

VEDL/Sec./SE/21-22/28

May 17, 2021

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

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 500295

Scrip Code: VEDL

Dear Sir(s),

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2021.

The afore-mentioned report is also available on the website of the Company at www.vedantalimited.com.

We request you to please take the above on record.

Thanking you,

Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary & Compliance Officer

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

CIN: L132O9MH1965PLC291394

**SECRETARIAL COMPLIANCE REPORT OF VEDANTA LIMITED FOR THE YEAR
ENDED ON 31st MARCH 2021**

To,
The Board of Directors
Vedanta Limited
1st Floor, C wing,
Unit 103, Corporate Avenue Atul Projects,
Chakala, Andheri (East) Mumbai,
Maharashtra- 400093

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Vedanta Limited. ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the review period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable during the review period.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

Signature valid

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Location: NEW DELHI, IN

- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has substantially complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Pursuant to regulation 33 of Listing Regulations, 2015 read with SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/140, dated July 29, 2020 Financial Results for the Quarter ended June 30, 2020 were required to be approved by September 15, 2020.	Such Financial Results have been approved by the board of directors at its meeting held on October 03, 2020.	Pursuant to regulation 33 of Listing Regulations read with SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/140, dated July 29, 2020, such financial results were required to be approved by September 15, 2020 however the same have been approved by the board of directors at its meeting held on October 03, 2020. .
2.	As per Regulation 29(2) of Listing Regulations prior intimation of atleast 5 days in advance (excluding the date of intimation and date of meeting) was required to be given to BSE Limited & National Stock Exchange of India Limited (Stock Exchanges), w.r.t Board meeting held on October 03, 2020 to consider and approve the Financial Results for the Quarter ended June 30, 2020.	The company had submitted the intimation under regulation 29(2) of Listing Regulations to both the stock exchange, of 3 days advance intimation instead of 5 days in advance.	The company had submitted the intimation under regulation 29(2) of Listing Regulations with each of the Stock Exchange(s) with regard to the meeting of the Board of Directors held on October 3, 2020 to consider the financial results of the Company for Quarter ended June 30, 2020, beyond the prescribed timeline.
3.	Pursuant to Regulation 30 read with Para A of Part A of schedule III of Listing Regulations the outcome of the meeting of the Board of Directors held to consider the financial results shall be submitted to each of stock exchange(s) within 30 minutes of the conclusion of the meeting.	The company had submitted the outcome of this board meeting beyond the prescribed timeline of 30 minutes.	The company had submitted the outcome of this board meeting beyond the prescribed timeline.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity either by SEBI or by Stock Exchanges (including under the Standard Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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 Location: NEW DELHI

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited & National Stock Exchange of India Limited	As per regulation 33 of Listing Regulations read with SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/140, dated July 29, 2020, Financial Results for the Quarter ended June 30, 2020 were required to be approved by September 15, 2020 however the same have been approved by the board of directors at its meeting held on October 03, 2020 and the Company has received notice(s) from BSE Limited & National Stock Exchange of India Limited (Stock Exchanges) for delay in approval and submission of financial results for the quarter ended June 30, 2020.	Fine of Rs. 1,06,200/- (inclusive of GST @ 18 %) has been imposed by each of the stock exchange(s).	Pursuant to regulation 33 of Listing Regulations read with SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/140, dated July 29, 2020, Financial Results for the Quarter ended June 30, 2020 were required to be approved by September 15, 2020 however the same have been approved by the board of directors at its meeting held on October 03, 2020 and the Company has received notice(s) from BSE Limited & National Stock Exchange of India Limited (Stock Exchanges) for delay in approval and submission of financial results for the quarter ended June 30, 2020 and a fine of Rs. 1,06,200 (inclusive of GST @ 18 %) has been imposed by each of the stock exchange(s) and the same had been paid by the company within the prescribed timeline.
2.	BSE Limited & National Stock Exchange of India Limited	As per Regulation 29(2) of Listing Regulations prior intimation of atleast 5 days in advance (excluding the date of intimation and date of meeting) was required to be given to BSE Limited & National Stock Exchange of India Limited (Stock Exchanges), w.r.t Board meeting held on October 03, 2020 to consider and approve the Financial Results for the Quarter ended June 30, 2020.	Fine of Rs. 11,800/- (inclusive of GST @ 18%) has been imposed by each of the stock exchange(s).	The company had delayed submission of intimation under regulation 29(3) of Listing Regulations with each of the Stock Exchange(s) with regard to the meeting of the Board of Directors held on October 3, 2020 to consider the financial results of the Company for Quarter ended June 30, 2020 and a fine of Rs. 11,800/- (inclusive of GST @ 18%) has been imposed by each of the stock exchange(s) and the same had been paid by the company within the prescribed timeline.

- (d) The following are the details of actions taken against its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

- (f) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

Chandrasekaran Associates
Company Secretaries

CHANDRASEKARAN SETHURAMAN
Digitally signed by CHANDRASEKARAN SETHURAMAN
 DN: cn=CHANDRASEKARAN SETHURAMAN, o=CHANDRASEKARAN ASSOCIATES, ou=CHANDRASEKARAN ASSOCIATES, email=chandra@chandraassociates.com, c=IN, postalCode=110001, street=82/204, SATYAM APARTMENTS, VASUNCHAKRA ENCLAVE,
 Condo/Flat/Block=3074, K/No=66, Sector/Zone=13, Locality=13/04/21, Street=Vasun Chakra Enclave, Postcode=110001, PostalCode=110001, cn=CHANDRASEKARAN SETHURAMAN, serialNumber=71314338a032ca3f8da399c3511775a
 Date: 2021.05.07 17:18:45 +05'30'

Dr. S. Chandrasekaran

Senior Partner
 Membership No. FCS No.: 1644
 Certificate of Practice No.: 715
 UDIN: F001644C000253203

Date: May 7, 2021
 Place: New Delhi

Note:

- i. Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on **31, 2021** pertaining to Financial Year 2020-21.

Signature Mark
 Digitally signed by CHANDRASEKARAN SETHURAMAN
 Date: 2021.05.07 17:17:04 IST
 Reason: DIGITALLY SIGNED
 Location: NEW DELHI