

VEDL/Sec./SE/25-26/01

April 03, 2025

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

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

Scrip Code: 500295

Scrip Code: VEDL

Sub: Declaration of Voting Results of Postal Ballot and Submission of Scrutinizer’s Report in accordance with Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”)

Dear Sir/Madam,

Pursuant to our letter no. VEDL/Sec./SE/24-25/288 dated March 03, 2025, we had intimated that the Company has initiated the process of Postal Ballot for seeking approval of the shareholders with respect to the following Special Resolution as set out in the Postal Ballot Notice dated January 31, 2025 (“Notice”) through remote e-voting process only:

Appointment of Mr. Rajarangamani Gopalan (DIN: 01624555) as a Non-Executive Independent Director of the Company for a first term of 2 (two) years effective from February 05, 2025 to February 04, 2027.

The Board of Directors of the Company had appointed Mr. Upendra C. Shukla, Practicing Company Secretary (Membership No. FCS No. 2727, CP No. 1654), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner (“Scrutinizer”).

In furtherance to the above, we would like to inform that the aforesaid Special Resolution as mentioned in the Notice has been duly approved by the shareholders with requisite majority. The approval is considered to have been received on the last date specified for remote e-voting i.e., Wednesday, April 02, 2025.

In this regard, please find enclosed herewith the voting results as required under Regulation 44(3) of Listing Regulations in the prescribed format; and the copy of Scrutinizer’s Report dated April 03, 2025.

The results along with Scrutinizer’s Report are available at the registered and corporate office and website of the Company at www.vedantalimited.com and on the website of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, at evoting.kfintech.com.

We request you to kindly take the above information on record.

Thanking you.

Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary and Compliance Officer

Enclosed: As above

VEDANTA LIMITED

REGISTERED OFFICE: Vedanta Limited, 1st Floor, ‘C’ wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai – 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530
Email: comp.sect@vedanta.co.in | Website: www.vedantalimited.com

CIN: L13209MH1965PLC291394

General information about company	
Scrip code	500295
NSE Symbol	VEDL
MSEI Symbol	NOTLISTED
ISIN	INE205A01025
Name of the company	VEDANTA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	02-04-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	UPENDRA C SHUKLA
Firms Name	UPENDRA C SHUKLA
Qualification	CS
Membership Number	2727
Date of Board Meeting in which appointed	31-01-2025
Date of Issuance of Report to the company	03-04-2025

Voting results	
Record date	21-02-2025
Total number of shareholders on record date	2124802
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rajarangamani Gopalan (DIN: 01624555) as a Non-Executive Independent Director of the Company for a first term of 2 (two) years effective from February 05, 2025 to February 04, 2027				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2204867749	2204780053	99.996	2204780053	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2204867749	2204780053	99.996	2204780053	0	100
Public-Institutions	E-Voting	1068927667	674862257	63.1345	446559501	228302756	66.1705	33.8295
	Poll							
	Postal Ballot (if applicable)							
	Total		1068927667	674862257	63.1345	446559501	228302756	66.1705
Public- Non Institutions	E-Voting	636592641	81468256	12.7975	81397915	70341	99.9137	0.0863
	Poll							
	Postal Ballot (if applicable)							
	Total		636592641	81468256	12.7975	81397915	70341	99.9137
Total		3910388057	2961110566	75.7242	2732737469	228373097	92.2876	7.7124
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Shri Anil Agarwal,
Chairman
Vedanta Limited
1st Floor, C wing, Unit 103, Corporate Avenue
Atul Projects, Chakala, Andheri (East)
Mumbai - 400 093

Dear Sir,

Sub: Scrutinizer's Report on passing of Special Resolution through Postal Ballot (remote e-voting)

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the voting by means of Postal Ballot through electronic means ("remote e-voting") conducted for passing a Resolution as per Annexure-I to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules").
- 2) Pursuant to General Circular Nos. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by MCA in this regard ("MCA Circulars"), and Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") read together with previous circulars issued by SEBI in this regard ("SEBI Circulars"), the notice dated January 31, 2025 as confirmed by the Company was sent to the Members in respect of below mentioned resolution through electronic mode to those members, whose e-mail addresses are registered with the Company/Depositories.
- 3) As per the provisions of Section 108 of the Act read with Rules 20 and 22 of the Rules, as amended and to the extent applicable, and also in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company provided the facility of remote e-voting to the Members to cast their votes electronically on the resolution proposed in the Notice.
- 4) The Company had appointed M/s. KFin Technologies Limited ("KFin/RTA") as Service Provider, for providing the facility for conducting the remote e-voting. The instructions for remote e-voting formed part of the Postal Ballot Notice communicated to the Members.
- 5) In order to facilitate those members who had not registered their e-mail address, as per MCA Circulars, a proper procedure was laid down for the members to get their e-mail address registered with the RTA so that they could also participate in the e-voting process.
- 6) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolution based on the reports generated from the electronic voting system provided by KFin. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder relating to passing of Resolution by means of Postal Ballot by voting through electronic means ("remote e-voting").
- 7) As stated in sub-rule 4 of Rule 20 as well as Rule 22 of the Rules, and as provided in the MCA Circulars mentioned above, a public notice by way of an advertisement was published in two newspapers i.e., in Financial Express edition in English language and in Sakal edition in Marathi language, on March 04, 2025, informing about the sending of the Postal Ballot Notice by e-mail.
- 8) The voting results along with the Scrutinizer's Report will also be hosted on websites of the Company i.e., www.vedantalimited.com, KFin i.e., www.evoting.kfintech.com, stock exchanges i.e., www.bseindia.com and www.nseindia.com and shall also be displayed at the registered office of the Company.

Based on the reports generated from the e-voting system provided by the KFin, I submit my report on remote e-voting as under:

- a) The Remote e-voting period commenced from Tuesday, March 04, 2025 at 9.00 a.m. (IST) and ended on Wednesday, April 02, 2025 at 5.00 p.m. (IST).



- b) The Members of the Company as on the 'cut-off' date i.e. Friday, February 21, 2025 were entitled to vote on the resolution as set-out in Item No. 1 of the Notice of Postal Ballot.
- c) On completion of the e-voting, I unblocked the results of the remote e-voting by the Members, on the KFin e-voting system/ platform and after downloading the results, counted the votes and the same was witnessed by two witnesses, Miss Sneha Shukla and Mr. Rohit Kavankar, who are not in the employment of the Company or the RTA. They have signed below in confirmation of the same

Sign: Sneha ShuklaSign: Rohit

- d) All the 6239 remote e-voting responses are valid.
- e) I now, submit my report as under on the results of the remote e-voting in respect of the resolution as set out in the Notice dated January 31, 2025:

Resolution No. 1: Special Resolution: To consider and approve the appointment of Mr. Rajarangamani Gopalan (DIN: 01624555) as a Non-Executive Independent Director of the Company for a first term of 2 (two) years effective from February 05, 2025 to February 04, 2027.

	In favour of the Resolution			Against the Resolution			Abstained		Less Voted
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes	No. of shares/votes
Remote E-voting	5,761	2,73,27,37,469	92.29	478	22,83,73,097	7.71	231	26,99,80,243	47,51,112

Since number of votes cast in favour of the Resolution is more than three times the number of votes cast against the Resolution, the said Special Resolution may be declared passed.

Thanking you.

Peer Review Certificate No. 1882/2022
UDIN: F002727G000014871
Date: 03/04/2025
Place: Mumbai



Yours faithfully,
U.C. Shukla
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

For and on behalf of Vedanta Limited

ANNEXURE- I

To consider and approve the appointment of Mr. Rajarangamani Gopalan (DIN: 01624555) as a Non-Executive Independent Director of the Company for a first term of 2 (two) years effective from February 05, 2025 to February 04, 2027 and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 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 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Rajarangamani Gopalan (DIN: 01624555), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from February 05, 2025 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 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 2 (two) years effective from February 05, 2025 to February 04, 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) 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.”

