

**MINUTES OF THE SPECIAL RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT VEDANTA LIMITED, 1<sup>ST</sup> FLOOR, 'C' WING, UNIT 103, CORPORATE AVENUE, CHAKALA, ANDHERI (EAST), MUMBAI – 400 093 VIDE NOTICE DATED NOVEMBER 01, 2019 (DATE OF PASSING THE RESOLUTION – DECEMBER 06, 2019, BEING THE LAST DATE FOR RECEIPT OF POSTAL BALLOT FORMS AND E-VOTING)**

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The Board of Directors of Vedanta Limited ('the Company') on November 01, 2019 had approved the proposal to conduct the Postal Ballot (including electronic voting) pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and such other applicable laws and regulations, to seek approval of the Members to transact the following businesses by passing Special Resolution(s) as set below:

Item No.	Description of Resolutions
1.	To approve continuation of Directorship of Mr. Krishnamurthi Venkataramanan (DIN 00001647) as Non-Executive Independent Director beyond the age of 75 years in his current tenure
2.	To approve the re-appointment of Mr. Krishnamurthi Venkataramanan (DIN 00001647) as Non-Executive Independent Director for a second and final term of One (1) year effective from April 01, 2020 till March 31, 2021 notwithstanding that he has attained the age of 75 years.

Ms. Purna Halwasiya, Company Secretary & Compliance Officer was authorized by the Board Members to conduct the postal ballot and to sign and send the notice to the shareholders. *Friday, October 18, 2019* was fixed as the *cut-off date* for conducting the postal ballot process.

Further the Board had appointed, *Mr. Upendra C Shukla, Practicing Company Secretary (FCS No.2727, CP No.1654)* as the Scrutinizer for conducting the postal ballot process (both physical and e-voting) in a fair and transparent manner in accordance with the law.

In compliance with the provisions of Section 108, 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of SEBI Listing Regulations and SS-2 issued by ICSI as amended from time to time and other applicable provisions, if any, the Company also provided to its Members the facility to exercise their vote on the resolutions proposed to be considered by electronic means through the e-voting platform and *M/s KFIN Technologies Private Limited* (earlier *Karvy Fintech Private Limited*) ('*Karvy*') was appointed by the Board as the agency for providing the e-voting services.

The e-voting facility was available to the members from *9:00 am (IST) on Thursday, November 07, 2019 upto 5:00 pm (IST) on Friday, December 06, 2019.*

The detailed procedure and instructions of e-voting was also provided to the members in the notices dispatched to them.

The Postal Ballot Notice was sent to all the members whose name appeared in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on the cut-off date through email who had registered their email Ids and physical copies of the Notice along with postal ballot form and postage prepaid self-address business reply envelope was dispatched to other members at their registered address through permitted mode.

The Notice was also sent to CitiBank, the Custodian of American Depository Shares of the Company listed with New York Stock Exchange (NYSE), for sending the Postal Ballot Notice to the registered holders of ADS.

The Notice was also placed on Company's website and on Karvy's e-voting website.

The last date of e-voting as well as receipt of Postal Ballot Forms was determined as *Friday, December 06, 2019*.

The shareholders were also apprised of the information regarding completion of dispatch postal ballot notice and other relevant details through newspaper advertisement published in *Financial Express (English Daily)* and *Navshakti (Marathi)* on *November 06, 2019*.

Mr. Upendra C Shukla, Practicing Company Secretary who was appointed as the Scrutinizer, after completion of scrutiny of the postal ballot forms and e-voting submitted his report dated December 07, 2019 to the Chairman of the Company through Company Secretary. The Special Resolution(s) as set out in the Notice dated November 01, 2019 were passed with requisite majority.

The results were announced by Ms. Prerna Halwasiya, Company Secretary & Compliance Officer on December 07, 2019 and summary of which is as follows:-

**Item No. 1: To approve continuation of Directorship of Mr. Krishnamurthi Venkataramanan (DIN 00001647) as Non-Executive Independent Director beyond the age of 75 years in his current tenure**

The following resolution was passed as **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Krishnamurthi Venkataramanan (DIN 00001647), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., December 11, 2019 till the expiry of his current term till March 31, 2020 on the same terms and conditions as already approved by the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 1							
Sr. No.	Particulars	Total Forms/ Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	56	4.68	74542	Negligible	74542	Negligible
	Assent (E-voting)	1012	84.47	3073169159	99.44	3073169159	99.44
	<b>SUB-TOTAL(1)</b>	<b>1068</b>	<b>89.15</b>	<b>3073243701</b>	<b>99.44</b>	<b>3073243701</b>	<b>99.44</b>

<b>2</b>	Dissent (Physical)	5	0.42	2310	Negligible	2310	Negligible
	Dissent (E-voting)	125	10.43	17290704	0.56	17290704	0.56
	<b>SUB-TOTAL(2)</b>	<b>130</b>	<b>10.85</b>	<b>17293014</b>	<b>0.56</b>	<b>17293014</b>	<b>0.56</b>
<b>TOTAL</b>							
		<b>1198</b>	<b>100</b>	<b>3090536715</b>	<b>100</b>	<b>3090536715</b>	<b>100</b>
<b>3</b>	Invalid	4	N.A.	457	N.A.	457	N.A.

**Item No.2: To approve the re-appointment of Mr. Krishnamurthi Venkataramanan (DIN 00001647) as Non-Executive Independent Director for a second and final term of One (1) year effective from April 01, 2020 till March 31, 2021 notwithstanding that he has attained the age of 75 years**

The following resolution was passed as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 17(1A) including any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s)/re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Krishnamurthi Venkataramanan (DIN 00001647) who was appointed as a Non-Executive Independent Director of the Company for a term of Three (3) years effective from April 1, 2017 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, for a second and final term of One (1) year effective from April 1, 2020 till March 31, 2021, notwithstanding that he has attained the age of 75 years, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

<b>SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 2</b>							
<b>Sr. No.</b>	<b>Particulars</b>	<b>Total Forms / Cases</b>	<b>% of Total</b>	<b>Shares Held</b>	<b>% of Holding</b>	<b>Shares Voted</b>	<b>% of Voted</b>
<b>1</b>	Assent (Physical)	55	4.60	74527	Negligible	74527	Negligible
	Assent (E-voting)	1014	84.63	3073176408	99.44	3073176408	99.44
	<b>SUB-TOTAL(1)</b>	<b>1069</b>	<b>89.23</b>	<b>3073250935</b>	<b>99.44</b>	<b>3073250935</b>	<b>99.44</b>
<b>2</b>	Dissent (Physical)	6	0.50	2325	Negligible	2325	Negligible
	Dissent (E-voting)	123	10.27	17283467	0.56	17283467	0.56
	<b>SUB-TOTAL(2)</b>	<b>129</b>	<b>10.77</b>	<b>17285792</b>	<b>0.56</b>	<b>17285792</b>	<b>0.56</b>
<b>TOTAL</b>							
		<b>1198</b>	<b>100</b>	<b>3090536727</b>	<b>100</b>	<b>3090536727</b>	<b>100</b>
<b>3</b>	Invalid	4	N.A.	457	N.A.	457	N.A.

The results were displayed on the notice board of the Company’s Registered Office as well as the Corporate Office and were also made available on the website of the Company, Karvy and of the depositories.

The results were also submitted to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited (NSE), Securities & Exchange Commission and New York Stock Exchange (NYSE), where the securities of the Company are listed.

The resolution(s) as set out in the Notice dated November 01, 2019 have been passed with requisite majority on Friday, December 06, 2019 i.e., the last date for receipt of duly completed postal ballot forms and e-voting.

The Scrutinizer handed over the postal ballot and all other related papers and registers to the Company for records and safe custody.

**Date: December 24, 2019**

**Place: Mumbai**

**Sd/-  
CHAIRMAN**