

VEDL/Sec./SE/23-24/17

April 29, 2023

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

Sub: Declaration of voting results of Postal Ballot in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and submission of Scrutinizer's Report

Dear Sir/Ma'am,

Pursuant to our letter no. VEDL/Sec./SE/22-23/234 dated March 29, 2023, we had intimated that the Company had initiated the process of Postal Ballot for seeking approval of the shareholders with respect to the following special resolution(s) as set out in the Postal Ballot Notice dated March 28, 2023 ("**Notice**") through remote e-voting process only:

- 1. Re-appointment of Ms. Padmini Sekhsaria (DIN: 00046486) as a Non-Executive Independent Director for a second and final term of two (2) years effective from February 05, 2023 to February 04, 2025; and*
- 2. Re-appointment of Mr. Dindayal Jalan (DIN: 00006882) as a Non-Executive Independent Director for a second and final term of three (3) years effective from April 01, 2023 to March 31, 2026.*

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 the 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 you that the aforesaid special resolution(s) as mentioned in the Notice have 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., Friday, April 28, 2023.

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 the Scrutinizer's Report dated April 29, 2023.

The results along with the 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 (earlier KFin Technologies Private Limited), Registrar and Share Transfer Agent of the Company, at <https://evoting.kfintech.com>.

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

Thanking you.

Yours sincerely,
For Vedanta Limited

Perna Halwasiya
Company Secretary and 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: LI32O9MH1965PLC291394

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)	28-04-2023
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	UPENDRA SHUKLA
Firms Name	UPENDRA SHUKLA
Qualification	CS
Membership Number	2727
Date of Board Meeting in which appointed	28-03-2023
Date of Issuance of Report to the company	29-04-2023

Voting results

Record date	24-03-2023
Total number of shareholders on record date	1433405
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	2
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				To consider and approve the re-appointment of Ms. Padmini Sekhsaria (DIN: 00046486) as a Non Executive Independent Director for a second and final term of two (2) years effective from February 05, 2023 to February 04, 2025 of the Company				
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	2590349949	2590349949	100	2590349949	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2590349949	2590349949	100	2590349949	0	100
Public- Institutions	E-Voting	685241248	617925248	90.1763	604590113	13335135	97.842	2.158
	Poll							
	Postal Ballot (if applicable)							
	Total		685241248	617925248	90.1763	604590113	13335135	97.842
Public- Non Institutions	E-Voting	441607842	40228359	9.1095	40062339	166020	99.5873	0.4127
	Poll							
	Postal Ballot (if applicable)							
	Total		441607842	40228359	9.1095	40062339	166020	99.5873
Total		3717199039	3248503556	87.3912	3235002401	13501155	99.5844	0.4156
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	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the re-appointment of Mr. Dindayal Jalan (DIN: 00006882) as a Non-Executive Independent Director for a second and final term of three (3) years effective from April 01, 2023 to March 31, 2026 of the Company				
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	2590349949	2590349949	100	2590349949	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2590349949	2590349949	100	2590349949	0	100
Public-Institutions	E-Voting	685241248	282500714	41.2265	86888050	195612664	30.7568	69.2432
	Poll							
	Postal Ballot (if applicable)							
	Total		685241248	282500714	41.2265	86888050	195612664	30.7568
Public- Non Institutions	E-Voting	441607842	40228051	9.1095	39789293	438758	98.9093	1.0907
	Poll							
	Postal Ballot (if applicable)							
	Total		441607842	40228051	9.1095	39789293	438758	98.9093
Total		3717199039	2913078714	78.3676	2717027292	196051422	93.27	6.73
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	

29th April, 2023

The 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 Resolutions through Postal Ballot (remote e-voting)

I am appointed as Scrutinizer by the Board of Directors of Vedanta Limited (“the Company”) at its meeting held on 28th March, 2023 for conducting the process of Postal Ballot in a fair and transparent manner for passing Special Resolution(s) through remote e-voting process only as per **Annexure-1** to this report.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby submit my report:

1. The Management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 as amended (the ‘Act’) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28/09/2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (“MCA”), Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.
2. In compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”), the Company extended only remote e-voting facility to its members to enable them to cast their votes electronically instead of postal ballot form.
3. The Company has appointed and availed the services of the Company’s Registrar & Transfer Agent (RTA), M/s. KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (“KFin”), to facilitate e-voting by the members through their online e-voting system. The instructions for remote e-voting was a part of the Postal Ballot Notice communicated to the members.

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4. In order to facilitate those members who had not registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting process. The Company has made a special arrangement with KFin for registration of temporary e-mail address in terms of MCA Circulars.
5. As stated in Sub-Rule 4 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, 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 Navshakti edition in Marathi language, on March 30, 2023, informing about the sending of the Postal Ballot Notice by e-mail. Suitable mention was also made therein for those members, who have not provided their email address, to contact the RTA for voting through electronic means.
6. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e., www.vedantalimited.com and KFin i.e., <https://evoting.kfintech.com>. The results of the Postal Ballot will also be made available on these websites.
7. 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., <https://evoting.kfintech.com>, stock exchanges i.e., www.bseindia.com and www.nseindia.com and on the website of the depositories.
8. I hereby report as under:

Sr. no.	Particulars	Particulars
1)	Total number of shareholders as on the cut-off date of March 24, 2023	14,33,405
2)	Number of Notices sent through email on March 29, 2023	13,63,175
3)	Remote E-voting: Commencement End	Thursday, March 30, 2023 (9:00 A.M. IST) Friday, April 28, 2023 (5:00 P.M. IST)
4)	Unblocking of e-voting: Date Witness	April 28, 2023 at 5:15 P.M. IST Ms. Sneha Shukla & Mr. Anant Ambekar who are not in the employment of the Company

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Resolution 1:		No. of holders	No. of shares	%
5)	(a) Number of response received from Promoter / Promoter Group	13	2,59,03,49,949	
	(b) Number of response received from Public	4,562	66,36,35,825	
	Total	4,575	3,25,39,85,774	
6)	(a) Number of votes cast “in favour of the resolution” by Promoter / Promoter Group	13	2,59,03,49,949	79.74
	(b) Number of votes cast “in favour of the resolution” by Public	4,106	64,46,52,452	19.84
	Total number of votes cast “in favour of the resolution” (I)	4,119	323,50,02,401	99.58
7)	Number of votes cast “Against the resolution” by Promoter / Promoter Group	0	0	0
	Number of votes cast “Against the resolution” by Public	365	1,35,01,155	0.42
	Total number of votes cast “Against the resolution” (II)	365	1,35,01,155	0.42
8)	Total number of valid votes cast “in favour/against the resolution” (I+II)	4,484	3,24,85,03,556	100.00
9)	Number of invalid votes	0	0	-
10)	Number of abstain votes	139	20,678	-
11)	Number of less voted	29	54,61,540	-
Resolution 2:		No. of holders	No. of shares	%
12)	(a) Number of response received from Promoter / Promoter Group	13	2,59,03,49,949	
	(b) Number of response received from Public	4,562	66,36,35,825	
	Total	4,575	3,25,39,85,774	
13)	(a) Number of votes cast “in favour of the resolution” by Promoter / Promoter Group	13	2,59,03,49,949	88.92
	(b) Number of votes cast “in favour of the resolution” by Public	3,630	12,66,77,343	4.35
	Total number of votes cast “in favour of the resolution” (I)	3,643	271,70,27,292	93.27
14)	Number of votes cast “Against the resolution” by Promoter / Promoter Group	0	0	0
	Number of votes cast “Against the resolution” by Public	832	19,60,51,422	6.73
	Total number of votes cast “Against the resolution” (II)	832	19,60,51,422	6.73

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15)	Total number of valid votes cast “in favour / against the resolution” (I+II)	4,475	2,91,30,78,714	100.00
16)	Number of invalid votes	0	0	-
17)	Number of abstain votes	159	33,54,45,920	-
18)	Number of less voted	30	54,61,140	-

Conclusion –

- i) **For Resolution 1 and 2 (Special Resolutions):** “Considering the votes cast by Public and Promoters together, since the number of votes cast in favour of the Resolutions is more than three times the number of votes cast against the Resolutions, the proposed Special Resolutions as per **Annexure – 1** may be declared as passed with requisite majority”.
- ii) The Special Resolutions are deemed to have been passed on the last date specified for remote e-voting i.e., April 28, 2023.

Thanking you,

Yours faithfully,

Upendra
Chandras
nkar Shukla

Digitaly signed by Upendra
Chandrasnkar Shukla
DN: cn=U.C. SHUKLA, o=U.C. SHUKLA,
ou=U.C. SHUKLA, postalCode=110029,
serialNumber=1, email=ucshukla@u.c.shukla.com,
c=IN, postalCode=110029
Date: 2023.04.28 11:08:59 +05'30'

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

UDIN: F002727E000223398
Date: 29th April, 2023
Encl: as above.

Annexure – 1

1. To consider and approve the re-appointment of Ms. Padmini Sekhsaria (DIN: 00046486) as a Non-Executive Independent Director for a second and final term of two (2) years effective from February 05, 2023 to February 04, 2025 of the Company and in this regard, pass the following resolution as a Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(6)(a), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Padmini Sekhsaria (DIN: 00046486), whose tenure has expired on February 04, 2023 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 re-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 her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of two (2) years effective from February 05, 2023 to February 04, 2025, on such remuneration 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) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To consider and approve the re-appointment of Mr. Dindayal Jalan (DIN: 00006882) as a Non-Executive Independent Director for a second and final term of three (3) years effective from April 01, 2023 to March 31, 2026 of the Company and in this regard, pass the following resolution as a Special Resolution(s):

“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 17(6)(a), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Dindayal Jalan (DIN: 00006882), whose tenure expires on March 31, 2023 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 re-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 Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of three (3) years effective from April 01, 2023 to March 31, 2026, on such remuneration 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) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Upendra
Chandrasha
nkar Shukla

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654