

BOB/ADV/RM9/2022/130

Dated: 30th Mar, 2022

To,
Vedanta Limited,
1st Floor, C Wing, Unit 103,
Corporate Avenue Atul Projects,
Chakala, Andheri (East), Mumbai – 400 093

Sub: No – Objection Certificate (“NOC”) for the application filed with the stock exchanges in relation to the Scheme of Arrangement between Vedanta Limited (“Company”) and its shareholders.

Ref:

- a. Secured Term Loan and Working Capital Facility aggregating to Rs.1000_Crores (“Facilities”), availed by the Company from Bank of Baroda (“BOB”) vide facility agreement for term loan facilities dated 09 February 2016, 09th July 2018 & 25th Aug, 2021 & for Working capital facility agreement dated 21st May 2020.
- b. Request letter received from the Company by Bank of Baroda, on 16th March 2022 (“Request Letter”)

Dear Sir/Madam,

1. We refer to the Request letter, seeking no objection from Bank of Baroda, for your application to the stock exchange in relation to the capital reorganisation of Company i.e. the transfer of amounts standing to the credit of the general reserve to the retained earnings of the Company, pursuant to the provisions of Section 230 and other applicable provisions of the Companies Act, 2013 (“Scheme”).
1. We, as a lender under the facility Agreements, hereby provide our no-objection is issued in accordance with the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and other Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657, SEI/HO/CFD/DIL2/CIR/P/2021/0000000659, SEBI/HO/CFD/SSEP/CIR/P/2022/003 and SEBI/HO/CFD/DIL2/CIR/P/2022/11 dated November 16, 2021 November 18, 2021, January 03, 2022 and February 01, 2022 respectively.
2. The aforesaid no-objection is subject to :
 - a. You obtaining similar no objection letters from other lenders under application laws;
 - b. all obligations of the Company towards Bank of Baroda are legal an valid, including all obligations under the Facility Agreement as well as any security documents, contractual comforts or other Transaction Documents executed in relation to the Facilities and all security provided for the Facilities continue with full force and effect; and
 - c. You obtain requisite legal and regulatory approvals, including making requisite filings, as may be required for ensuring (b) above.



एकीकृत कॉर्पोरेट वित्तीय सेवाएँ शाखा, 10/12, मुंबई समाचार मार्ग, फोर्ट, मुंबई - 400 001.
Integrated Corporate Financial Services Branch, 10/12, Mumbai Samachar Marg, Fort, Mumbai - 400 001.
Phone (022) 43407300, Fax (022) 22021445, www.bankofbaroda.co.in
Email : cfsbal@bankofbaroda.co.in

3. The issuance of this NOC shall not be deemed as a consent on behalf of BOB for the proposed Scheme.
4. This NOC shall not affect the right of BOB to vote on the scheme at the meeting of the creditors pursuant to the provisions of section 230 of the Companies Act, 2013 and other applicable laws.
5. There is no outflow of / pay out of fund from the company.
6. The NOC provided by Bank of Baroda through this letter is limited solely to the matters described in clauses above, in the manner and to the extent described herein. Nothing contained in this letter shall be deemed to constitute a waiver or affect any rights or remedies available to BOB under the Transaction Documents or under applicable laws.

Capitalised terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Facility Agreement or the Request Letter, as applicable.

Regards,

For Bank of Baroda,



(Rajesh Kumar Arora)
Deputy General Manager



Date: March 16, 2022

To,
Vedanta Limited,
1st Floor, C wing, Unit 103,
Corporate Avenue Atul Projects,
Chakala, Andheri (East), Mumbai - 400 093

Sub: No-Objection Certificate (“NOC”) for the application filed with the stock exchanges in relation to the Scheme of Arrangement between Vedanta Limited (“Company”) and its shareholders.

Ref.:

- a. Secured Term loan facility and working capital facility aggregating to **Rs 61.80 billion (“Facilities”)**, availed by the Company from ICICI Bank Limited (“**ICICI Bank**”) vide facility agreement for term loan facilities dated September 24, 2018 for RTL facility, August 30, 2019 for FCNR(B)-1 facility and March 06, 2020 for FCNR(B)-2 facility and facility agreement dated September 14, 2015 (for working capital limits) (including all amendments made thereto from time to time, collectively referred to as the “**Facility Agreements**”); and
- b. Request letter received from the Company by ICICI Bank on February 19, 2022 (“**Request Letter**”)

Dear Sir/ Madam,

1. We refer to the Request Letter, seeking no objection from ICICI Bank, for your application to the stock exchanges in relation to the capital reorganization of Company i.e. the transfer of amounts standing to the credit of the general reserves to the retained earnings of the Company, pursuant to the provisions of Section 230 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”).
1. We, as a lender under the Facility Agreements, hereby provide our no-objection for the application filed with the stock exchanges in relation to the Scheme. Our no-objection is issued in accordance with the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and other Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657, SEBI/HO/CFD/DIL2/CIR/P/2021/0000000659, SEBI/HO/CFD/SSEP/CIR/P/2022/003 and SEBI/HO/CFD/DIL2/CIR/P/2022/11 dated November 16, 2021, November 18, 2021, January 03, 2022 and February 01, 2022 respectively.

ICICI Bank Limited
ICICI Bank Towers
Bandra-Kurla Complex,
Mumbai- 400 051, India

Tel.: (91-22) 2653 1414
Fax: (91-22) 2653 1122
Website www.icicibank.com
CIN.: L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road,
Vadodara 390 007, India.



2. The aforesaid no- objection is subject to:
 - a. you obtaining similar no objection letters from majority lenders under applicable laws;
 - b. all obligations of the Company towards ICICI Bank are legal and valid, including all obligations under the Facility Agreements as well as any security documents, contractual comforts or other Transaction Documents executed in relation to the Facilities and all security provided for the Facilities continuing with full force and effect; and
 - c. you obtaining requisite legal and regulatory approvals, including making requisite filings, as may be required for ensuring (b) above.
3. The issuance of this NOC shall not be deemed as a consent on behalf of ICICI Bank for the proposed Scheme.
4. This NOC shall not affect the rights of ICICI Bank to vote on the Scheme at the meeting of the creditors pursuant to the provisions of Section 230 of the Companies Act, 2013 and other applicable laws.
5. The NOC provided by ICICI Bank through this letter is limited solely to the matters described in clauses above, in the manner and to the extent described herein. Nothing contained in this letter shall be deemed to constitute a waiver or affect any rights or remedies available to ICICI Bank under the Transaction Documents or under applicable laws.

Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Facility Agreement or the Request Letter, as applicable.

Thanking you.
Yours faithfully,
For ICICI Bank Limited

Authorized Signatory

ICICI Bank Limited
ICICI Bank Towers
Bandra-Kurla Complex,
Mumbai- 400 051, India

Tel.: (91-22) 2653 1414
Fax: (91-22) 2653 1122
Website www.icicibank.com
CIN.: L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road,
Vadodara 390 007, India.

Industrial Finance Branch, Mumbai

Ref: IFB/ADV/21-22/NOC/VEDL/001

Date: 05.03.2022

To,
Vedanta Limited,
1st Floor, C wing, Unit 103, Corporate Avenue Atul Projects,
Chakala, Andheri (East), Mumbai - 400 093

Sub: No-Objection Certificate ("NOC")

Re: No-objection certificate to the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Dear Sir/ Madam,

We refer to your request mail dated 19.02.2022, we hereby convey our No-Objection for your application to the Stock Exchanges for seeking their NOC to the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 with reference to all the facilities sanctioned by our Bank and availed by the Company.

Please note that the aforesaid No-Objection Certificate (NOC) is subject to the following:

1. NOC to be issued in accordance with the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and other Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657, SEBI/HO/CFD/DIL2/CIR/P/2021/0000000659, SEBI/HO/CFD/SSEP/CIR/P/2022/003 and SEBI/HO/CFD/DIL2/CIR/P/2022/11 dated November 16, 2021, November 18, 2021, January 03, 2022 and February 01, 2022 respectively.
2. This NOC should not be deemed as our consent for the proposed Scheme of Arrangement
3. This NOC shall not affect the rights of our Bank to vote on the resolution at the meeting of the creditors
4. No Security dilution

Kindly take the same on record.

Thanking you.

Yours faithfully,

For : Union Bank of India

Name: Nikhil Mehra

Designation: Assistant General Manager



सन्दर्भ/REF:: LCB-CP/CR-235/VL/234/2022
दिनांक/DATE:: 04/03/2022

सेवा में/To,
Vedanta Limited,
1st Floor, C wing, Unit 103,
Corporate Avenue Atul Projects,
Chakala, Andheri (East), Mumbai - 400 093

प्रिय महोदय/महोदया,
Dear Sir/Madam,

विषय / SUBJECT:: No-objection certificate to the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Dear Sir/ Madam,

We refer to your request mail dated 24.02.2022, we hereby convey our No-Objection for your application to the Stock Exchanges for seeking their NOC to the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 with reference to all the facilities sanctioned by our Bank and availed by the Company.

Please note that the aforesaid No-Objection Certificate (NOC) is subject to the following:

1. NOC to be issued in accordance with the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and other Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657, SEBI/HO/CFD/DIL2/CIR/P/2021/0000000659, SEBI/HO/CFD/SSEP/CIR/P/2022/003 and SEBI/HO/CFD/DIL2/CIR/P/2022/11dated November 16, 2021, November 18, 2021, January 03, 2022 and February 01, 2022 respectively.
2. This NOC should not be deemed as our consent for the proposed Scheme of Arrangement
3. This NOC shall not affect the rights of our Bank to vote on the resolution at the meeting of the creditors
4. No Security dilution

Kindly take the same on record.

Yours faithfully,



पि. वि. रघु रामा रायलु / P V Raghu Rama Rayalu
मुख्य प्रबंधक / Chief Manager



लार्ज कारपोरेट शाखा
LARGE CORPORATE BRANCH
14वां महला, ई विंग, 85 मेकर टावर, कफ परेड,
14th FLOOR, E WING, 85 MAKER TOWER, CUFFE PARADE
मुम्बई MUMBAI - 400 005

Tel. : 22156018-20
Fax : 22156021/22156022
E-mail : cb2630@canarabank.com
Web Site : www.canarabank

ATSL/CO/2021-22/7937

Date: Mar 04, 2022

To,
Vedanta Limited,
1st Floor, C wing, Unit 103,
Corporate Avenue Atul Projects,
Chakala, Andheri (East), Mumbai - 400 093

Sub: No-Objection Certificate (“NOC”)

Re: No-objection certificate for your application to the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 (“Scheme”)

Dear Sir/ Madam,

We refer to your request mail dated , we hereby convey our No-Objection for your application to the Stock Exchanges for seeking their NOC to the Scheme of Arrangement between Vedanta Limited and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 with reference to all the NCD issuances issued by your Company for which we are acting as a Debenture Trustee.

Please note that the aforesaid No-Objection Certificate (NOC) is subject to the following:

1. NOC to be issued in accordance with the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and other Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657, SEBI/HO/CFD/DIL2/CIR/P/2021/0000000659, SEBI/HO/CFD/SSEP/CIR/P/2022/003 and SEBI/HO/CFD/DIL2/CIR/P/2022/11 dated November 16, 2021, November 18, 2021, January 03, 2022 and February 01, 2022 respectively.
2. This NOC should not be deemed as our consent for the proposed Scheme of Arrangement.
3. This NOC shall not affect the rights of our Debentureholders to vote on the resolution at the meeting of the creditors
4. No Security dilution

Kindly take the same on record.

Thanking you.

Yours faithfully,
For Axis Trustee Services Ltd

SAMEER M
KABRA

Digitally signed by
SAMEER M KABRA
Date: 2022.03.04
13:58:26 +05'30'

Sameer Kabra
Assistant General Manager