



Date: 14 October 2024

BSE Limited

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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 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations").

This disclosure is being made by Standard Chartered Bank (Singapore) Limited (in its capacity as the Agent under the Facility Agreement (*as defined below*)) in relation to creation of encumbrance over the equity shares of Vedanta Limited ("**VEDL**") held by the direct and indirect subsidiaries of Vedanta Resources Limited (i.e., Twin Star Holdings Limited ("**TSHL**"), Welter Trading Limited ("**Welter**"), Vedanta Holdings Mauritius Limited ("**VHML**"), Vedanta Holdings Mauritius II Limited ("**VHMLII**") and Vedanta Netherlands Investments BV ("**VNIBV**") in terms of the facility agreement dated 10 October 2024 ("**Facility Agreement**") executed amongst *inter alios* the lenders mentioned therein ("**Lenders**"), Vedanta Resources Limited ("**VRL**" or "**Borrower**"), Standard Chartered Bank (Singapore) Limited ("**Agent**") acting for the benefit of the Lenders.

Pursuant to the terms of the Facility Agreement, *inter alia*: (i) a negative lien has been created on the shares of VEDL held or to be held by the Obligor (*as defined under the Facility Agreement*) including TSHL and Welter; (ii) the Obligor, any Material Subsidiary (*as defined under the Facility Agreement*), TSHL, Welter, or any other member of the Group are not permitted to create any encumbrance over the shares directly or indirectly held by them/or to be acquired by them in VEDL; (iii) VRL and its direct or indirect subsidiaries (collectively referred to as the "**VRL Group**") are required to retain control over VEDL or, directly or indirectly, own at least 50.1% of the issued equity share capital of VEDL; (collectively, the "**Encumbrances**").

Given the nature of conditions and/or arrangements under the Facility Agreement, the Encumbrances and other conditions therein are likely to fall within the definition of the term 'encumbrance' provided under Chapter V of the Takeover Regulations Accordingly, this disclosure is being made under Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations.

Accordingly, please see enclosed the disclosure under Regulation 29(1) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

Standard Chartered Bank (Singapore) Limited
Registration No. 201224747C | GST Group Registration No.: MR-8500053-0
8 Marina Boulevard, #19-01, Marina Bay Financial Centre, Tower 1, Singapore 018981



For and on behalf of **Standard Chartered Bank (Singapore) Limited**

A handwritten signature in blue ink that reads "Jujhar Singh".

Authorised Signatory

Name: Jujhar Singh

Designation: Global Head, Leveraged & Acquisition Finance and Private Credit

Place: Singapore

Date: 14 October 2024

Encl: As above



**Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
("Takeover Regulations")**

Part A- Details of acquisition

Name of the Target Company (TC)	Vedanta Limited ("VEDL")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Standard Chartered Bank (Singapore) Limited (in its capacity as the Agent under the Facility Agreement, acting for the benefit of the Lenders)		
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 National Stock Exchange of India Limited		
Details of the acquisition/ disposal 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:			
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 /sold otherwise than by 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 encumbered/ invoked/ released by the acquirer	2,204,724,753 ⁽¹⁾	56.38 ^{(1)#}	56.38 ⁽¹⁾
e) Total (a+b+c+d)	2,204,724,753 ⁽¹⁾	56.38^{(1)#}	56.38⁽¹⁾
After the acquisition/ sale, holding of:[#]			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	2,204,724,753 ⁽¹⁾	56.38 ^{(1)#}	56.38 ⁽¹⁾
c) VRs 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	Nil	Nil	Nil



(specify holding in each category) after acquisition			
e) Total (a+b+c+d)	2,204,724,753⁽¹⁾	56.38^{(1)#}	56.38⁽¹⁾
Mode of acquisition/ sale (e.g. open market/ public issue/ rights issue/ preferential allotment/ inter-se transfer/ encumbrance etc.)	Creation of encumbrance [#]		
Salient features of the securities acquired including till redemption, ratio at which it can be converted into equity shares etc.	Not applicable		
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	10 October 2024 (date of execution of the Facility Agreement) on which the relevant provisions become effective.		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	3,91,03,88,057 (number of equity shares)		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	3,91,03,88,057 (number of equity shares)		
Total diluted share/voting capital of the TC after the said acquisition.	3,91,03,88,057 (number of equity shares)		

Note #:

On 10 October 2024, a facility agreement (“**Facility Agreement**”) has been executed *inter alios* between the lenders mentioned therein (“**Lenders**”), Vedanta Resources Limited (“**VRL**” or “**Borrower**”), and Standard Chartered Bank (Singapore) Limited (“**Agent**”) acting for the benefit of the Lenders.

Pursuant to the terms of the Facility Agreement, *inter alia*: (i) a negative lien has been created on the shares of VEDL held or to be held by the Obligors (*as defined under the Facility Agreement*) including TSHL and Welter; (ii) the Obligors, any Material Subsidiary (*as defined under the Facility Agreement*), TSHL, Welter, or any other member of the Group are not permitted to create any encumbrance over the shares directly or indirectly held by them/or to be acquired by them in VEDL; (iii) VRL and its direct or indirect subsidiaries (collectively referred to as the “**VRL Group**”) are required to retain control over VEDL or, directly or indirectly, own at least 50.1% of the issued equity share capital of VEDL; (collectively, the “**Encumbrances**”).

Given the nature of conditions and/or arrangements under the Facility Agreement, the Encumbrances and other conditions therein are likely to fall within the definition of the term ‘encumbrance’ provided under Chapter V of the Takeover Regulations. Accordingly, this disclosure is being made under Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations.