

Vedanta Resources Ltd.

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Date: 7 October 2024

BSE Limited

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E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza, Bandra-Kurla-Complex, Bandra (East)

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Mumbai - 400 051

Vedanta Limited

1st Floor 'C' Wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East), Mumbai, Maharashtra 400093 E-mail: comp.sect@vedanta.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

We refer to our earlier disclosures dated 23 December 2020 (as amended on 29 December 2020, 19 April 2021, 25 November 2021, 18 December 2021, 22 December 2021, 27 December 2021 and 15 January 2024).

This disclosure is being made by Vedanta Resources Limited ("VRL") in relation to release of encumbrance (as defined under Chapter V of the Takeover Regulations) over the equity shares of Vedanta Limited ("VEDL") held by its subsidiaries, i.e., Twin Star Holdings Ltd. ("Twin Star"), Welter Trading Limited ("Welter"), Vedanta Holdings Mauritius Limited ("VHML"), Vedanta Holdings Mauritius II Limited ("VHMLII") and Vedanta Netherlands Investments B.V. ("VNIBV").

Vedanta Resources Finance II PLC ("Issuer"), a subsidiary of VRL had issued USD 1,000,000,000, 13.875% Guaranteed Senior Bonds originally due 2024 and extended to 2027 guaranteed by VRL, Twin Star and Welter ("Bonds") and had entered into amended and restated trust deed dated 4 January 2024 among the Issuer, VRL, Twin Star, Welter, Citicorp International Limited ("Trustee") and Axis Trustee Services Limited ("Onshore Collateral Agent") (the "Trust Deed").

The Issuer, VRL, Twin Star, Welter, VHML, VHMLII and VNIBV (collectively, "Promoter Group Entities") are members of the promoter group of VEDL.

By virtue of the onshore collateral agent appointment agreement dated 4 January 2024, entered into between the Issuer and the Onshore Collateral Agent, in respect of the Bonds, Axis Trustee Services Limited had been appointed by the Issuer as the onshore collateral agent for the Bonds, acting for and on behalf of the holders of the Bonds.

Citicorp is acting as trustee for the holders of the Bonds. As per terms and conditions of the Bonds and the Trust Deed, so long as the Bonds are outstanding: (a) the Promoter Group



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Entities are not permitted to create any encumbrance over any assets directly held by them unless certain conditions are fulfilled; (b) VRL or any of its Subsidiaries (as defined in the Trust Deed), are required to retain Control (as defined in the Trust Deed) over, or, directly or indirectly, own more than 50% of the issued equity share capital of, VEDL; (c) Twin Star and Welter can dispose of or acquire shares of VEDL only as specified; and (d) following an Event of Default (as defined), the Promoter Group Entities can dispose of their assets only as specified.

Further, pursuant to the tender offer memorandum dated 3 September 2024, the Issuer has, as on 4 October 2024 redeemed the entire outstanding amount of the Bonds and all encumbrances created pursuant to the Bonds and the Trust Deed have been released. For completeness, it is clarified that no pledge had been created by any of the Promoter Group Entities over the equity shares of VEDL in relation to the Bonds.

The enclosed disclosure is being made under Regulation 31 read with Securities and Exchange Board of India's Master circular dated 16 February 2023, bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 in relation to the above considering the definition of the term "encumbrance" for the purposes of Chapter V of the Takeover Regulations.

Yours faithfully,

For and on behalf of Vedanta Resources Limited and its aforementioned subsidiaries

Authorised Signatory

Encl.: a/a

ANNEXURE – 1

							ANNEXURE – 1						
Disclosure by the Promote	rs to the Stock E	xchanges a	nd to the Targ	et Company	for encumbrance			e of encumbrance, in t	terms of Regulatio	ns 31(1) ar	nd 31(2) of SEBI (Substar	ntial Acquisition of S	hares and
						<u>Takeove</u>	rs) Regulations, 2011						
Name of the Target Company (1	C)					Vedanta Limited							
Names of the stock exchanges v	vhere the shares	of the targ	et company a	re listed		BSE Limited and Na	ational Stock Exchange of I	India Limited					
Date of reporting						October 7, 2024							
Names of the promoters or PAC Details of the creation of encun		es encumbra	ance has been	created/ rel	leased / invoked	2. WELTER TRAI 3. VEDANTA HC 4. VEDANTA HC	IOLDINGS LIMITED DING LIMITED DLDINGS MAURITIUS LIMIT DLDINGS MAURITIUS II LIM THERLANDS INVESTMENT	IITED					
Promoter holding in the target company (1) Name of the promoter(s) or Promoter holding already encumbered (2)							Details of events	pertaining to encumb	rance			Post event h encumbered sha {(2)+(3)]/rel (3)] /invocati o	res { creation- ease [(2)-
PACs with him*	Number	% of total share capital	Number	% of total share capital	Type of event (creation /- release /- invocation)	Date of creation/ release / invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance**	Number	% of share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
Dravin Agarwal	1 000		NII	NII						1		1	1

Name of the promoter(s) or	the target company (1)		already encumbered (2)			\frac{\{\frac{2}+\{3\}\}\}\release \{\frac{2}{2}+\(\frac{3}\)\}\release \[\(\frac{2}{2}\)\rightarrow \[\(\frac{3}\)\]\rightarrow \]							
PACs with him*	Number	% of total share capital	Number	% of total share capital	Type of event (creation /- release /- invocation)	Date of creation/ release/- invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance**	Number	% of share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
Pravin Agarwal	1,000	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Suman Didwania	87,696	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Ankit Agarwal	36,300	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Sakshi Mody	18,000	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Anil Agarwal	-	-	ı	-	-	=	-	-	-	-	-	-	-
Vedvati Agarwal#	-	-	ı	-	=	=	-	=	-	-	=	-	-
Navin Agarwal	-	-	ı	-	-	=	-	-	-	-	-	-	-
Kiran Agarwal	-	-	ı	-	=	=	-	=	-	-	=	-	-
Agnivesh Agarwal	-	-	-	-	=	-	-	-	-	-	-	-	-
Priya Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Pratik Agarwal	-	-	-	-	=	-	-	-	-	-	-	-	-
Hare Krishna Packaging Private Limited	-	-	ı	-	-	-	-	-	-	-	-	-	-
Sterlite Metals Rolling Mills Private Limited	-	-	ı	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Limited, UK	-	-	-	-	-	-	-	-	-	-	-	-	-
Finsider International Company Limited	-	-	-	-	-	-	-	-	-	-	-	-	-

Total Bridging Limited 1,548-805, 18 10,00 10,				1		1	1		1			1		
Marche Finding Maurillus Marche	Twin Star Holdings Limited	1,564,805,858	40.02	1,564,805,858	40.02						40.02		1,564,805,858	40.02
Notice N	Welter Trading Limited	38,241,056	0.98	38,241,056	0.98					38,241,056 (Please refer to the Note	0.98	International	38,241,056	0.98
Vectorial Vect	_	107,342,705	2.75	107,342,705	2.75		October 04, 2024	(Please refer to the	the Note 1	(Please refer to the Note 1 and Note 2	2.75	Axis Trustee Services Limited acting as the	107,342,705	2.75
		492,820,420	12.60	492,820,420	12.60					492,820,420 (Please refer to the Note 1 and Note 2	agent) (Please refer to the	492,820,420	12.60	
Investments I.P.		1,514,714	0.04	1,514,714	0.04					(Please refer to the Note	0.04		1,514,714	0.04
Limited		-	-	-	-	-	-	-	-	-	-	-	-	-
Richter Holding Limited, Cyprus Cyprus Limited (VRCL, Cyprus) Vedanta Resources Cyprus Limited (VRCL, Cyprus) Vedanta Resources Holdings Limited (VRL) Vedanta France UK limited (VRL) VED CAPTURE (VRL) VED CAPTU		-	-	-	-	-	-	-	-	-	-	-	-	-
Richter Holding Limited, Cyprus Cyprus Limited (VRCL, Cyprus) Vedanta Resources Cyprus Limited (VRCL, Cyprus) Vedanta Resources Holdings Limited (VRL) Vedanta France UK limited (VRL) VED CAPTURE (VRL) VED CAPTU	Westglobe Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Holdings Limited (VFCL, Cyprus) Vedanta Finance UK limited (VFCL) Vedanta Resources Finance II PC Aniil Agarwal Discretionary Trust Vedanta Incorporated (formerly Volcan Investments URIC) Vedanta Inves	Richter Holding Limited,	-	-	-	-	-	-	-	-	-	-	-	-	-
Limited (VRCL, Cyprus) Company of the company of t														<u> </u>
Limited Nedarta Resources Finance UK limited (VFUL) Nedarta Finance UK limited Nedarta Holdings Jersey Limited Nedarta Finance UK limited Nedarta Resources Finance Limite		-	-	-	-	-	-	-	-	-	-	-	-	- '
Limited (VRHL, UK)		-	-	-	-	-	-	-	-	-	-	-	-	-
CYFUL)		-	-	-	-	-	-	-	-	-	-	-	-	-
Limited Investments Cyprus Cyprus Investments Cyprus Cypru		-	-	-	-	-	-	-	-	-	-	-	-	-
Limited Vedanta Resources Finance Limited Vedanta Resources Finance I PLC Anil Agarwal Discretionary Trust Vedanta Incorporated (formerly Volcan Investments Limited) Limited Anil Agarwal Discretionary Trust Vedanta Incorporated (formerly Volcan Investments Limited) Anil Agarwal Discretionary Trust Anil Agarwal Discretionary Trust Vedanta Incorporated (formerly Volcan Investments Limited)	Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Limited S S S S S S S S S S S S S S S S S S S		-	-	-	-	-	-	-	-	-	-	-	-	-
PLC Anil Agarwal Discretionary Trust Conclave PTC Limited Incorporated (formerly Volcan Investments Limited) Anil Agarwal Discretionary Trust Conclave PTC Limited Conclave PTC	Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Anil Agarwal Discretionary Trust Conclave PTC Limited Incorporated (formerly Volcan Investments Limited) Conclave PTC Limited Co		-	-	-	-	-	-	-	-	-	-	-	-	-
Conclave PTC Limited	Anil Agarwal Discretionary	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Incorporated (formerly Volcan Investments Limited)		-	-	-	-	-	-	=	-	-	-	-	=	-
	Vedanta Incorporated (formerly Volcan Investments		-	-	-	-						-	-	
	Total (Refer to Note 3)	2,204,867,749	56.38	2,204,724,753	56.38	-	-	-	-	2,204,724,753	56.38	-	2,204,724,753	56.38

Notes:

Note 1:

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Note 2:

Since our last disclosure dated January 15, 2024, in this regard, Finsider International Company Limited (Promoter of VEDL) had disposed of certain shares held by it in VEDL, for which requisite disclosure under Takeover Regulations had been duly filed. Further, VEDL also undertook a qualified institutional placement in the month of July 2024. Kindly note that as on date the Promoter and Promoter Group holding in VEDL has reduced to 56.38%.

Note 3:

The details specified under 'Post event holding of encumbered shares' are same as the details specified under 'Promoter holding already encumbered'. This is on account of encumbrances already subsisting on the shareholding of the five promoter and promoter group entities of VEDL in accordance with the provisions of the previous facility(ies) agreement entered into by VRL and / or its subsidiaries for which disclosures have been filed from time to time. Such encumbrances have been created due to the nature of the conditions and/or arrangements mentioned in such facility agreements. Hence, even post release of encumbrance under the aforementioned Bonds, the encumbrances under other outstanding facilities shall continue.

*Ms. Vedvati Agarwal, part of promoter group of Vedanta Limited deceased on October 06, 2024.

Signature of the Authorized Signatory

For and on behalf of Vedanta Resources Limited and its aforementioned subsidiaries

Place: London, UK

Date: October 7, 2024

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.