

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: Results of voting through Postal Ballot including e-voting**

Further to our letter VEDL/Sec./SE/19-20/89 dated November 04, 2019 and pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the voting results with regard to the Postal Ballot Notice dated November 01, 2019 along with the Scrutinizers Report dated December 07, 2019 issued by Mr. Upendra C Shukla w.r.t. the below Resolution(s):

Resolution No.	Description
1	<b><u>Special Resolution</u></b> 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	<b><u>Special Resolution</u></b> 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.

We would like to inform you that the above Special Resolution(s) as mentioned in the Notice dated November 01, 2019 have been approved by the Members with requisite majority. The approval is considered to have been received on the last date of receipt of the duly completed Postal Ballot Forms and e-voting i.e., Friday, December 06, 2019.

The result along with the Scrutinizer's Report(s) is available at the registered and corporate office and website of the Company [www.vedantalimited.com](http://www.vedantalimited.com) and on the website of KFIN Technologies Private Limited (earlier Karvy Fintech Private Limited), Registrar & Transfer Agent of the Company <https://evoting.karvy.com/>.

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

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

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

**VEDANTA LIMITED**

DLF Atria, Phase 2, Jangra Road, DLF City, Gurugram - 122002, Haryana, India | T +91 124 459 3000 | F +91 124 414 5612  
[www.vedantalimited.com](http://www.vedantalimited.com)

**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

**General information about company**

Scrip code	500295
NSE Symbol	VEDL
MSEI Symbol	
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)	06-12-2019
Start time of the meeting	
End time of the meeting	



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Upendra C Shukla
Firms Name	Upendra Shukla
Qualification	CS
Membership Number	2727
Date of Board Meeting in which appointed	01-11-2019
Date of Issuance of Report to the company	07-12-2019



<b>Voting results</b>	
Record date	18-10-2019
Total number of shareholders on record date	632172
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 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				
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	1863618788	1863582488	99.9981	1863582488	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1863618788	1863582488	99.9981	1863582488	0	100
Public-Institutions	E-Voting	1335155903	1144899131	85.7502	1127973293	16925838	98.5216	1.4784
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1335155903	1144899131	85.7502	1127973293	16925838	98.5216
Public- Non Institutions	E-Voting	518421948	81978244	15.813	81613378	364866	99.5549	0.4451
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		76852	0.0148	74542	2310	96.9942	3.0058
	Total		518421948	82055096	15.8279	81687920	367176	99.5525
Total		3717196639	3090536715	83.1416	3073243701	17293014	99.4405	0.5595
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 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				
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	1863618788	1863582488	99.9981	1863582488	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1863618788	1863582488	99.9981	1863582488	0	100
Public-Institutions	E-Voting	1335155903	1144899131	85.7502	1127973293	16925838	98.5216	1.4784
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1335155903	1144899131	85.7502	1127973293	16925838	98.5216
Public-Non Institutions	E-Voting	518421948	81978256	15.813	81620627	357629	99.5638	0.4362
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		76852	0.0148	74527	2325	96.9747	3.0253
	Total		518421948	82055108	15.8279	81695154	359954	99.5613
Total		3717196639	3090536727	83.1416	3073250935	17285792	99.4407	0.5593
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
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

December 7, 2019

Shri Navin Agrawal  
Chairman  
Vedanta Limited  
1<sup>st</sup> Floor, 'C' Wing, Unit 103, Corporate Avenue  
Atul Projects, Chakala, Andheri (East)  
Mumbai 400 093

Dear Sir,

**Sub: Report on passing of Special Resolutions by Postal Ballot**

I am appointed as a Scrutinizer by Vedanta Limited (hereinafter referred to as "the Company") for conducting the process of postal ballot in a fair and transparent manner for passing resolution as per **Annexure-1** to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

The Company completed the dispatch of Ballot papers along with notice pursuant to Section 110 of the Act along with draft of Resolution and explanatory statement as required under Section 102 of the Act on November 05, 2019 to those members of the Company whose names appeared in the Register of Members / records of Depositories CDSL/NSDL as on October 18, 2019.

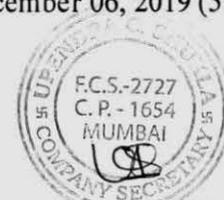
The Company has appointed M/s KFIN Technologies Private Limited (earlier Karvy Fintech Private Limited) ('Karvy') to conduct e-voting by the shareholders through their online e-voting system. Further, for processing of Postal Ballots, necessary technical support was also provided by Karvy, the Registrar & Transfer Agent of the Company.

The Postal Ballot notice along with the postal ballot form were sent through email to those shareholders whose email Ids were registered and for others physical ballot notice and forms alongwith postage-prepaid self-addressed Business Reply Envelope were dispatched at their registered address for facilitating e-voting. The complete procedure for e-voting was detailed in the Postal Ballot Notice dated November 01, 2019 sent to the Shareholders.

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

- |    |   |   |                               |
|----|---|---|-------------------------------|
| 1) | (a) Number of ballot papers posted on November 5, 2019 (physical) | : | 1,37,260                      |
|    | (b) Number of ballot papers e-mailed on November 4, 2019          | : | 4,94,176                      |
|    | (c) Number of ballot papers returned undelivered by Post          | : | 1,749                         |
| 2) | Date of commencement of voting cycle                              | : | November 07, 2019 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed       | : | December 06, 2019 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting                       | : | December 06, 2019 (5:00 p.m.) |

...2/



: 2 :

5)	(a) Number of response received (physical)	:	65
	(b) Number of response received (e-voting)	:	1,152
	<b>Total</b>	:	<b>1,217</b>
6)	(a) Number of valid ballot papers received (physical)	:	61
7)	(a) Number of invalid ballot papers received (physical)	:	4
	(b) Number of invalid e-voting	:	Nil

8) **Resolution 1 (Special Resolution):**

(a) Number of votes cast "For the Resolution (physical)"	:	74,542 (56 Ballots)
(b) Number of votes cast "For the Resolution (e-voting)"	:	3,07,31,69,159 (1,012 Cases)

**Total Number of votes cast for the Resolution** : **3,07,32,43,701 (99.44%)**

(a) Number of votes cast "Against the Resolution (physical)"	:	2,310 (5 Ballots)
(b) Number of votes cast "Against the Resolution (e-voting)"	:	1,72,90,704 (125 Cases)

**Total Number of votes cast against the Resolution** : **1,72,93,014 (0.56%)**

**Number of votes abstained for voting (e-voting)** : **35,47,599 (20 Cases)**

*Note: 5 Members cast their votes partially 'FOR' and 'AGAINST' the resolution.*

9) **Resolution 2 (Special Resolution):**

(a) Number of votes cast "For the Resolution (physical)"	:	74,527 (55 Ballots)
(b) Number of votes cast "For the Resolution (e-voting)"	:	3,07,31,76,408 (1,014 Cases)

**Total Number of votes cast for the Resolution** : **3,07,32,50,935 (99.44%)**

(a) Number of votes cast "Against the Resolution (physical)"	:	2,325 (6 Ballots)
(b) Number of votes cast "Against the Resolution (e-voting)"	:	1,72,83,467 (123 Cases)

**Total Number of votes cast against the Resolution** : **1,72,85,792 (0.56%)**

**Number of votes abstained for voting (e-voting)** : **35,47,587 (20 Cases)**

*Note: 5 Members cast their votes partially 'FOR' and 'AGAINST' the resolution.*

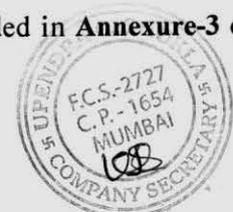
10) Number of invalid votes : 457 (4 Ballots)

Ballot forms received after the prescribed last date were not considered.

The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure-3** of this report.



: 3 :

**Conclusion –**

- (i) **For Resolution 1 (Special Resolution): Continuation of Directorship of Mr. Krishnamurthi Venkataramanan (DIN 00001647) as Non-Executive Independent Director beyond the age of 75 years in his current tenure:**

Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.

- (ii) **For Resolution 2 (Special Resolution): 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:**

Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.

Thanking you,



Yours faithfully,

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

Encl: as above.

1. **Special Resolution for continuation of Directorship of Mr. Krishnamurthi Venkataramanan (DIN 00001647) as Non-Executive Independent Director beyond the age of 75 years in his current tenure:**

“**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.”

2. **Special Resolution for 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:**

“**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.”



Details of Voting

VEDANTA LIMITED							
POSTAL BALLOT							
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>1</b>	<b>SUB-TOTAL</b>	<b>1068</b>	<b>89.15</b>	<b>3073243701</b>	<b>99.44</b>	<b>3073243701</b>	<b>99.44</b>
2	Dissent (Physical)	5	0.42	2310	Negligible	2310	Negligible
	Dissent (E-voting)	125	10.43	17290704	0.56	17290704	0.56
<b>2</b>	<b>SUB-TOTAL</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.

VEDANTA LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 2							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	55	4.60	74527	Negligible	74527	Negligible
	Assent (E-voting)	1014	84.63	3073176408	99.44	3073176408	99.44
<b>1</b>	<b>SUB-TOTAL</b>	<b>1069</b>	<b>89.23</b>	<b>3073250935</b>	<b>99.44</b>	<b>3073250935</b>	<b>99.44</b>
2	Dissent (Physical)	6	0.50	2325	Negligible	2325	Negligible
	Dissent (E-voting)	123	10.27	17283467	0.56	17283467	0.56
<b>2</b>	<b>SUB-TOTAL</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.



**Vedanta Limited - Postal Ballot**

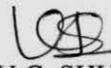
**BASIS OF ACCEPTANCE**

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on October 18, 2019, which was the basis for dispatch of notice and postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes' 'Y' or "No" 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

**BASIS OF REJECTION**

1. Where a ballot form is not signed.
2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
3. Where a shareholder has not put any tick mark on either assent or dissent.
4. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority is not received/not on record.
6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
7. Where the thumb impression has been put in postal ballot form, which is not duly attested by the prescribed authority.
8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.



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