

VPL/Sec./SE/26-27/27

October 12, 2026

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: 544781
Scrip Code: VEDPOWER

Subject: Clarification on recommendations issued by proxy advisory firm on Agenda Items of Postal Ballot Notice of Vedanta Power Limited (formerly known as Talwandi Sabo Power Limited) (the “Company” or “VPL” or “VEDPOWER”)

Dear Sir/Ma’am,

This is in continuation to our letter bearing ref no. VPL/Sec./SE/26-27/21 dated September 23, 2026, regarding the Postal Ballot Notice dated September 22, 2026 (“Notice”). We have received voting recommendations from Institutional Investor Advisory Services (“IIAS”), and we wish to clarify the following with respect to Item no. 1 to 4 and 9 of the Notice:

Item No. 1:

The Company acknowledges IIAS's expectation of enhanced disclosure and wishes to place on record that vesting under Vedanta ESOS 2026 is 100% performance-linked, with no time-based or guaranteed vesting element whatsoever. The scheme does not permit any option to vest purely on continuation of employment. However, it necessitates continued employment to be eligible for vesting. Further the target and threshold levels applicable to each of these metrics are derived from the Company's annual operating plan, which is considered and approved by the Board as part of the annual business plan finalisation process at the beginning of the financial year. The ESOS is a multi-year scheme, and the targets & threshold are set at the beginning of each financial year.

In addition, the Company already provides detailed business-level guidance, including key operating parameters such as production volumes, costs, EBITDA and other performance indicators, through its investor earnings communications. Such guidance is typically issued following the first quarter and reviewed on half yearly basis during the year and is available in the public domain and the Company's website.

The Company appreciates the recommendation of IIAS and is committed to further strengthening its disclosures. Accordingly, the Company will provide enhanced disclosure of the performance targets and actual achievement levels in its future annual reports.

The table below captures the distribution of weightages:

VEDPOWER - Business Performance Weightage (50%)						
Business	Volume	Cost	NSR	EBITDA	FCF	Carbon Footprint Reduction
TSTP / STPP / MEL / JIPP	-	-	-	35%	50%	15%
Corporate	Weighted Average (Based on Target EBITDA)					

- *The vesting of options under the scheme will continue to be governed by the broad framework of performance parameters disclosed in the Notice. Given that the scheme is designed to operate over a multi-year horizon, NRC has the provision to review, determine and appropriately calibrate the performance parameters for future grants, having regard to the Company's evolving business priorities and long-term value creation objectives at the relevant point in time and the same will be disclosed in the future annual reports. However, the provision available to the NRC does not, in itself, envisage a change from the above performance framework. It is to be noted that in all circumstances, vesting under the Scheme will remain 100% performance-linked and will be contingent upon achievement against the business performance parameters.*
- *Vesting is recommended to be determined based entirely on performance measured over a minimum period of three years, which falls within the maximum vesting period of five years as prescribed under ESOS 2026.*

The scheme incorporates the following limits while granting options to any employee:

- *The grant framework is deliberately differentiated and does not provide for uniform or automatic awards. Eligibility is restricted to top-performing employees, and the grant quantum is determined through a calibrated assessment of sustained past performance, demonstrated contribution and future potential to create long-term value. Awards may vary by individual and level based on this assessment, subject to an overall cap of 100% of the employee's annual fixed pay. This approach reinforces a pay-for-performance philosophy, directs equity towards employees with the strong potential, and ensures that grant decisions remain selective, merit-based and aligned with long-term shareholder value creation.*
- *100% of the vesting of the options granted is linked to pre-defined performance parameters mentioned above where the minimum threshold for an applicable performance metric is not achieved, no vesting credit will accrue in respect of that metric. Vesting will also remain subject to continued employment and the malus and claw back provisions applicable under the scheme and relevant Company policies.*

Accordingly, the plan is designed as a long-term entirely performance-linked incentive and retention tool rather than a mechanism for transferring value irrespective of performance. These safeguards ensure that the outflow of the scheme is capped and it does not provide an unrestricted windfall to participants. It is to be noted that Vedanta has been running their equity scheme, which is fundamentally a performance share plan over the last 10 years, with similar structure of performance parameters, 100% performance-linked vesting, minimum vesting period of 3 years. We intend to continue to follow similar structure as mentioned above for ESOS 2026 as well.

Shareholders are protected by the independence of the body that determines the outcome. The final vesting percentage for each grant cycle is assessed against the pre-approved performance parameters and approved by the Nomination and Remuneration Committee, whose members are expressly ineligible to participate in the scheme. The Committee's assessment is made against parameters and weightages fixed at the commencement of the performance cycle and is subject to the metric-level threshold gating, under which any metric falling short of its prescribed threshold is scored at zero. Vesting at the threshold performance level will be 50% of the grant allocated to the relevant performance parameter and on overachievement of target, the same shall be capped at 100%.

Item No. 2:

The extension of VEDPOWER ESOP 2026 to employees of the Holding Company and Subsidiary and Associate Companies is in line with applicable laws and is intended to align key talent across the Vedanta ecosystem with the long term growth and value creation objectives of VEDPOWER.

The proposal is restricted to entities that have a direct strategic, operational or business linkage with VEDPOWER and contribute towards the overall growth of the Company. Further, in the case of subsidiary entities, VEDPOWER exercises control over such entities, and their performance is consolidated into the Company's overall performance, thereby ensuring alignment between employee incentives and shareholder value creation. Participation under the Plan does not create dual employment relationships, overlapping remuneration structures or conflicting fiduciary obligations, as employees remain accountable to their respective employing entities while contributing to the overall success of the Vedanta group.

The holding company provides strategic, technical, commercial and functional leadership that is spanning group strategy and long-term planning, capital allocation and treasury support, access to international capital markets, risk management, technology and best-practice sharing, global marketing and procurement networks. These services are rendered by identified individuals employed within the holding company and are deployed directly in support of VEDPOWER's operations. The employees who deliver this value are therefore the same population whose participation is contemplated under Proposal 2 and extending equity participation to them aligns their incentives with the outcomes they are accountable for delivering to VEDPOWER and its shareholders.

In addition, the cost of benefits granted under the Plan will be cross-charged to, and borne by, the relevant entity receiving the benefit of the employee's services, ensuring appropriate cost allocation. The proposal is therefore designed to promote retention, attract specialized talent and strengthen alignment with shareholder interests, without creating any material conflict of interest, divided loyalty or governance concerns.

Item No. 3 and 4:

The proposed secondary acquisition mechanism is intended solely to facilitate efficient implementation of the VEDPOWER ESOS 2026 through the Trust and to avoid issuance of additional shares by the Company. As the Trust acquires existing shares from the secondary market, the mechanism does not result in any incremental equity dilution beyond the limits approved by shareholders. Further, the acquisition and holding of shares by the Trust does not confer any immediate or assured benefit on employees. Options granted under the Plan will vest only upon satisfaction of prescribed vesting conditions, including continued employment and achievement of performance-linked objectives. These performance conditions are aligned with the Company's long-term value creation strategy and include key metrics such as operational performance, profitability, cash flow generation, market capitalization, ESG goals and strategic business objectives.

Vedanta has been using the ESOS Trust since the inception of its ESOS 2016 scheme and VEDPOWER is envisaged to follow trust route to service the VEDPOWER ESOS scheme and timely provision for any purchase of shares from the secondary market in line with the SEBI regulations.

Accordingly, the secondary acquisition route and funding of the Trust are administrative tools designed to support long-term employee ownership, retention and alignment with shareholder interests, while ensuring that rewards are earned only through sustained performance that contributes to the creation of shareholder value.

Item No. 9:

The Company acknowledges IiAS's expectation of enhanced disclosure. Pursuant to the Scheme of Demerger, the Jharsuguda IPP (600 MW), and Aluminium business (including 3015 MW CPP) were previously forming part of Vedanta Limited (VEDL). Under demerger, Jharsuguda IPP (600 MW) transferred to Vedanta Power Limited and remaining assets to Vedanta Aluminium Metal Limited (VAML).

The Company wishes to provide the following clarifications regarding the nature and direction of the transactions. The demerger resulted in the transfer of these power-generation businesses into a separate legal entity. However, the transfer of the businesses does not automatically complete the corresponding changes to all existing contractual arrangements, registrations, operational interfaces and statutory records maintained with various authorities and counterparties.

The process of updating the relevant Fuel Supply Agreements (FSA), Power Purchase Agreements (PPA), registrations and associated records to reflect the change in ownership and the name of the operating entity is currently underway. Certain transitional arrangements continue under the existing pre-demerger framework until the relevant changes are completed.

During this transition period, certain expenses and operational transactions continue to be incurred, administered, recovered or reimbursed through VEDL and VAML, as applicable. These arrangements are necessary to maintain uninterrupted operations, fulfil contractual obligations and ensure continuity of essential services while the contractual and administrative transition is completed.

The transactions are undertaken in the ordinary course of business.

Clarification regarding reciprocal presentation of transactions with VAML

The aggregate value of the proposed transactions between VEDPOWER and VAML is ₹921 crore in the postal ballot notices issued by both companies. However, the respective transaction categories should be read from the perspective of the company making the disclosure.

Accordingly, a sale by VAML represents a corresponding purchase by VEDPOWER, a purchase by VAML represents a corresponding sale by VEDPOWER, a recovery by VAML represents a corresponding reimbursement by VEDPOWER, and a reimbursement by VAML represents a corresponding recovery by VEDPOWER. The same reciprocal treatment applies to the purchase and sale of assets.

In this context, the category-wise amounts disclosed in the postal ballot notice of VEDPOWER should be read as follows:

- **Recovery of expenses:** ₹505 crore
- **Reimbursement of expenses:** ₹330 crore
- **Purchase of goods and services:** ₹50 crore
- **Sale of goods and services:** ₹35 crore
- **Sale of assets:** ₹0.55 crore
- **Purchase of assets:** ₹0.55 crore

The aggregate amount of the proposed transactions remains unchanged at ₹921 crore. The above clarification pertains only to the direction and presentation of the transaction categories from VEDPOWER's perspective and does not result in any change to the overall transaction limit placed before the shareholders for approval. The actual transactions for May and June 2026 were appropriately disclosed on a reciprocal basis in the respective postal ballot notices.

Rationale for the purchase of power from VAML

The purchase of power from VAML is driven by the specific operational requirements of the Jharsuguda Independent Power Plant and should be viewed in the context of the plant's operating conditions rather than its installed generation capacity alone.

Prior to the demerger, the Jharsuguda power unit formed part of the existing operating complex comprising VAML's captive power plant and associated facilities. The facilities are located within the same complex and have established operational interfaces. During shutdowns or other periods when the Jharsuguda unit is not generating power, VEDPOWER may need to source power from VAML's captive power plant to meet its basic internal power requirements and maintain essential plant services. Such power is required to support critical operational requirements even when the unit's own generation is unavailable.

The arrangement therefore serves a specific operational purpose and is not inconsistent with VEDPOWER's principal business of power generation. A power-generating unit may require external power during planned or unplanned shutdowns, maintenance periods, start-up conditions or other periods of non-generation. Continuity of this arrangement, where operationally required, helps avoid disruption to essential plant services while maintaining the established operating framework.

The proposed approval provides for the relevant transactions with VAML within the prescribed limits. Actual purchases will arise based on operational requirements and will be subject to the applicable contractual and commercial terms.

Nature and purpose of expense recoveries and reimbursements involving VEDL

The proposed related party transactions with VEDL aggregate ₹48.6 billion, including ₹8.42 billion of expense recoveries and reimbursements.

These arrangements primarily arise from the transfer of the Sakti Thermal Power Plant from VEDL to VEDPOWER and the continuation of certain contractual, administrative and operational arrangements during the transition. Changes to the relevant FSAs, PPAs and associated records with authorities and counterparties are in progress. Until they are completed, certain transactions relating to the thermal power business continue under the existing arrangements.

Consequently, expenses attributable to the transferred power business may be incurred, paid or administered by VEDL and subsequently recovered from VEDPOWER. Similarly, expenses incurred by VEDPOWER on behalf of VEDL, if any, may be reimbursed by VEDL in accordance with the underlying arrangements. These transactions facilitate an orderly transition and help avoid disruption to fuel procurement, power-related contractual arrangements and associated operations.

VEDPOWER recognises the importance of transparent disclosure and appreciates liAS's observations regarding reciprocal transactions, the rationale for purchasing power from VAML and the need for greater clarity on the expenses covered by recovery and reimbursement arrangements. These transactions arise from the operational and contractual requirements associated with the demerger and are intended to ensure business continuity and an orderly transition to the new operating structure.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Vedanta Power Limited
(formerly known as Talwandi Sabo Power Limited)

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