

Date: July 18, 2024

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai – 400 001

E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza,

Bandra-Kurla-Complex, Bandra (East)

Mumbai – 400 051

Email: takeover@nse.co.in

Hindustan Zinc Limited

Yashad Bhawan, Yashadgarh

Udaipur, Rajasthan – 313 004

E-mail: hzl.secretarial@vedanta.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

This disclosure is being made by Victory XII Pte. Ltd., as the agent to the finance parties (the “**Agent**”) in connection with certain undertakings provided by Vedanta Limited (the “**Company**”) in relation to the equity shares of Hindustan Zinc Limited (“**HZL**”), a subsidiary of the Company.

A wholly owned subsidiary of the Company has entered into a term loan facility (“**Facility**”) pursuant to a facility agreement dated July 16, 2024 (as amended and restated from time to time, the “**Facility Agreement**”). The Company is a guarantor and the security provider in respect of the Facility.

In accordance with the terms of the Facility Agreement, the Company is required to directly or indirectly own legally and beneficially at least 50.10 per cent of the entire issued share capital of or voting rights in HZL and directly and indirectly control HZL, and this may fall within the definition of the term ‘encumbrance’ set out under Chapter V of the Takeover Regulations.

The enclosed disclosure is being made under Securities and Exchange Board of India’s (“**SEBI**”) Master circular dated February 16, 2023 bearing reference no. SEBI / HO / CFD / PoD-1 / P / CIR / 2023 / 31 and Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations.

Kindly take the above on record.

Thanking you.

Yours faithfully
For and on behalf of **Victory XII Pte. Ltd.,**



Name: Gayathri Sivasurian
Designation: Director



Name: Tan Sien Yi
Designation: Director

Enclosed: As above

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A - Details of the Acquisition

Name of the Target Company(TC)	Hindustan Zinc Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Victory XII Pte. Ltd. , as the Agent for the finance parties under the Facility Agreement dated 16 July 2024 (see note below).		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition are as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC(**)
Before the acquisition under consideration, holding of acquirer alongwith PACs of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil

e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition /sale			
a) Shares carrying voting rights acquired /sold	Nil	Nil	Nil
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertakings/others)	2,116,884,819 of equity shares (<i>Please refer to the note below</i>).	50.1%	50.1%
e) Total (a+b+c+/-d)	2,116,884,819 equity shares (<i>Please refer to the note below</i>).	50.1%	50.1%
After the acquisition, holding of the acquirer along with PACs of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil

d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertakings/ others)	211,68,84,819 equity shares by way of encumbrance (Please refer to the note below).	50.1%	50.1%
Total (a+b+c+d)	211,68,84,819 equity shares (Please refer to the note below).	50.1%	50.1%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Encumbrance over 50.1% of the entire issued share capital of Hindustan Zinc Limited		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	The undertakings have been provided under the Facility Agreement dated 16 July 2024. Please refer to Note 1 below.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	The undertakings have been provided under the Facility Agreement dated 16 July 2024. Please refer to Note 1 below.		
Equity share capital / total voting capital of the TC before the said acquisition	4,22,53,19,000 equity shares of Rs. 2/- each aggregating Rs. 8,45,06,38,000/- (as per shareholding pattern filed with the stock exchanges as on June 30, 2024)		
Equity share capital / total voting capital of the TC after the said acquisition	4,22,53,19,000 equity shares of Rs. 2/- each aggregating Rs. 8,45,06,38,000/- (as per shareholding pattern filed with the stock exchanges as on June 30, 2024)		
Total diluted share/voting capital of the TC after the said acquisition	4,22,53,19,000 equity shares of Rs. 2/- each aggregating Rs. 8,45,06,38,000/- (as per shareholding pattern filed with the stock exchanges as on June 30, 2024)		

PART B***

Name of the Target Company: Hindustan Zinc Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
VICTORY XII PTE. LTD. as the agent to the finance parties under the Facility Agreement dated 16 July 2024 (see note below).	No	N/A

Note:

() Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement i.e. as on March 31, 2024.*

*(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC as on March 31, 2024.*

*(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.*

NOTE:

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