gabriel India Limited (Listed) Neuland Laboratories Limited (Listed) Private Limited Companies <ol style="list-style-type: none"> Grant Thornton Advisory Private Limited 	Public Companies <ol style="list-style-type: none"> Sesa Community Development Foundation Private Limited Companies <ol style="list-style-type: none"> Vizag General Cargo Berth Private Limited
Membership/Chairmanship of Committees of the other Boards as on 31 March 2024	None	Audit Committee <ol style="list-style-type: none"> Gabriel India Limited – Chairperson Filatex India Limited – Chairperson Ferro Alloys Corporation Limited - Member Stakeholders' Relationship Committee <ol style="list-style-type: none"> Gabriel India Limited - Member 	-
Listed Entities from which resigned in past three years	None	None	None

Information at a Glance

Particulars	Details
Time, Day and Date of AGM	3:00 p.m. IST, Wednesday, 10 July 2024
Mode	VC/OAVM
Participation through VC	https://www.vedantalimited.com/vedanta2024/
Helpline number for VC/OAVM participation	022-4886 7000
Cut-off date for e-Voting	Wednesday, 03 July 2024
E-Voting start time and date	9:00 a.m. IST, Friday, 05 July 2024
E-Voting end time and date	5:00 p.m. IST, Tuesday, 09 July 2024
E-Voting website of NSDL	www.evoting.nsdl.com
FAQs for AGM	www.vedantalimited.com
Recording and Transcripts	www.vedantalimited.com
Name, address and contact details of e-Voting service provider	Contact name: Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited, Trade World, 'A' Wing, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Email ID: evoting@nsdl.com
Name, address and contact details of RTA	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: ganesh.patro@kfintech.com
Other important links	
Integrated Report and Annual Accounts FY 2023-24	www.vedantalimited.com
Subsidiary Financials	www.vedantalimited.com
Policies & Practices	www.vedantalimited.com
Annual Return for FY 2023-24	www.vedantalimited.com
Other Reports	www.vedantalimited.com
Details of Unclaimed Dividend due for transfer to IEPF	www.vedantalimited.com
Details of Unclaimed Shares due for transfer to IEPF	www.vedantalimited.com
Dividend History	www.vedantalimited.com