



VEDANTA LIMITED

Policy for determination of Materiality for Fair Disclosure of Material Events/Unpublished Price Sensitive Information to Stock Exchange(s) and Archival Policy

Approved By	Board
Version	2
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POLICY FOR DETERMINATION OF MATERIALITY FOR FAIR DISCLOSURE OF MATERIAL EVENTS / UNPUBLISHED PRICE SENSITIVE INFORMATION TO STOCK EXCHANGE AND ARCHIVAL POLICY

A. OBJECTIVE OF THE POLICY

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) has prescribed formulation of guidelines for determination of materiality of an event / information and procedures for fair disclosure of Material events and Unpublished Price Sensitive Information (“UPSI”) to the Stock Exchanges and the Archival Policy.

As a global organization, the corporate governance practices of Vedanta Limited (the “Company”) are benchmarked with international standards and best practices. The Company recognizes its responsibility to its investors for disseminating material information in a fair, transparent and timely manner. Accordingly, the Company via this Policy is setting out the criteria for determining materiality and their appropriate disclosures.

The aim of this Policy is to provide a framework that supports and fosters confidence in the quality and integrity of information circulated by the Company.

The Policy shall not dilute any requirement specified under the provisions of Listing Regulations. The Policy shall assist the ‘Relevant Employees’ of the Company in identifying any potential event or information and reporting the same to the authorized Personnel, in terms of the Listing Regulations for making the necessary disclosures to the stock exchange(s).

B. INTERPRETATION

Words and expressions used in this Policy have the same meaning as contained in Listing Regulations, and or other applicable laws and amendments made thereunder.

C. COMMITMENT TO CONTINUOUS DISCLOSURE

The Company is fully committed in disclosing the material events and information within the timelines specified under the Listing Regulations. To ensure that this Policy is fully adopted across the organization, the Company has developed an internal SOP detailing the following:

- Key principles detailing the statutory requirements;
- ‘Relevant Employees’ of the Company who shall be responsible for identifying any potential material event or information that will require reporting to stock exchange(s).
- Reporting Procedures to be followed across the organization
- Internal Communication and Sensitization
- Consequence Management

The Directors, Key Managerial Personnel and the Relevant Employees as specified in the SOP, shall be responsible in ensuring that the Company complies with the disclosure obligations by mainly focusing on the following:

- Ensuring that adequate processes and controls are in place for identification of disclosable information
- Determining the appropriate time at which the disclosures are to be made to the stock exchanges based on the assessment of actual time of occurrence of an event or information and ensuring that disclosures are disseminated within stipulated timelines
- To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, proper time and contents of disclosure for such matters
- Ensuring internal SOP is being followed across the organization in true letter and spirit

D. MATERIALITY ASSESSMENT AND DISCLOSURE REQUIREMENT

1. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.
2. The events as specified in (A) of Part A of Schedule III of the Listing Regulations shall be disclosed irrespective of Materiality.
3. The events as specified in (B) of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality.
4. All information as specified in Part B of Schedule III of the Listing Regulations shall be disclosed which shall have bearing on performance / operation of Vedanta Limited or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities.
5. The Company shall apply the following guidelines for determination of Materiality of event(s) / information covered by point 2 above:
 - a) Materiality shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the information / event. In order to determine whether a particular event / information is material in nature, the Company will consider following criteria:
 1. The **omission** of an event or information:
 - (a) Which is likely to lead to discontinuity or alteration of an event or information already available publicly; or
 - (b) Which is likely to result in significant market reaction if the said omission comes to light at a later date; or
 - (c) Whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements of the Company;
 - 2% of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.
 2. In case where the criteria(s) specified in (a), (b) and (c) above are not applicable, if in the opinion of the Board of Directors of the Company or KMPs authorised by the Board of Directors, the event / information is considered Material.
6. The Company shall also promptly inform the stock exchange(s) of all events or information which are specified under Regulation 30 read with Schedule III of Listing Regulations or under Regulation 51 of Listing Regulations.
7. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.
8. In case an event or information is required to be disclosed by the listed entity in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
9. The Company shall confirm, deny or clarify any reported event or information in the mainstream media (as defined under Listing Regulations) which is not general in nature, and which indicates that rumours of an impending specific material event or information in terms of the provisions of the Listing Regulations being circulated amongst the investing public. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations, with effect from October 1, 2023.
10. The format of disclosure shall be as prescribed by SEBI under Listing Regulations from time to time.

E. TIME FRAME FOR DISCLOSURE OF INFORMATION

The Company will disclose all the material events / information and such other filings as required under the Listing Regulations as per the timelines prescribed thereunder as detailed below:

Nature of information	Timelines for disclosure
<p>Developments happening or information originating within Vedanta Limited <i>This shall include the following:</i></p> <ul style="list-style-type: none"> Any internal event / information which is likely to be considered as material. Any external event / information which is materially impacting Vedanta Limited including its subsidiaries and if the same has been formally communicated to Vedanta. 	<ul style="list-style-type: none"> Events / Information requiring Board approval: Within 30 minutes from closure of Board meeting in which matter is approved Events / Information NOT requiring Board approval: Within 12 hours
<p>Information originating outside Vedanta Limited that is informed by a third party <i>This shall include the following:</i></p> <ul style="list-style-type: none"> Any external event / information which is materially impacting Vedanta Limited including its subsidiaries and if the same has NOT been formally communicated to Vedanta. 	Within 24 hours
<p>Outcome of board meeting for matters specified in Schedule III</p>	Within 30 min of the conclusion of Board Meeting
<p>Schedule of analysts or institutional investors meet</p>	At least 2 working days in advance (excluding the date of the intimation and the date of the meet)
<p>Presentation and audio / video recording of analyst / investor meet</p>	Before the next trading day or within 24 hours from the conclusion of such calls, which ever is earlier
<p>Transcripts of analyst / investor meet</p>	Within 5 working days of conclusion of such call
<p>Agreements binding the Company as specified in Clause 5A of Para A of Part A of Schedule III of Listing Regulations</p>	<p><u>Any Future Agreement where Vedanta Limited is not a party to the agreements:</u> All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements, shall inform the Company about the agreement to which Company is not a party, within 2 working days of entering into such agreements or signing an agreement to enter into such agreements. The Company shall then inform the stock exchange(s) within 24 hours of receipt of this information.</p> <p><u>Any Future Agreement where Vedanta Limited is a party to the agreements:</u></p> <ul style="list-style-type: none"> Agreements post Board approval: Within 30 minutes from closure of Board meeting in which Agreement is approved Events / Information NOT requiring Board approval: Within 12 hours of entering into such agreements or signing an agreement to enter into such agreements

F. AUTHORITY FOR DETERMINING MATERIALITY AND DISSEMINATION OF THE INFORMATION THEREUNDER

As prescribed under Regulation 30 of Listing Regulations, the Board of Directors of the Company has authorised the following Key Managerial Personnel(s) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s):

- 1. Determination of Materiality of Event:** Executive Directors and KMP (CEO, CFO & CS) in consultation with the Head Group Communications and Investor Relations are jointly authorized (Authorized Personnel) to determine materiality of an event / information for the purpose of making disclosure to stock exchange(s). The 'Relevant Employees' as detailed in Company's internal SOP on disclosures of events or information, shall promptly inform the above Authorized Personnel of any event or information that shall require reporting to the stock exchange(s).
- 2. Making disclosures to stock exchange(s):** Company Secretary / Compliance Officer / Deputy Company Secretary of the Company have been authorised to deal with dissemination of information and disclosure of Material Events / Information to the stock exchange(s).

G. ANALYST & INVESTOR MEETS

The Company participates in various analyst and investor meets from time to time. In such meets, the Company shall ensure the following:

1. No Market sensitive information will be disclosed at these meetings unless it is simultaneously released to the stock exchange(s)
2. If market sensitive information is inadvertently released, it will be released to the stock exchange(s) as soon as possible but not later than timelines specified under Listing Regulations
3. Questions that deal with market sensitive information, shall not be answered by the management
4. Investor presentations shall also be made available on the Company's website

H. UNINTENDED OR INADVERTENT DISCLOSURES

The Company will ensure utmost caution while making any disclosure to the stakeholders. However, in the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company it shall be immediately rebutted or clarified to the target audience as soon as possible to minimize any impact due to such un-intended or inadvertent disclosures.

I. ARCHIVAL POLICY

As prescribed under Regulation 30(8) of the Listing Regulations, the Company shall disclose on its website all such events or information which are disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the discretion of the Company Secretary, who may decide to retain the information hosted or discard the same.

J. LIMITATION & AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.