



VEDANTA LIMITED

Charter of Stakeholders Relationship Committee

Document Name	Charter of Stakeholders Relationship Committee
Company	Vedanta Limited
Prepared by	Corporate Secretarial
Approved on	October 29, 2021

VEDANTA LIMITED
STAKEHOLDERS RELATIONSHIP COMMITTEE

A. Charter Constitution

Stakeholders Relationship Committee shall function in accordance with the terms of reference covered under this Charter, such additional provisions as may be stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Companies Act, 2013 (the 'Act') and other statutes or any modification or re-enactment thereof and as may be specified by the Board from time to time.

B. Role of the Stakeholders Relationship Committee

The primary purpose of the Stakeholders Relationship Committee is to oversee all matters pertaining to investors of the Company.

C. Composition

(i) Members:

In terms of section 178 (5) of the Companies Act, 2013, the Committee shall consist of a chairperson who shall be a non-executive director and such other members as may be decided by the Board. In terms of Regulation 20 of SEBI Listing Regulations, the Committee shall consist of at least three directors, with at least one being an independent director

The Committee members shall be appointed by the Board. The Company Secretary shall act as the Secretary to the Committee

The chairperson of the committees or, in his/her absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the Company.

(ii) Chairperson:

The Chairperson of the Stakeholders Relationship Committee shall be appointed by the Board at the time of constitution or reconstitution of the Committee and shall be non- executive Director. The members of the Committee may also elect the Chairperson amongst themselves in absence of the chairperson.

(iii) Reconstitution:

The Board may at its discretion reconstitute the Stakeholders Relationship Committee at any time.

D. Procedures

(i) Meetings:

The Committee shall meet at least 2 times a year. Apart from the Committee members, Company executives and the Registrar and Transfer Agents ('RTA') and the Auditors, if any may be invited to attend the Committee meetings, as desired by the members.

The Committee is empowered to convene its meeting(s) through video conferencing. The presence of members through Video Conferencing shall be counted for a valid quorum. Such meetings shall be convened and held in compliance of the guidelines issued by Ministry of Corporate Affairs for convening the meetings through video conferencing.

(ii) Agenda:

The Chairperson of the Committee finalizes the Agenda, in consultation with the Company Secretary. The Agenda and information concerning the business to be conducted at each meeting, shall be, as far as practical, communicated to the members at least 2 days in advance of

each meeting to facilitate meaningful overview.

(iii) Meeting proceedings:

The Committee shall ensure that minutes of all its proceedings are kept and shall report on its actions and activities at the next meeting of the Board. The Secretary of the Committee records the proceedings of the Committee meetings, which is then reviewed and approved by the Chairperson of the meeting for circulation to the other members for their comments. The final minutes are noted at the ensuing meeting of the Committee and signed by the Chairperson of the meeting. The Committee is governed by the same rules regarding meetings, notice and voting requirements as are applicable to the Board. The Committee is authorized and empowered to look into any other matter as it deems fit to ensure better servicing and protection of investor interests, beyond the provisions of this Charter.

(iv) Quorum:

The quorum for the purpose of the Committee meetings shall be any two members, personally present.

(v) Authority and Responsibilities

The Committee is authorized to:

1. Review and timely redressal of all the Security holders Grievance related to issue, allotment, transfer, dematerialization, rematerialization etc. of shares and /or other securities of the Company;
2. Review and timely redressal of all the Security holders Grievance related to non-receipt of information demanded if any, non-receipt of Annual Report, declared Dividend, share certificates etc.;
3. Review various measures and initiatives taken by the Company for:
 - reducing the quantum of unclaimed dividends / shares and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders;
 - encouraging shareholders to convert physical holding into dematerialized form;
 - updating PAN / Bank mandates, email ids, contact details of shareholders;
4. Update on IEPF shares / dividend transfer and claims released
5. Provide guidance and make recommendations to improve investor service levels for the investors;
6. Review measures taken by Company for effective exercise of voting rights by shareholders;
7. Preliminary review and noting of all legal notices received and/or legal cases filed against the Company by the Security holders and taking appropriate action to protect the interest of the Company. Progress on legal cases in connection with securities of erstwhile Sterlite Industries (India) Limited.
8. Review the mechanism for effective redressal of all other grievance related to shares, share capital, statutory documents/ information etc.
9. To review the list comprising details of Analysts, Fund Managers and News Agencies with whom the Management have interacted.
10. To take note of trend of movement of Vedanta Scrip in the shareholding, volume and prices.
11. Yearly plan to review various investor related activities during the year.
12. To investigate any activity covered under this Charter;
13. To seek any specific information, as may be required, from any employee(s) of the Company and/or RTA, who shall co-operate with any request of the Committee;
14. Oversight of the performance of RTA of the Company and review of adherence to the service standards adopted by the Company in respect of various services being rendered by the RTA.
15. To obtain legal or other independent professional advice;
16. To secure attendance of outsider(s) with relevant experience if the same is considered necessary;
17. To frame Investor relations strategy, IR perception and actions, actively engaging and communicating with the major shareholders of the company, including obtaining proactive

input on IR strategy, identify the actionable points for implementation and matters related thereto;

18. To form and delegate authority to its sub-committees or to one or more members of the Committee.
19. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Company shall bear all such expenses to support the requirements of the Committee.

E. Confidentiality

The members of the Stakeholders Relationship Committee and all other individuals attending the meetings of the Committee should not disclose the information contained in the reports they receive, the contents of discussion or confidential information regarding the Company which have become known to them in such meetings to any other person other than in course of conducting their normal duties.

F. Limitation & Amendment

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