

VEDL/Sec./SE/24-25/43

May 06, 2024

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.: Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2024.

The afore-mentioned report is also available on the website of the Company at www.vedantalimited.com.

We request you to please take the above on record.

Thanking you,

Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary & Compliance Officer

Enclosed: As above

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
Email: comp.sect@vedanta.co.in | Website: www.vedantalimited.com

CIN: L132O9MH1965PLC291394

**SECRETARIAL COMPLIANCE REPORT OF VEDANTA LIMITED FOR THE
FINANCIAL YEAR ENDED MARCH 31, 2024**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
VEDANTA LIMITED
1st Floor, C wing, Unit 103,
Corporate Avenue Atul Projects,
Chakala, Andheri (East) Mumbai,
Maharashtra- 400093.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VEDANTA LIMITED** (hereinafter referred as '**the listed entity**'), having its Registered Office 1st Floor, C wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East) Mumbai, Maharashtra- 400093. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We Chandrasekaran Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended on March 31, 2024 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and

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Date: 2024.04.24 14:33:15 +05'30'

- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations 2015**")
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial</p>	Yes	

	Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p>	Yes	
	<p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>		
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	

<p>7.</p>	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	
<p>8.</p>	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p>	
		<p>Not Applicable.</p>	<p>The listed entity has obtained prior approval of Audit & Risk Management Committee for all the Related party transactions.</p>
<p>9.</p>	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>Except as mentioned at point no.1 &2 in the table given below under point (a).</p>
<p>10.</p>	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	
<p>11.</p>	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.</p>	<p>Yes</p>	<p>Except the actions taken against the listed entity as mentioned in point no. 3 & 4 in the table given below under point (a); and Actions taken against the subsidiary of the listed entity as mentioned below:</p> <p><i>1)BSE Limited and National Stock Exchange of India Limited have imposed penalty for consolidated amount of Rs. 36,50,000/- (plus GST as applicable) on Hindustan Zinc</i></p>

		<p>Limited (HZL), a listed material subsidiary of the Company for non-compliance with respect to Regulation 17(1) of SEBI (LODR) Regulations, 2015 pertaining to:</p> <p>a) composition of the Board including failure to appoint a woman Independent Director for the quarter ended March 31, 2023, June 30, 2023 and September 30, 2023; and</p> <p>b) composition of the Board for the quarter ended December 31, 2023.</p> <p>As confirmed by the management, the requisite penalty amount was paid by HZL and the woman Independent Director was appointed on the Board of HZL w.e.f. August 10, 2023.</p> <p>Further, the management has also confirmed that HZL has made the request to Government of India- Ministry of Mines ("Ministry") for appointment of more independent directors and the same is pending with the Ministry.</p> <p>2) BSE Limited has imposed a penalty for an amount of Rs. 80,000/- (plus GST as applicable) on HZL, a listed material</p>
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		<p>subsidiary of the Company, for non-compliance with respect to Regulation 23(9) of SEBI (LODR) Regulations, 2015 pertaining to disclosure of related party transactions on consolidated basis for the half year ended March 31, 2023.</p> <p>The Management of HZL has informed that disclosure of RPTs for the half year ended March 31, 2023 in terms of Regulation 23(9) of the SEBI LODR Regulations was filed by the Company with BSE & NSE in both PDF and XBRL mode on April 21, 2023. Later, the Company received an email from BSE on May 09, 2023 regarding non-submission of the RPT disclosure in XBRL mode to which Company gave the clarification to BSE that the same was not visible due to technical glitch on the BSE platform and was visible on NSE's website. Hence, the Company filed the same again on May 09, 2023.</p> <p>Further, as confirmed by the management, there is no non-compliance in filing of Reg 23(9) RPT disclosure with the Stock Exchanges. The Company has also filed the waiver application with BSE on July 06, 2023 and same is under</p>
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			process.
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc, except as mentioned at point no.5 in the table given below under point (a).

The Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, which is being replaced by SEBI Master circular dated July 11, 2023:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation s/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter: or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter: or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable.	Not Applicable.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	Not Applicable.	Not Applicable.

	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents, has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.</p>	<p>Not Applicable.</p>	<p>Not Applicable.</p>

(a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S.No	1.
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Intimation w.r.t schedule of analysts or institutional investors meet dated September 29, 2023.
Regulation/ Circular No.	Regulation 30 of SEBI LODR Regulations 2015.
Deviations	Delayed submission of Intimation w.r.t schedule of analysts or institutional investors meet dated September 29, 2023.
Action Taken by	None.
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	None.
Details of Violation	Delayed submission of Intimation w.r.t schedule of analysts or institutional investors meet dated September 29, 2023.
Fine Amount	NA
Observations/ Remarks of the Practicing Company Secretary	Non-compliance of Regulation 30 of SEBI LODR Regulations 2015, as the said submission was delayed.
Management Response	The Company couldn't submit the required disclosure due to the sensitivity of the transaction.
Remarks	None.

S.No	2.
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Intimation w.r.t schedule of analysts or institutional investors meet dated November 04, 2023.
Regulation/ Circular No.	Regulation 30 of SEBI LODR Regulations 2015.
Deviations	Delayed submission of Intimation w.r.t schedule of analysts or institutional investors meet dated November 04, 2023.
Action Taken by	None.
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	None.
Details of Violation	Delayed submission of Intimation w.r.t schedule of analysts or institutional investors meet dated November 04, 2023.
Fine Amount	None.
Observations/ Remarks of the Practicing Company Secretary	Non-compliance of Regulation 30 of SEBI LODR Regulations 2015, as the submission of intimation was delayed.
Management Response	The delay in filing was on account of unforeseen circumstances and the Company shall ensure adherence of the timelines going forward.
Remarks	None.

S.No	3.
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	The adequate disclosures are required to be made by the listed companies in accordance with the principles stated under the SEBI LODR Regulations 2015 and abide by these Regulations.
Regulation/ Circular No.	Regulation 4(1)(C), 30(11), 30(12) and 46(3) of SEBI LODR Regulations 2015.
Deviations	Incorrect representations through press release on its letterhead regarding a material event, which was not pertaining to the listed entity and publishing the press release on its website.
Action Taken by	Securities and Exchange Board of India ("SEBI").
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	Adjudication order.
Details of Violation	Incorrect representations through press release on its letterhead, which was not pertaining to the listed entity and publishing the press release on its website.
Fine Amount	INR 30 Lakhs.
Observations/ Remarks of the Practicing Company Secretary	Non-compliance of Regulation 4(1)(C), 30(11), 30(12) and 46(3) of SEBI LODR Regulations 2015.
Management Response	The use of Company's letterhead was inadvertent and was immediately replaced and that there was no misrepresentation by the Company. The Company has paid the penalty to SEBI.
Remarks	None.

S.No	4.
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Prior intimation to stock exchange about the meeting of the board of directors to consider the financial results of the Company.
Regulation/ Circular No.	Regulation 29 of SEBI LODR Regulations 2015.
Deviations	Delayed submission of Intimation w.r.t prior intimation to stock exchange about the meeting of the board of directors to consider the financial results of the Company for the quarter ended September 30, 2023.
Action Taken by	BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (Collectively referred as "Stock exchanges").
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	Fine.
Details of Violation	Delayed submission of Intimation w.r.t prior intimation to stock exchange about the meeting of the board of directors to consider the financial results of the Company for the quarter ended September 30, 2023.
Fine Amount	INR 11,800/- (inclusive of GST @ 18%) by BSE and INR 11,800/- (inclusive of GST @ 18%) by NSE.

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Observations/ Remarks of the Practicing Company Secretary	Non-compliance of Regulation 29 of SEBI LODR Regulations 2015, as the said submission was delayed.
Management Response	The delay in filing of prior intimation with the Stock Exchanges was on account of unforeseen circumstances and the Company shall ensure adherence of the timelines going forward.
Remarks	None.

S.No	5.
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Intimation w.r.t Loss of Share Certificate.
Regulation/ Circular No.	Regulation 39 of SEBI LODR Regulations 2015.
Deviations	Non-submission of Intimation w.r.t Loss of Share Certificate.
Action Taken by	None.
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	None.
Details of Violation	Non-submission of Intimation w.r.t Loss of Share Certificate.
Fine Amount	None.
Observations/ Remarks of the Practicing Company Secretary	Non-compliance of Regulation 39 of SEBI LODR Regulations 2015, as the submission of intimation was delayed.
Management Response	The Company couldn't make the required submission due to non-receipt of information from the RTA of the Company.
Remarks	None.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
----- Not Applicable -----						

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 31, 2024.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

**For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No: 4186/2023**

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Dr. S Chandrasekaran
Senior Partner
Membership No. F1644
Certificate of Practice No. 715
UDIN: F001644F000215748

Date: April 24, 2024
Place: Delhi