



Vedanta Resources Ltd.
30 Berkeley Square
London, W1J 6EX

Tel: +44 (0) 20 7499 5900
Fax: +44 (0) 20 7491 8440
www.vedantaresources.com

Date: December 23, 2020

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

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")

This disclosure is being made by Vedanta Resources Limited in relation to creation of encumbrance over the equity shares of Vedanta Limited ("VEDL") held by its subsidiaries i.e. Finsider International Company Limited, Westglobe Limited, Welter Trading Limited and Twin Star Holdings Limited.

Vedanta Resources Finance II PLC ("Issuer") has issued US\$1,000,000,000 13.875% Guaranteed Senior Bonds due 2024 ("Bonds") on December 21, 2020. In relation to the Bonds, a trust deed dated December 21, 2020 has been executed between Citicorp International Limited ("Citicorp"), the Issuer, Vedanta Resources Limited ("VRL"), Twin Star Holdings Limited ("Twinstar") and Welter Trading Limited ("Welter"). The Issuer, VRL, Twinstar and Welter (collectively, "Promoter Group Entities") are part of the promoter and promoter group of VEDL.

Citicorp is acting as trustee for the holders of the Bonds. As per the terms and conditions of the Bonds ("Ts&Cs"), *inter alia*: (a) the Promoter Group Entities are not permitted to create any encumbrance over any assets directly held by them unless certain conditions are fulfilled; (b) VRL and its subsidiaries are required to retain control over VEDL or, directly or indirectly, own more than 50% of the issued equity share capital of VEDL for so long as the Bonds are outstanding (the final maturity date of the Bonds being January 21, 2024); (c) Twinstar 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. Given the nature of the conditions under the Ts&Cs, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations.

The enclosed disclosure is being made under Regulation 31 of Takeover Regulations read with Securities and Exchange Board of India's circulars dated August 5, 2015, bearing reference no.



Vedanta Resources Ltd.
30 Berkeley Square
London, W1J 6EX

Tel: +44 (0) 20 7499 5900
Fax: +44 (0) 20 7491 8440
www.vedantaresources.com

CIR/CFD/POLICYCELL/3/2015 and August 7, 2019, bearing reference no. SEBI/HO/CFD/DCR1/CIR/P/2019/90 in relation to the above considering the definition of the term "encumbrance" for the purposes of Chapter V of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

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

Deepak Kumar
Company Secretary

Encl:

Annexure I under SEBI Circular No. CIR/CFD/POLICYCELL/3/2015 dated August 5, 2015

Annexure II under SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019

ANNEXURE – 1

Disclosure by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Vedanta Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange for ADS
Date of reporting	December 23, 2020
Names of the promoters or PAC on whose shares encumbrance has been created/ released / invoked	1. FINSIDER INTERNATIONAL COMPANY LIMITED 2. WESTGLOBE LIMITED 3. WELTER TRADING LIMITED 4. TWIN STAR HOLDINGS LIMITED

Details of the creation of encumbrance:

Details of events pertaining to encumbrance (3)


Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		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***	Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)] / invocation [(1)-(3)] }	
	Number	% of total share capital	Number	% of total share capital								Number	% of total share capital
Pravin Agarwal	18,660	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	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedvati Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Navin Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Kiran Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Agnivesh Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Priya Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Pratik Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Hare Krishna Packaging Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Sterilite Rolling Mills Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-





("Twinstar") and Welter Trading Limited ("Welter"). The issuer, VRL, Twinstar and Welter (collectively, "Promoter Group Entities") are part of the promoter and promoter group of VEDL. Citicorp is acting as trustee for the holders of the Bonds. As per the terms and conditions of the Bonds ("Ts&Cs"), *inter alia*: (a) the Promoter Group Entities are not permitted to create an encumbrance over any assets directly held by them unless certain conditions are fulfilled; (b) VRL and its subsidiaries are required to retain control over VEDL or, directly or indirectly, own more than 50% of the issued equity share capital of VEDL for so long as the Bonds are outstanding (the final maturity date of the Bonds being January 21, 2024); (c) Twinstar 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. Give the nature of the conditions under the Ts&Cs, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulation.

Signature of the Authorized Signatory
For and on behalf of Vedanta Resources Limited
and its aforementioned subsidiaries


Place: LONI DORA

Date: 23.12.2020

*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.



Format for disclosure of reasons for encumbrance
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Vedanta Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange for ADS
Name of the promoter(s) / PACs whose shares have been encumbered	1. FINSIDER INTERNATIONAL COMPANY LIMITED 2. WESTGLOBE LIMITED 3. WELTER TRADING LIMITED 4. TWIN STAR HOLDINGS LIMITED
Total promoter shareholding in the listed company	No. of shares: 1,86,36,18,788 % of total share capital: 50.14%
Encumbered shares as a % of promoter shareholding	99.99%
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

		Encumbrance 1
		(Date of creation of encumbrance: Dec 21, 2020)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Conditions in the nature of encumbrance. Please refer to the <u>Note</u> below.
No. and % of shares encumbered		No. of shares: 1,86,34,58,132 % of total share capital: 50.13%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Citicorp International Limited (as a trustee for the holders of Bonds).
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Citicorp International Limited (as trustee for the holders of the Bonds). Please refer to the <u>Note</u> below.
	Names of all other entities in the agreement	Please refer to the <u>Note</u> below.
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES/NO If yes, 1. Name of the issuer: Vedanta Resources Finance II PLC 2. Details of the debt instrument: US \$ 1,000,000,000, 13.875%



Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	<p>Guaranteed Senior Bonds due 2024</p> <p>3. Whether the debt instrument is listed on stock exchanges?: Yes, SGX-ST</p> <p>4. Credit Rating of the debt instrument: B- by S&P</p> <p>5. ISIN of the instrument: Regulation S Bonds: USY9667MAA00 Rule 144A Bonds: US92243XAD30</p>
	Amount involved (against which shares have been encumbered) (B)	
	Ratio of A / B	Not applicable. Please refer to the <u>Note</u> below.
End money use of	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(c) Any other reason (please specify)</p>	<p>The funds raised will be used to fund the tender offer for any and all of Vedanta Resources Limited's outstanding 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twinstar or Welter and/or for acquisition of equity shares of Indian subsidiary/(ies) of VRL by Twinstar/Welter, if decided and in accordance with applicable laws.</p>

Note: Vedanta Resources Finance II PLC ("Issuer") has issued US\$1,000,000,000 13.875% Guaranteed Senior Bonds due 2024 ("Bonds") on December 21, 2020. In relation to the Bonds, a trust deed dated December 21, 2020 has been executed between Citicorp International Limited ("Citicorp"), the Issuer, Vedanta Resources Limited ("VRL"), Twin Star Holdings Limited ("Twinstar") and Welter Trading Limited ("Welter"). The Issuer, VRL, Twinstar and Welter (collectively, "Promoter Group Entities") are part of the promoter and promoter group of VEDL.

Citicorp is acting as trustee for the holders of the Bonds. As per the terms and conditions of the Bonds ("Ts&Cs"), *inter alia*: (a) the Promoter Group Entities are not permitted to create any encumbrance over any assets directly held by them unless certain conditions are fulfilled; (b) VRL and its subsidiaries are required to retain control over VEDL or, directly or indirectly, own more than 50% of the issued equity share capital of VEDL for so long as the Bonds are outstanding (the final maturity date of the Bonds being January 21, 2024); (c) Twinstar 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. Given the nature of the conditions under the Ts&Cs, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations.

Signature of the Authorized Signatory

For and on behalf of Vedanta Resources Limited and its subsidiaries

LONDON
23.12.2020

