

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400 001  
**Scrip Code: 500295**

National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra-Kurla Complex, Bandra (East),  
Mumbai- 400 051  
**Scrip Code: VEDL**

**Sub: Submission pursuant to meeting of the Equity Shareholders of the Company held on Tuesday, October 11, 2022, through Video Conferencing/ Other Audio-Visual Means, pursuant to the Order dated August 26, 2022 of the Hon'ble National Company Law Tribunal, Mumbai Bench, in the matter of proposed Scheme of Arrangement between the Company and its shareholders**

Dear Sir/Madam,

In continuation to our letter VEDL/Sec./SE/22-23/99 dated September 09, 2022, we wish to inform you that in accordance with the Order dated August 26, 2022 in the matter of Scheme of Arrangement between Vedanta Limited ("the Company") and its shareholders passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") ("Order"), a meeting of the equity shareholders of the Company was held on Tuesday, October 11, 2022 at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") ("Meeting") and the business mentioned in the Notice convening the Meeting was transacted. The Company had also provided the facility to view proceedings of the Meeting to its equity shareholders.

In this regard, please find enclosed the following:

1. Voting results of the Meeting as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as **Annexure-I**;
2. Consolidated Report of the Scrutinizer dated October 12, 2022, for votes cast by the equity shareholders of the Company through remote e-voting and e-voting at the Meeting, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as **Annexure-II**; and
3. Summary of proceedings of the Meeting as required under Regulation 30 of Part-A of Schedule III of the SEBI Listing Regulations, as **Annexure-III**.

The Meeting commenced at 03:00 P.M. IST and concluded at 03:57 P.M. IST.

The voting results along with the Consolidated Scrutinizer's Report are available at the registered office and corporate office of the Company, website of the Company at [www.vedantalimited.com](http://www.vedantalimited.com) and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Thanking you,  
Yours sincerely,  
**For Vedanta Limited**

**Prerna Halwasiya**  
**Company Secretary & Compliance Officer**

**CC:**  
**National Securities Depository Limited**  
Trade World, A Wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013

**Central Depository Services (India) Ltd**  
Marathon Futurex, A Wing, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound,  
N M Joshi Marg, Lower Parel,  
Mumbai - 400013

**VEDANTA LIMITED**

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> 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

<b>General information about company</b>	
Scrip code	500295
NSE Symbol	VEDL
MSEI Symbol	NOTLISTED
ISIN	INE205A01025
Name of the company	VEDANTA LIMITED
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-10-2022
Start time of the meeting	3:00 PM
End time of the meeting	3:57 PM

### Scrutinizer Details

Name of the Scrutinizer	UPENDRA SHUKLA
Firms Name	UPENDRA SHUKLA
Qualification	CS
Membership Number	2727
Date of Board Meeting in which appointed	26-08-2022
Date of Issuance of Report to the company	12-10-2022

## Voting results

Record date	04-10-2022
Total number of shareholders on record date	1371095
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	185
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			To consider and approve the Scheme of Arrangement between Vedanta Limited and its Shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016					
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	2590313649	99.9986	2590313649	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2590349949	2590313649	99.9986	2590313649	0	100
Public-Institutions	E-Voting	686784977	602864255	87.7806	602742054	122201	99.9797	0.0203
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		686784977	602864255	87.7806	602742054	122201	99.9797
Public-Non Institutions	E-Voting	440064113	52274648	11.8789	51437878	836770	98.3993	1.6007
	Poll		116082	0.0264	83478	32604	71.913	28.087
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		440064113	52390730	11.9052	51521356	869374	98.3406
Total		3717199039	3245568634	87.3122	3244577059	991575	99.9694	0.0306
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	

**UPENDRA SHUKLA**

*B. Com., F C. S*

*Company Secretary*

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : [ucshukla@rediffmail.com](mailto:ucshukla@rediffmail.com)

12<sup>th</sup> October, 2022

Shri Upendra Kumar Sinha  
Chairman appointed by the Hon'ble National Company Law Tribunal  
for Meeting of Equity Shareholders of  
Vedanta Limited,  
1<sup>st</sup> floor, C Wing, Unit 103, Corporate Avenue Atul Projects,  
Chakala, Andheri (East),  
Mumbai 400 093  
Maharashtra

Dear Sir,

**Sub: Combined Scrutinizer's Report on votes cast at the meeting of the Equity Shareholders of Vedanta Ltd convened and held on 11<sup>th</sup> October 2022 in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench pursuant to its Order dated 26<sup>th</sup> August 2022**

I, Upendra Shukla, Practising Company Secretary, am appointed as the Scrutinizer in accordance with the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal") pursuant to its Order dated 26<sup>th</sup> August 2022 passed by the Hon'ble Tribunal ("Tribunal Order") in connection with the Scheme of Arrangement between the Company and its shareholders ("Scheme") and provisions of Section 230 (4) and Section 108 of the Companies Act, 2013 ("Act") and rules made thereunder and Secretarial Standard-2 issued by the Institute of the Company Secretaries of India and in accordance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the votes cast through remote e-voting ("Remote e-Voting") and e-voting at the meeting ("e-voting at the Meeting") by the Equity Shareholders of the Company in respect of the resolution proposed to be passed at the meeting of the Equity Shareholders, held on Tuesday, 11<sup>th</sup> October 2022 at 3.00 p.m. (IST), through VC/ OAVM ("Meeting").

As provided in Tribunal Order and in compliance with the applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23<sup>rd</sup> June, 2021, 8<sup>th</sup> December, 2021 and 05<sup>th</sup> May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by Securities Exchange Board of India, the notice dated 9<sup>th</sup> September, 2022 along with statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and

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accompanying documents as confirmed by the Company, was sent to those Equity Shareholders of the Company (“**Notice**”), whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 2<sup>nd</sup> September, 2022, through electronic mode, whose e-mail address are available with the Company/Depository Participant/ Registrar and Transfer Agent (“**RTA**”), as the case may be.

The Company had appointed National Securities Depository Limited (“**NSDL**”) as Service Provider, who provided the facilities for casting votes through Remote e-Voting and e-voting at the Meeting.

The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the Tribunal Order relating to voting through remote e-voting and e-voting at the Meeting on the resolution (as per Annexure-1 to this report) stated in the said Notice.

My responsibility as Scrutinizer for the voting process is restricted 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 stated in the notice, based on the reports generated from the electronic voting system provided by the NSDL.

Now, I report as under:

1. (a) Number of notice e-mailed on 9<sup>th</sup> September, 2022 : 1067103  
(b) Number of e-mails bounced/undelivered as per NSDL : 39016
2. The remote e-Voting period commenced from Thursday, 6<sup>th</sup> October, 2022 at 9.00 a.m. (IST) and ended on Monday, 10<sup>th</sup> October, 2022 at 5.00 p.m. (IST).
3. Equity Shareholders of the Company as on the ‘cut-off’ date i.e. 4<sup>th</sup> October, 2022 were entitled to vote on the resolution as set-out in the Notice.
4. Voting rights of an equity shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the ‘cut-off date’ i.e. 4<sup>th</sup> October 2022.
5. On completion of e-voting process, I unblocked the results of the remote e-Voting and e-voting at the Meeting, on the NSDL e-voting system/ platform and after downloading the said results, counted the votes.
6. All the 6597 Remote e-voting and 32 e-voting responses are valid.

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7. Based on the reports generated from the e-voting system provided by the NSDL, the combined voting result of votes cast through the remote e-Voting and e-voting at the Meeting is as under:

	In favour of the Resolution			Against the Resolution			Not 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
Remote E-voting	6235	3244493581	99.9705	362	958971	0.0295	0	0
E-voting at Meeting	28	83478	0.000	4	32604	0.000	0	0
Combined	6263	3244577059	99.9694	366	991575	0.0306	0	0

### Conclusion –

Since the majority of Equity Shareholders, representing more than three-fourth in value of the equity shares of the Company held, have voted for the resolution, the proposed resolution as per Annexure-1 may be declared as passed.

The electronic data and all other relevant records relating to the remote e-Voting and e-voting at the Meeting are under my safe custody and the same will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking you,

Yours faithfully,

UDIN: F002727D001202420

Peer Review Certificate No.: 1882/2022

Encl: as above.

Upendra  
Chandrasha  
nkar Shukla

Digitally signed by  
Upendra  
Chandrashankar Shukla  
Date: 2022.10.12  
14:39:42 +05'30'

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

**1 Resolution for Approval of the Scheme of Arrangement between Vedanta Limited and its Shareholders**

**RESOLVED THAT** pursuant to the provisions of Section 230 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Company, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Vedanta Limited and its shareholders ("Scheme"), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

**SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF THE COMPANY HELD ON TUESDAY, OCTOBER 11, 2022, THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, PURSUANT TO THE ORDER DATED AUGUST 26, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, IN CONNECTION WITH THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN THE COMPANY AND ITS SHAREHOLDERS**

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The meeting of the equity shareholders of Vedanta Limited ("**the Company**") was held on Tuesday, October 11, 2022 at 3.00 p.m. (IST) through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") ("**Meeting**"), pursuant to the Order dated August 26, 2022 in the matter of Scheme of Arrangement between the Company and its shareholders, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**") ("**Order**").

The Meeting commenced at 03:00 P.M. IST and concluded at 03:57 P.M. IST (including the time allowed for e-voting at the Meeting).

As set out in the Notice convening the Meeting ("**the Notice**"), the Tribunal had appointed Mr. Upendra Kumar Sinha, Independent Director of the Company, to be the Chairperson for the Meeting ("**the Chairperson**"). Mr. Sinha chaired the Meeting and extended a warm welcome to all the equity shareholders attending the Meeting through VC/OAVM.

Before commencing the proceedings, the Chairperson introduced the Board of Directors and Key Managerial Personnel of the Company present at the Meeting and confirmed that all Directors of the Company except Mr. Anil Agarwal were present at the Meeting. Leave of absence was granted to Mr. Anil Agarwal. All the Panel Members attended from their respective locations. Further, the representatives of Statutory Auditors, Secretarial Auditors, Legal Advisors, and the Scrutinizer for the Meeting were also present at the Meeting.

As per the records of attendance, 194 equity shareholders of the Company attended the Meeting. As the requisite quorum was present, the Chairperson called the Meeting to order.

Ms. Perna Halwasiya, Company Secretary & Compliance Officer of the Company, welcomed the equity shareholders and *inter alia* briefed them on the general instructions relating to their participation at the Meeting through audio-visual means and the fact that the Company had taken all feasible efforts for conducting this Meeting in a smooth manner to enable participation and voting through electronic mode. In this regard, the facility to view the proceedings of the Meeting was made available for the equity shareholders.

The equity shareholders were further requested to refer to the instructions provided in the Notice and the FAQs available on the Company's website and National Securities Depository Limited ("**NSDL**") website for seamless participation through VC/OAVM.

It was also informed that in terms of the Order, the Notice convening the Meeting, copy of the Scheme, Statement under Section 230 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with all annexures to Statement had been sent to through electronic mail to those equity shareholders whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent of the Company.

A copy of the Notice and the accompanying documents were also placed on the website of the Company and can be accessed at: [www.vedantalimited.com](http://www.vedantalimited.com); the website of NSDL viz. [www.evoting.nsd.com](http://www.evoting.nsd.com), being the agency appointed by the Company to provide e-voting and other facilities for the Meeting and the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. With the consent of the equity shareholders present at the Meeting, the Notice and all accompanying documents as sent to the equity shareholders through electronic mail was taken as read.

The equity shareholders were further informed that in terms of the directions of the Tribunal given under the Order and Regulation 44 of the SEBI Listing Regulations read with Section 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time, the Company had provided the facility

**VEDANTA LIMITED**

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> 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

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to its equity shareholders to exercise their right to vote on the resolution proposed in the Notice to be passed at the Meeting by electronic means. The equity shareholders had the facility and option of voting on the resolution proposed in the Notice by casting their votes through: (a) e-voting system available at the Meeting to be held virtually (“e-voting at the Meeting”); or (b) by remote electronic voting (“remote e-voting”).

The remote e-voting period before the date of Meeting commenced on Thursday, October 06, 2022 (09:00 a.m. IST) and ended on Monday, October 10, 2022 (05:00 p.m. IST). The equity shareholders who did not cast their votes through remote e-voting, were also permitted to cast their votes during the course of Meeting through the e-voting at the Meeting provided by NSDL as detailed in the Notice.

In terms of the Notice, the following item of business was transacted at the Meeting:

S. No.	ITEM TRANSACTED
1.	To consider and approve the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of Companies Act, 2013

The equity shareholders were given an opportunity to speak at the Meeting by registering themselves as the speaker as per the procedure detailed in the Notice. The equity shareholders who had registered before-hand and conveyed their willingness to speak at the Meeting, were sequentially invited to express their views or ask questions and seek clarification(s). Appropriate responses/ clarifications were provided to the questions/ queries raised by the equity shareholders. The equity shareholders were also provided the facility to post their suggestions, feedbacks or questions through a dedicated Chat box that was available below the Meeting screen during the conduct of the Meeting.

Post the Question & Answer Session, the Chairperson authorized Ms. Purna Halwasiya to carry out the e-voting process at the Meeting, conclude the Meeting and further authorized her to declare the voting results, intimate the results of the Meeting to the stock exchanges within the statutory timelines and place the same on the website of the Company.

The Chairperson then extended his gratitude to the equity shareholders, Board of Directors, Auditors, and members of the management team for attending and participating in the Meeting.

The e-voting facility was kept open for next 30 minutes post the conclusion of the proceedings of the Meeting to enable the equity shareholders to cast their votes.

Pursuant to the Order, Mr. Upendra C. Shukla, Practicing Company Secretary (FCS No.2727, CP No.1654), had been appointed as the Scrutinizer to supervise the e-voting process in a fair and transparent manner.

The Meeting was concluded at 03:57 p.m. IST (including the time allowed for e-voting at the Meeting) with a vote of thanks to the equity shareholders.

The resolution stated in the Notice was passed by the equity shareholders with requisite majority.

The details of voting results on the resolution set out in the Notice and the Consolidated Scrutinizer’s Report as received from the Scrutinizer are placed as **Annexure-I** and **Annexure-II** respectively and also available on the Company website at [www.vedantalimited.com](http://www.vedantalimited.com), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on website of the stock exchanges [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

This is for your information and records.

**For Vedanta Limited**

**Purna Halwasiya**  
**Company Secretary & Compliance Officer**

**VEDANTA LIMITED**

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> 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

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