

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH CIRCULATION BY THE COMMITTEE OF DIRECTORS (COMMITTEE) OF VEDANTA LIMITED (COMPANY) ON FEBRUARY 20, 2025

Approval for Allotment of Indian Rupees (INR) Denominated Unsecured, Redeemable, Rated, Listed, Non-Convertible Debentures of ₹ 2,060 Crores (Rupees Two Thousand and Sixty Crores only) ("Series 1 Debentures") and ₹ 540 Crores (Rupees Five Hundred and Forty Crores only) ("Series 2 Debentures"), with the total issue of Series 1 Debentures and Series 2 Debentures of ₹ 2,600 Crores (Rupees Two Thousand and Six Hundred Crores only) (Series 1 Debentures and Series 2 Debentures, collectively, "Debentures") (each inclusive of anchor portion of up to 30% of the issue size)

"RESOLVED THAT in continuation to the resolution(s) passed by the Committee of Directors ("**Committee**") on February 11, 2025 for issuance of unsecured, rated, listed, redeemable, non-convertible debentures on private placement basis and pursuant to the applicable provisions of the Companies Act, 2013 (the "**Act**") ,the rules framed thereunder, as amended, and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time ("**NCS Regulations**") and other applicable law, approval of the Committee be and is hereby accorded for making allotment of 2,06,000 Indian Rupees (INR) Denominated Unsecured, Redeemable, Rated, Listed, Non-Convertible Debentures of face value of ₹ 1,00,000 each, aggregating to INR 20,60,00,00,000 ("**Series 1 Debentures**") and 54,000 Indian Rupees (INR) Denominated Unsecured, Redeemable, Rated, Listed, Non-Convertible Debentures, of face value of ₹ 1,00,000 each, aggregating to INR 540,00,00,000 ("**Series 2 Debentures**" which together with the "**Series 1 Debentures**", collectively, "**Debentures**") to the identified investors ("**Investors**") mentioned below to whom the private placement offer letter had been circulated:

Series 1 Debentures:

2,06,000 Indian Rupees (INR) Denominated Unsecured, Redeemable, Rated, Listed, Non-Convertible Debentures of face value of ₹ 1,00,000 each, aggregating to INR 20,60,00,00,000

S. No.	Name and Address	No. of Debentures	Issue Price per debenture (in ₹)	Amount of Debentures (₹ in Cr)
1.	ICICI PRUDENTIAL CORPORATE BOND FUND [SBI-SG Global Securities Services Private Limited, Jeevan Seva Extension Building, Ground Floor, S.V. Road, Santacruz (W), Mumbai- 400054]	36,700	1,00,000	367
2.	NIPPON INDIA MUTUAL FUND [DB House, Hazarimal Somani Marg, Fort, Mumbai- 400001]	5,300	1,00,000	53
3.	AXIS LIQUID FUND [DB House, HAZARIMAL SOMANI MARG, PO Box No 1142, FORT, Mumbai – 400 001]	3,000	1,00,000	30
4.	ADITYA BIRLA SUN LIFE MUTUAL FUND [First International Finance Centre (FIFC), 9th Floor, Plot No. C54/55, G Block, Bandra Kurla Complex Bandra East Mumbai 400 098 (India)]	6,000	1,00,000	60
5.	KOTAK BONDS [27, BKC, C-27 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051]	9,000	1,00,000	90
6.	ICICI PRUDENTIAL CORPORATE BOND FUND [SBI-SG Global Securities Services Private Limited, Jeevan Seva Extension Building, Ground Floor, S.V. Road, Santacruz (W), Mumbai- 400054]	63,300	1,00,000	633
7.	KOTAK BONDS [27, BKC, C-27 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051]	21,000	1,00,000	210

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8.	ADITYA BIRLA SUN LIFE MUTUAL FUND [First International Finance Centre (FIFC), 9th Floor, Plot No. C54/55, G Block, Bandra Kurla Complex Bandra East Mumbai 400 098 (India)]	14,000	1,00,000	140
9.	NIPPON INDIA MUTUAL FUND [DB House, Hazarimal Somani Marg, Fort, Mumbai-400001]	12,200	1,00,000	122
10.	CITICORP FINANCE INDIA LIMITED [B7, 5 th Floor, Nirlon Knowledge Park, Goregaon (East), Mumbai, 400063]	28,500	1,00,000	285
11.	AXIS LIQUID FUND [DB House, HAZARIMAL SOMANI MARG, PO Box No 1142, FORT, Mumbai – 400 001]	7,000	1,00,000	70
	TOTAL	2,06,000		2,060

Series 2 Debentures:

54,000 Indian Rupees (INR) Denominated Unsecured, Redeemable, Rated, Listed, Non-Convertible Debentures, of face value of ₹ 1,00,000 each, aggregating to INR 540,00,00,000

S. No.	Name and Address	No. of Debentures	Issue Price per debenture (in ₹)	Amount of Debentures (₹ in Cr)
1.	KOTAK BONDS [27, BKC, C-27 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051]	6,000	1,00,000	60
2.	NIPPON INDIA MUTUAL FUND [DB House, Hazarimal Somani Marg, Fort, Mumbai-400001]	4,500	1,00,000	45
3.	NUVAMA WEALTH FINANCE LIMITED [801-804, A Wing, Building No.3, Inspire BKC, Bandra East, Mumbai- 400051]	1,500	1,00,000	15
4.	UTI ASSET MANAGEMENT COMPANY LTD [UTI Tower GN.BL, BKC Bandra East, Mumbai-400051]	3,500	1,00,000	35
5.	HSBC MUTUAL FUND [First International Finance Centre (FIFC), 09th Floor, Plot No. C54/55, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 098 (India)]	4,000	1,00,000	40
6.	KOTAK BONDS [27, BKC, C-27 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051]	14,000	1,00,000	140
7.	NIPPON INDIA MUTUAL FUND [DB House, Hazarimal Somani Marg, Fort, Mumbai-400001]	10,500	1,00,000	105
8.	CITICORP FINANCE INDIA LIMITED [B7, 5 th Floor, Nirlon Knowledge Park, Goregaon (East), Mumbai, 400063]	10,000	1,00,000	100
	TOTAL	54,000		540

RESOLVED FURTHER THAT for issuance of the Debentures in demat / electronic form, any Director or Key Managerial Personnel of the Company, along with Mr. Anupam Kumar, Dy. CFO; Mr. Rugved Dhumale, Group Head – Treasury; Ms. Deepa Dumbre, Dy. Group Head – Treasury; Mr. Rohan Kulshreshtha, AGM – Credit Rating; Mr. M Gopichand, Dy. Group Head – Tax, be and are hereby severally authorized to apply for corporate action to the depositories and all other acts as may be required to be done for credit of Debentures to the demat

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accounts of the allottees, sign and file necessary applications, documents, papers including but not limited to the return of allotment (in the format set out in Form No. PAS-3) to be filed with the Registrar of Companies within the prescribed timelines and do all other acts for listing of the Debentures with the stock exchange(s).

RESOLVED FURTHER THAT any two of the following officials (One each from Group A and Group B) of the Company be and are hereby jointly authorised to execute the documents, papers and agreements as may be required/necessary for the purpose of allotment of the said Debentures and to do all such acts, deeds and things as is expedient in this regard:

Group-A	Group-B
Mr. Anupam Kumar – Dy. CFO	Ms. Deepa Dumbre, Dy. Group Head - Treasury
Ms. Akansha Aggarwal – Dy. Head – Tax	Ms. Preet Sethi – Dy. GC - Legal
Ms. Shaifali Arora, Head-Indirect Tax	Mr. Rohan Kulshreshtha, AGM – Credit Rating
Mr. M. Gopichand – Dy. Group Head - Tax	Mr. Vinit Bansal – Head, FP&A
Ms. Mansi Dhiman – Director – M&A and Strategy	Mr. Rugved Dhumale, Group Head - Treasury
Mr. Amitkumar Shah, AVP – Projects	Mr. Jaldip Jitendrakumar Shah, Head – Liquidity and Working Capital Management

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to issue or forward a certified copy or extract of the aforesaid resolution and to affix Common Seal of the Company, if required, as per the provisions of the Articles of Association of the Company to any such documents as may be required and to do all other acts, deeds and things as may be deemed necessary or expedient to give effect to the above resolution.”

**Certified True Copy
For Vedanta Limited**

Prerna Halwasiya
Company Secretary and Compliance Officer
 ICSI Membership No. ACS 20856
 Address: Core-6, 3rd Floor, Scope Complex, 7 Lodhi Road, New Delhi – 110 003

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