



VEDANTA LIMITED

CIN: L13209MH1965PLC291394

Regd. Office: 1st Floor, 'C' Wing,

Unit 103, Corporate Avenue, Atul Projects, Chakala,

Andheri (East), Mumbai – 400 093

Tel.: +91-22 6643 4500; Fax: +91-22 6643 4530

Website: www.vedantalimited.com; E-mail ID: comp.sect@vedanta.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution as set out below is proposed for approval by the Members of Vedanta Limited (the "**Company**") by means of Postal Ballot, only by way of e-voting process ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") and other applicable rules made thereunder, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), General Circular Nos. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("**MCA**") read together with previous circulars issued by MCA in this regard ("**MCA Circulars**"), and Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("**SEBI**") read together with previous circulars issued by SEBI in this regard ("**SEBI Circulars**") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions related to e-voting are appended to this Notice.

The Board of Directors at its Meeting held on Friday, January 31, 2025, has appointed Mr. Upendra C. Shukla, Practicing Company Secretary (Membership No. FCS No. 2727, CP No. 1654) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.

Members are requested to read the instructions in the Notes provided in this Postal Ballot Notice to cast their vote electronically. The votes cannot be casted after 5:00 p.m. (IST) on Wednesday, April 02, 2025.

The Scrutinizer will, after conclusion of e-voting, scrutinize the votes cast, make a Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.vedantalimited.com, the website of KFin Technologies Limited ("**KFin**"), Registrar & Transfer Agent ("**RTA**") of the Company at evoting.kfintech.com and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com. The resolution will be deemed to be passed on Wednesday, April 02, 2025 subject to receipt of the requisite number of votes in favour of the resolution.

SPECIAL BUSINESS:

- 1. To consider and approve the appointment of Mr. Rajarangamani Gopalan (DIN: 01624555) as a Non-Executive Independent Director of the Company for a first term of 2 (two) years effective from February 05, 2025 to February 04, 2027 and in this regard, pass the following resolution as a Special Resolution:**

“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 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Rajarangamani Gopalan (DIN: 01624555), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from February 05, 2025 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 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 an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 2 (two) years effective from February 05, 2025 to February 04, 2027, on such terms and conditions 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) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

1st Floor, ‘C’ Wing, Unit 103, Corporate Avenue
Atul Projects, Chakala, Andheri (East)
Mumbai – 400 093
CIN: L13209MH1965PLC291394
E-mail ID: comp.sect@vedanta.co.in
Website: www.vedantalimited.com
Tel: +91 22 6643 4500; Fax: +91 22 6643 4530

By Order of the Board of Directors

Prerna Halwasiya
Company Secretary & Compliance Officer
Membership No.: ACS 20856

Place: New Delhi

Dated: January 31, 2025





NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, February 21, 2025 (“Cut-off Date”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“DPs”).
3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Friday, February 21, 2025.
5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may note that the Notice will also be available on the Company’s website at www.vedantalimited.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at evoting.kfintech.com.
7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 to KFin at inward.ris@kfintech.com or to the Company at comp.sect@vedanta.co.in. However, for the shares held in demat form, members are requested to write to their respective DPs.
8. The Board of Directors in its Board Meeting held on Friday, January 31, 2025 has approved the appointment of KFin as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Tuesday, March 04, 2025
End of e-voting	Upto 5:00 p.m. (IST) on Wednesday, April 02, 2025
10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, April 02, 2025 subject to receipt of the requisite number of votes in favour of the resolution.
13. All material documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to comp.sect@vedanta.co.in.
14. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at vedlscrutinizer@gmail.com with a copy marked to evoting@kfintech.com.

15. The procedure for e-voting is as under:

- i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL eservices.nsd.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e., ‘Vedanta Limited’, or e-voting service provider, i.e., KFin. vi. Members will be re-directed to KFin’s website for casting their vote during the e-voting period. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit eservices.nsd.com for registering. ii. Select “Register Online for IDeAS Portal” or click at eservices.nsd.com. iii. Visit the e-voting website of NSDL www.evoting.nsd.com. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e., Vedanta Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period. <p>C. NSDL Mobile App</p> <ol style="list-style-type: none"> i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Enter the registered user ID and password for accessing Easi / Easiest. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.

	<p>B. Instructions for users who have not registered for Easi / Easiest</p> <ol style="list-style-type: none"> Visit web.cdslindia.com/myeasitoken/home/login for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., Vedanta Limited' or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. <ol style="list-style-type: none"> Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Vedanta Limited or KFin. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- ii) Method of login / access to KFin e-voting system in case of all Members holding shares in physical mode and non-individual members holding shares in demat mode

Type of Member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> Launch internet browser by typing the URL: evoting.kfintech.com. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. After entering these details appropriately, click on “LOGIN”. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. Members would need to login again with the new credentials.

Type of Member	Login Method
	<ul style="list-style-type: none"> vi. On successful login, the system will prompt the member to select the “EVEN”, viz., Vedanta Limited and click on “Submit”. vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option “ABSTAIN”. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their vote by selecting an appropriate option and click on “Submit”. xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution. xii. Corporate/ Institutional members (corporate / Fls / Flls / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to vedlscrutinizer@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.
Members whose e-mail IDs are not registered with the Company / Depository Participants(s)	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/POD-1/P/CIR/2024/37, dated May 17, 2024, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ul style="list-style-type: none"> a. Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b. Through hard copies which are self-attested, which can be shared on the address below; or <p style="margin-left: 40px;">Name : KFIN Technologies Limited Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <ul style="list-style-type: none"> c. Through electronic mode with e-sign by following the link: ris.kfintech.com/clientservices/isc/default.aspx# <p>Detailed FAQ can be found on the link: ris.kfintech.com/faq.html</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p> <p>Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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16. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for shareholders and e-voting User Manual for shareholders available at the download section of evoting.kfintech.com. In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Deputy Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).

17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website kprism.kfintech.com for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), in its meeting held on Friday, January 31, 2025, approved the appointment of Mr. Rajarangamani Gopalan (DIN: 01624555) as an Additional Director, designated as Non-Executive Independent Director of the Company effective from February 05, 2025 subject to the approval of the Members.

Background and Profile of Mr. Gopalan is as follows:

“Mr. R. Gopalan, is a retired IAS Officer and has served as a Member, Public Enterprises Selection Board (PESB) under the control of the PM till April 2016. He was also a secretary of Department of Economic Affairs, Ministry of Finance, Govt. of India till August 2012.

Mr. Gopalan comes with a wide experience of handling matters relating to capital markets, infrastructure finance, manufacturing & marketing of textiles, chemicals and petrochemicals and other related matters pertaining to the economy. He has vast experience in Corporate Laws, Business Administration, Corporate Finance and Regulatory matters. He had also represented India in the trade negotiations at World Trade Organization. He has also served as Alternate Governor in World Bank, Asian Development Bank and led India in Finance segment of G-20 negotiations, bilateral negotiations with Switzerland, Canada and Brazil. He had also negotiated on behalf of India in Financial Action Task Force (FATF) negotiations.

He brought about a number of changes in the functioning of the capital markets and initiated new policy measures in infrastructure development including setting up of CERSAI and selling of the first Software Technology Park (TIDEL) in Chennai, a joint gold and silver refinery sector in Haryana with FDI.

He had served as CMD of Tamilnadu Newsprints and Papers Ltd, Managing Director of Tamilnadu Agro Industries Corporation Ltd, Joint MD of Tamilnadu Dairy development Federation Ltd and is currently on the Board of various listed entities including Sundaram-Clayton Limited, TVS Holdings Limited and Zee Entertainment Enterprises Limited.

Mr. Gopalan has completed his Master of Public Administration and Management from Harvard University, John F Kennedy School of Govt, Massachusetts, USA, MA in Economics from Boston University, Massachusetts, USA and bachelor’s degree in chemistry from Madras University.

In the opinion of the Board, Mr. R Gopalan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. R Gopalan’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast experience in Corporate Laws, Business Administration, Corporate Finance and Regulatory matters.
- He has deep knowledge and expertise in handling matters relating to capital markets, infrastructure finance, manufacturing & marketing of textiles, chemicals and petrochemicals and other related matters pertaining to the economy
- He has experience of serving on the boards of various public listed companies.

The Company has received all statutory disclosures / declarations from Mr. Gopalan, including the following:

- a. Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the “**Appointment Rules**”);
- b. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Act;
- c. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;

- d. A declaration to the effect he has registered himself with the Indian Institute of Corporate Affairs for inclusion of his name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e. A declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Mr. Gopalan fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature to the office of Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 17(1C) of the Listing Regulations approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Gopalan as a Non-Executive Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Mr. Rajarangamani Gopalan as a Non-Executive Independent Director of the Company for the first term of 2 (two) years effective from February 05, 2025 to February 04, 2027 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Mr. Gopalan will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings. Further, subject to the provisions of the Act & SEBI Listing Regulations, he will also be entitled to commission as per the recommendation of the NRC and Board.

A copy of the letter of appointment, setting out the terms and conditions of his appointment will be available for electronic inspection by the Members.

Save and except Mr. Gopalan and his relatives are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 1 of the Notice for the approval of the Members.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI are annexed to this Notice.

Annexure to the Notice of Postal Ballot

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2, in respect of the Directors seeking appointment:

Name of Director	Mr. Rajarangamani Gopalan
Category of Director	Non-Executive Independent Director
Director Identification Number (DIN)	01624555
Age	72
Date of first appointment	February 05, 2025
Qualification, Brief resume/Experience (including expertise in specific functional area, skills and capabilities required for the role)	As detailed in explanatory statement above.
Terms and Conditions of appointment/re-appointment	As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.
Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner)	Nil
Relationship with other Directors/Key Managerial Personnel/Managers	None
Number of Board meetings attended during the year	Not Applicable
Directorship of other Boards as on date of Notice	<u>Public Companies:</u> 1. Sundaram-Clayton Limited (Listed) 2. TVS Holdings Limited (Listed) 3. Zee Entertainment Enterprises Limited (Listed) 4. New Delhi Centre for Sight Limited 5. TVS Credit Services Limited 6. MB Power (Madhya Pradesh) Limited <u>Private Limited Companies</u> 1. U Games Private Limited 2. Play Games24x7 Private Limited 3. ANA ARC Private Limited
Listed Entities from which he had resigned in the past three years	TVS Motor Company Limited
Membership/Chairmanship of Committees of the other Boards as on date of Notice	<u>Audit Committee:</u> 1. Sundaram-Clayton Limited (Listed) – Chairperson 2. TVS Holdings Limited (Listed) – Member 3. Zee Entertainment Enterprises Limited (Listed) – Member 4. TVS Credit Services Limited – Chairperson 5. MB Power (Madhya Pradesh) Limited – Member 6. New Delhi Centre for Sight Limited - Member <u>Nomination & Remuneration Committee:</u> 1. Sundaram-Clayton Limited (Listed) – Member 2. TVS Holdings Limited (Listed) – Member 3. Zee Entertainment Enterprises Limited (Listed) – Member 4. MB Power (Madhya Pradesh) Limited – Member 5. ANA ARC Private Limited – Member 6. New Delhi Centre for Sight Limited - Member

Stakeholders' Relationship Committee:

1. Sundaram-Clayton Ltd (Listed) – Member
2. TVS Credit Services Limited – Member

Risk Management Committee:

1. TVS Holdings Limited (Listed) – Chairperson
2. Zee Entertainment Enterprises Limited (Listed) – Chairperson
3. TVS Credit Services Limited – Member

Corporate Social Responsibility Committee:

1. TVS Credit Services Limited – Member
2. MB Power (Madhya Pradesh) Limited – Member
3. New Delhi Centre for Sight Limited - Member

Registered Office:

1st Floor, 'C' Wing, Unit 103, Corporate Avenue
Atul Projects, Chakala, Andheri (East)
Mumbai – 400 093
CIN: L13209MH1965PLC291394
E-mail ID: comp.sect@vedanta.co.in;
Website: www.vedantalimited.com
Tel: +91 22 6643 4500; Fax: +91 22 6643 4530

By Order of the Board of Directors

Prerna Halwasiya
Company Secretary & Compliance Officer
Membership No.: ACS 20856

Place: New Delhi

Dated: January 31, 2025