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Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400 001

National Stock Exchange of India Limited
"Exchange Plaza" 5th Floor Plot No., C/I, G Block
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 500295**Scrip Code: VEDL**

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform that Vedanta Limited has obtained an independent legal opinion from Hon'ble Mr. D.Y. Chandrachud, Former Chief Justice of India in relation to the allegations made in the Viceroy Research report concerning the Group.

A copy of the legal opinion is being submitted to the stock exchanges and will be made available on the Company's website.

Please take the above disclosure on record.

Thanking you.
Yours faithfully,
For Vedanta Limited

Prerna Halwasiya
Company Secretary & Compliance Officer

VEDANTA LIMITED

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CIN: L13209MH1965PLC291394

Vedanta Limited.....Querist

OPINION

1. The Querist – Vedanta Limited¹ – is a subsidiary of Vedanta Resources Limited.² It is one of the world's leading diversified natural resources companies, with a focus on critical minerals, transition metals, energy, and technology. I understand that the Querist is a part of a larger umbrella group under VRL, called the 'Vedanta Group'.
2. On 9 July 2025, a purported research firm, Viceroy Research LLC,³ published a report on its website, making serious allegations against VRL, VEDL and other group companies. The report accuses Vedanta of financial misgovernance, alleging *inter alia* that its group structure enables the diversion of subsidiary funds to service parent-level debt. The Vedanta group has rejected the claims as misleading and states that it is based on previously disclosed information. I understand that this report and statements from the report continue to be published on this website as well as on various online forums in different forms.⁴

¹ "VEDL"/ "Querist"

² "VRL"

³ "Viceroy"

⁴ "Report"

A. Queries

3. My opinion has been sought in relation to the Report. I have perused the Report and its various iterations in the media. In the interests of propriety, the allegations made in the report are not reproduced below.
4. Specifically, the Querist has sought my opinion on the following questions:
 - a. Whether anything in the Report or otherwise indicates *prima facie* that Vedanta Limited has not complied with all legal and regulatory compliances under Indian Law;
 - b. Whether the Report discloses any regulatory concern, especially in light of the disclaimers given in the Report regarding short selling; and
 - c. Whether the speculative and misleading allegations and 'inflammatory' terms such as 'Parasite' and 'Ponzi Scheme' used in the Report amount to defamation.
5. My opinion is set out below. Queries a. and b. are dealt with together, followed by query c.

B. The Report does not inspire confidence in its credibility

i. Tainted track record of Viceroy

6. Viceroy is a company incorporated in 2019 under the laws of the State of Delaware, United States of America. I understand from the website of

Viceroy that there are three primary researchers in the firm - Fraser John Perring, a British citizen; Gabriel Bernarde, an Australian citizen; and Aidan Lau, a French citizen. The official website of Viceroy does not contain any information about the experience of these researchers. However, the Querist has collated and shared the following information about the three researchers:

- (i) **Fraser John Perring:** He was a social worker in the UK and was removed from his practice as a social worker by the Health Professionals Council, UK, having been declared unfit for practice. Thereafter, he turned to financial publications. It does not appear that he has any formal knowledge of financial markets or any institutional investment experience.
- (ii) **Gabriel Bernarde & Aidan Lau:** They appear to have no institutional experience in investment advisory or even market research, according to information available in the public domain. No credentials are provided on the official website of Viceroy to support their status as researchers.

7. The dubious credentials of the "researchers" highlighted above raise preliminary concerns about the credibility of the Report. Further, I understand that several litigations have been initiated both in India and globally against similar reports published by Viceroy in relation to other companies. In numerous cases, penalties have been imposed on Viceroy

for artificially distorting share prices and disseminating false or misleading reports. For instance, South Africa's Financial Sector Conduct Authority imposed a fine of USD 50 million on Viceroy for publishing a false report about Capitec Bank, which led to a distortion in its share prices. The matter is currently being heard by the High Court of South Africa. Similarly, Medical Properties Trust (MPT) had filed a defamation lawsuit in the U.S. District Court for the Northern District of Alabama against Viceroy, alleging a "short-and-distort" scheme aimed at manipulating MPT's stock price. The complaint claimed that Viceroy held or coordinated short positions, published misleading reports, and promoted them on social media, causing the stock to fall by over 35%. This reportedly led to the loss of a commercial deal and heightened security measures at MPT's headquarters. The matter was eventually resolved through a mutual settlement.

8. Significantly, in **Ebixcash World Money Ltd vs. Fraser Perring & Ors.**,⁵ the Delhi High Court has taken note of and disapproved of the *modus operandi* adopted by Viceroy in a similar matter involving a company called Ebixcash. In this case, too, Viceroy published reports and statements making allegations against the company pertaining to purported accounting irregularities and attempts to defraud government agencies, investors and shareholders by engaging in tax and regulatory fraud. After publishing the report, Viceroy allegedly circulated the content to various

⁵ CS(OS) 249/2019 ("**Ebix Order**")

banks and financial institutions and media outlets, at a time when one of the Ebix companies was taking steps to list its shares on recognized stock exchanges in India.

9. Ebixcash filed a suit before the Delhi High Court seeking a permanent, prohibitory and mandatory injunction against Viceroy and its associates from publishing such content. Viceroy or its associates did not respond to the summons or appear before the court.

10. The suit was decreed in favour of Ebix, and significantly, the Delhi High Court made the following observations in its order dated 5 March 2020:

"3. Case of the plaintiff is that defendant Nos. 1 to 3 are members of Viceroy Research Group who admittedly hold shorting positions in various stocks of the plaintiffs that is Ebix Group who are leading suppliers of on-demand suppliers and e-commerce services to the insurance, financial, healthcare and governance industries. The defendants have published reports and statements making outrageous allegations against the plaintiffs pertaining to accounting irregularities, attempts to defraud and mislead government agencies, investors and shareholders by employing certain tactics to engage in tax and regulatory fraud.

4. It came to the knowledge of the plaintiffs that the defendants had circulated the impugned statements to various banks and financial institutions when one of the plaintiff companies took steps towards the listing of its shares on recognised stock exchanges in India. Defendant Nos. 1 to 3 also contacted news agencies and circulated the impugned statements. In furtherance to the same, the news agencies sought comments and clarifications from the plaintiffs.

...

8. Defendant Nos. 1 to 3 operate and manage a website titled <<https://viceroyresearch.org>> and a Twitter

handle by the name @viceroyresearch. The addresses of defendant Nos. 1 to 3 are unknown. Defendant no. 1 currently resides in South Africa whereas defendant Nos. 2 and 3 are residents of Australia. The defendants communicate vide their email id that is viceroysearch@gmail.com. Defendant Nos. 1 to 3 have a notorious history of adopting shorting positions in listed companies globally and thereafter publishing reports and spreading misinformation about these companies to make illegal and unlawful profits out of such misinformation.

9. Defendant Nos. 1 to 3 have been sued by companies across the world for their illegal and unlawful actions similar to their actions in the present proceedings.

[...]"

(emphasis supplied)

ii. Profiting from misleading reports and short selling

11. Short selling is a sale of securities which the seller does not own but borrows from another entity, with the hope of repurchasing them at a later date with a lower price, thus attempting to profit from an anticipated decline in the price of the securities.⁶ That Viceroy engages in short selling is evident from the disclaimer on its website, which reads (in part) as follows:

"... Our research reports have been prepared for educational purposes only and expresses our opinions. Our reports and any statements made in connection with them are the authors' opinions, which have been based upon publicly available facts, field research, information, and analysis through our due diligence process, and are not statements of fact. All expressions of opinion

⁶ Vishal Tiwari v Union of India, 2024 INSC 3, para 58.

are subject to change without notice, and we do not undertake to update or supplement any reports or any of the information, analysis and opinion contained in them. [...]

[...]. We have a good-faith belief in everything we write; however, all such information is presented "as is," without warranty of any kind – whether express or implied.

...

You should assume that the authors have a direct or indirect interest/position in all stocks (and/or options, swaps, and other derivative securities related to the stock) and bonds covered herein, and therefore stand to realize monetary gains in the event that the price of either declines.

The authors may continue transacting directly and/or indirectly in the securities of issuers covered herein for an indefinite period and may be long, short, or neutral at any time hereafter regardless of their initial recommendation."

(emphasis supplied)

12. Viceroy's reports also include similar disclaimers denying all liability arising from their contents and disclose that the authors may hold positions in, or trade the securities of, the companies discussed in the report.

13. The modus operandi of Viceroy appears to be:

- a. *Firstly*, take a short position in the stock or bonds of the target company (in this case, Vedanta Resources);
- b. *Secondly*, publish a report or a series of reports claiming to be "research" on public sources with no independent verification from the target company; and
- c. *Thirdly*, profiting from the reduced stock prices based on short positions taken in the first step.

14. In **Vishal Tiwari v Union of India**,⁷ a three-judge bench of the Supreme Court had occasion to consider a similar situation of short selling advanced by a report issued by a foreign "research"/ "activist" firm. The Court affirmed its faith in the stringent regulatory framework under Indian law and *inter alia* refused to direct the setting up of an SIT based on such reports. Notably, while acknowledging that short-selling is not inherently undesirable, the Court directed SEBI and the investigative agencies of the Union of India to examine the short-selling that was triggered by the research firm's report and the actions of entities acting in concert. The Court directed:

"58. Short selling is a sale of securities which the seller does not own but borrows from another entity, with the hope of repurchasing them at a later date with a lower price, thus attempting to profit from an anticipated decline in the price of the securities. In its report, Hindenburg Research admits to taking a short position in the Adani group through US-traded bonds and non-

⁷ 2024 INSC 3.

Indian traded derivative instruments. SEBI has submitted that short selling is a desirable and essential feature to provide liquidity and to help price correction in over-valued stocks and hence, short selling is recognised as a legitimate investment activity by securities market regulators in most countries. Short selling is regulated by a circular notified by SEBI on 20 December 2007. SEBI submits that any restrictions on short selling, may distort efficient price discovery, provide promoters unfettered freedom to manipulate prices, and favour manipulators rather than rational investors. Therefore, the International Organisation of Securities Commission recommends that short selling be regulated but not prohibited with an aim to increase transparency. **We record the statement made by the Solicitor General before this Court that measures to regulate short selling will be considered by the Government of India and SEBI. SEBI and the investigative agencies of the Union Government shall also enquire into whether there was any infraction of law by the entities, which engaged in short-selling on this occasion. The loss which has been sustained by Indian investors as a result of the volatility caused by the short positions taken by Hindenburg Research and any other entities acting in concert with Hindenburg Research should be probed.**

67. In a nutshell, the conclusions reached in this judgement are summarized below:

[...]

i. SEBI and the investigative agencies of the Union Government shall probe into whether the loss suffered by Indian investors due to the conduct of Hindenburg Research and any other entities in taking short positions involved any infraction of the law and if so, suitable action shall be taken."

(emphasis supplied)

15. In other words, the Supreme Court has affirmed that, while conceptually short selling may be a permissible investment strategy, attempts to

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artificially deflate share prices and cause volatility by publishing misleading Reports, to augment short selling, are liable to be probed.

iii. Timing of the Report

16. There also appears to be a discernible pattern of Viceroy publishing its reports at strategically timed junctures, often coinciding with key corporate growth milestones or periods advantageous for short selling. For instance, in the **Ebix Order**, the Delhi High Court noted that reports were intentionally published and disseminated at the time when one of the companies in the Ebix group was taking steps to list its shares on recognised stock exchanges in India.

17. Even in the case of the Report making allegations against the Querist and the Vedanta group, the timing appears to be strategic and timed to coincide with the group's positive credit momentum and refinancing success. In particular, the timing coincides with the proposed corporate demerger of certain entities of the Vedanta Group. I am cognizant that the case pertaining to the approval of the demerger is listed before the NCLT on 22 August 2025, the outcome of which can lead to market up-swing and may cause loss to short-sellers.

18. In view of the above, the credibility of the Report is significantly undermined due to: (i) the questionable credentials of Viceroy and its researchers; (ii) Viceroy's own disclaimers that the allegations may be made to further short-selling interests; and (iii) the suspicious timing of the Report's

publication. These factors collectively diminish the likelihood of the Report giving rise to any regulatory concern.

India has a robust regulatory framework

19. India has established a robust and well-structured regulatory framework to govern its financial and securities markets. This framework is designed to ensure market integrity, protect investor interests, and promote transparency and accountability in corporate conduct. At the forefront of this system is the Securities and Exchange Board of India⁸, a statutory authority established under the SEBI Act, 1992. Operating under the Ministry of Finance, SEBI serves as the principal regulator for securities markets in India, overseeing stock exchanges, listed companies, mutual funds, stockbrokers, and other market participants. In addition to SEBI, the Reserve Bank of India⁹ regulates the banking and non-banking financial sectors. Other bodies such as the Ministry of Corporate Affairs and the Registrar of Companies supervise corporate governance and statutory compliance matters

20. Among the key regulatory instruments of SEBI are the Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, which provide a detailed compliance roadmap for all listed companies. These regulations set out comprehensive standards to ensure that listed entities maintain high levels of corporate governance, transparency, and accountability. They

⁸ "SEBI"

⁹ "RBI"

standardize reporting requirements and enhance the quality of disclosures made to stock exchanges and investors. They further impose several critical obligations on listed entities. For instance, companies are required to make prompt and detailed disclosures of any material events, such as mergers, acquisitions, or significant operational changes, which may influence investor decision-making. Furthermore, they must publish periodic financial results and submit corporate governance reports, thereby facilitating ongoing scrutiny of their management practices.

21. SEBI also mandates secretarial audits for all listed companies, requiring independent auditors to verify compliance with corporate, regulatory, and statutory requirements, further reinforcing the oversight mechanism. In addition to LODR, SEBI has introduced the Issue of Capital and Disclosure Requirements (ICDR) Regulations, 2018. These regulations lay down strict eligibility criteria for issuers, including financial track records and operational benchmarks. They also require promoters to contribute a minimum percentage of capital, with lock-in periods imposed to prevent opportunistic behaviour and ensure long-term commitment. Detailed requirements for offer documents ensure that investors have access to all material information — including financial statements, risk disclosures, and management details — before subscribing to any issuance. The regulations further establish rules for pricing, allotment, and due diligence, ensuring that the entire capital issuance process is transparent and fair.

22. Indian companies, particularly listed entities, operate within a tightly regulated environment that is not only intended to deter misconduct but also promote ethical and responsible business conduct. In light of this robust regulatory architecture, it is evident that Indian capital markets are not unregulated or permissive. Rather, companies operating in India, especially those that are publicly listed, are subject to ongoing and multi-layered regulatory oversight. This ensures that any allegations of impropriety or market manipulation can be examined within an existing legal and supervisory framework that is both comprehensive and enforceable.

23. In a consistent line of precedent, the Supreme Court has emphasized the credibility of India's regulatory mechanism and cautioned against relying on unverified information to interfere with its functioning. In this regard, the following observations in **Prakash Gupta v. SEBI**¹⁰ are relevant:

101. Therefore, the SEBI Act and the rules, regulations and circulars made or issued under the legislation, are constantly evolving with a concerted aim to enforce order in the securities market and promote its healthy growth while protecting investor wealth [...]

102. In a consistent line of precedent, this Court has been mindful of the public interest that guides the functioning of SEBI and has refrained from substituting its own wisdom over the actions of SEBI. Its wide regulatory and adjudicatory powers, coupled with its expertise and information gathering mechanisms, imprints its decisions with a degree of credibility. The powers of the SAT and the Court would necessarily have to align with SEBI's larger existential purpose.

(emphasis supplied)

¹⁰ 2021 SCC OnLine SC 485.

24. In **Vishal Tiwari** (supra), while *inter alia* dismissing writ petitions challenging the investigation conducted by SEBI, the Supreme Court also cautioned against relying on unverified material to interfere with a regulatory investigation. The court observed:

"17. From the above exposition of law, the following principles emerge:

a. Courts do not and cannot act as appellate authorities examining the correctness, suitability, and appropriateness of a policy, nor are courts advisors to expert regulatory agencies on matters of policy which they are entitled to formulate;

[...]

c. When technical questions arise - particularly in the domain of economic or financial matters - and experts in the field have expressed their views and such views are duly considered by the statutory regulator, the resultant policies or subordinate legislative framework ought not to be interfered with;

d. SEBI's wide powers, coupled with its expertise and robust information-gathering mechanism, lend a high level of credibility to its decisions as a regulatory, adjudicatory and prosecuting agency; and

e. This Court must be mindful of the public interest that guides the functioning of SEBI and refrain from substituting its own wisdom in place of the actions of SEBI."

68. Before concluding, we must observe that public interest jurisprudence under Article 32 of the Constitution was expanded by this Court to secure access to justice and provide ordinary citizens with the opportunity to highlight legitimate causes before this Court. It has served as a tool to secure justice and ensure accountability on many occasions, where ordinary citizens have approached the Court with well-

*researched petitions that highlight a clear cause of action. **However, petitions that lack adequate research and rely on unverified and unrelated material tend to, in fact, be counterproductive. This word of caution must be kept in mind by lawyers and members of civil society alike.***"

(emphasis supplied)

25. The Querist, being a listed company, operates within the regulated and monitored framework outlined above. It is not a fly-by-night operator escaping the scrutiny of India's securities' regulatory system. I understand that no regulator or credit rating agency has raised any adverse findings against the Querist on the themes alleged in the Report. Notably, many of the assertions made in the Report are based on information already available in the public domain through investor calls, annual filings, and regulatory submissions. I am apprised of the fact that (i) the Querist's financial statements are audited by qualified and independent auditors under the oversight of properly constituted audit committees; (ii) no material audit qualifications have been recorded in recent years; (iii) the company regularly discloses all capital expenditure, borrowings, dividends, and related party transactions in its financial statements and to credit rating agencies, lenders, shareholders, and regulators; (iv) the operations, capital structure, and intercompany policies of the Querist have been subject to rigorous legal, accounting, and auditing standards and have been certified by various independent professionals in accordance with applicable law.

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26. Therefore, *prima facie*, nothing in the Report points to any credible regulatory breach or concealment of information that would warrant regulatory action.

The contents of the Report are defamatory

27. A defamatory statement is a statement which tends to lower a person in the estimation of right-thinking members of the society generally or to cause him to be shunned or avoided or to expose him to hatred, contempt or ridicule, or to convey an imputation on him disparaging or injurious to him in his office, profession, calling trade or business.¹¹ In India, defamation is both a civil wrong and a criminal offence.

28. It is settled law that to constitute civil defamation, the following ingredients must be satisfied: (a) a defamatory statement was made; (b) it was published to a third party; (c) it refers to the plaintiff; (c) the statement is false; and (d) the statement caused harm to reputation or business. Similarly, Section 356 of the Bharatiya Nyaya Sanhita, 2023, which pertains to the crime of 'defamation', reads as follows:

"Whoever, by words either spoken or intended to be read, or by signs or by visible representations, makes or publishes any imputation concerning any person, intending to harm, or knowing or having reason to believe that such imputation will harm, the reputation of such person,

¹¹ Halsbury's Laws of England, Fourth Edition, Vol. 28.

is said, except in the cases hereinafter expected, to defame that person."

29. In my opinion, the ingredients required to establish defamation are met in the present case. First, an imputation was made by speech, writing, or representation — terms such as "Ponzi scheme" and "parasite" used in the report imply serious criminal fraud and moral corruption, which directly tarnish Vedanta's public image. Second, the imputation was published, as the report was made publicly available online and widely disseminated, not only on the website of Viceroy but also in various media platforms. Third, the imputation was clearly about the complainant—the report explicitly names the Querist, its promoters, and group entities, leaving no ambiguity as to the target. Fourth, the accused had intent or knowledge that the imputation would harm the complainant's reputation. Viceroy, being a known short-seller, has a well-documented pattern of publishing such reports to influence stock prices, making its knowledge of the potential reputational harm evident. Finally, the statement caused actual harm to Vedanta's reputation and business interests, including immediate damage to shareholder confidence, investor relations, market value, and overall corporate credibility.

30. The exceptions to Section 356 of the Bharatiya Nyaya Sanhita, 2023 also do not apply to Viceroy's actions. Exception 8, which permits imputations made to protect one's own or another's interests, is applicable only if made in good faith. However, Viceroy, as a short seller with a profit motive, lacks

the requisite good faith. Its use of terms such as "Ponzi scheme"—a serious allegation — was made without evidence or any genuine attempt to verify facts.

31. Similarly, Exception 9, which allows for imputations made to protect the interests of others, is inapplicable. It is intended to protect specific third parties such as clients or associates, and is not meant to shield public, market-wide allegations. Viceroy's report was not directed at a lawful stakeholder but was made public, resembling a market-facing attack rather than a private or justified warning.

32. Finally, Exception 10 allows for warnings issued in good faith for the public good. However, Viceroy's use of inflammatory and defamatory language — such as calling the company a "parasite" or a "Ponzi"— goes beyond sincere caution. There is no evidence that the report was motivated by public interest; instead, it appears to have been driven by an intent to manipulate the market. Therefore, this exception also fails, as the statements amount to a reputational attack rather than a genuine warning.

33. In view of the above, the Querist would be well placed to approach the Indian Courts for adequate protection and remedies with regard to defamation. As noted above, the **Ebix Order** is a precedent where relief has been granted by the Delhi High Court in almost identical circumstances against the same erring entity.

Conclusion

34. In conclusion, I am of the opinion that:

- a. The Report lacks credibility. Viceroy has a track record of taking short positions in listed companies and then publishing misleading reports to profit unlawfully from the resulting market impact. The purported researchers behind the Report have dubious credentials. Viceroy's disclaimer that the allegations may be made to further its short-selling interests and the suspicious timing of publication further diminish the veracity and reliability of the Report.
- b. The Querist, as a listed entity, operates under a robust and multi-layered regulatory framework, with no adverse findings from any regulator or credit rating agency to date. The Querist has stated that its disclosures to regulatory authorities are made in compliance with applicable laws and regulatory filing requirements. Given the absence of verified evidence and the fact that much of the information in the Report is drawn from public disclosures, it does not, on its face, disclose any credible basis for regulatory action including investigations.
- c. The elements required to establish defamation — both civil and criminal — are satisfied in this case, given that Viceroy has published public, reputationally damaging statements directly targeting the Querist. The report contains serious imputations such as "Ponzi scheme" and

"parasite," which have caused harm to the Querist's business and reputation. In these circumstances, the Querist would be well placed to seek legal remedies, particularly in light of the Ebix Order of the Delhi High Court involving similar facts.

35. I have nothing further to add.

Dhananjaya Y Chandrachud

Dr Dhananjaya Y Chandrachud

New Delhi
July 18, 2025