

**Date:** February 26, 2021

**BSE Limited**

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Dalal Street, Fort  
Mumbai 400 001

**E-mail:** [corp.relations@bseindia.com](mailto: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](mailto: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](mailto: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 (“Takeover Regulations”).**

This disclosure is being made by First Abu Dhabi Bank PJSC as facility agent under the Facility Agreement (*defined below*) on behalf of the Finance Parties (*defined below*), and acting on the instructions of all Lenders (*defined below*) in relation to the creation of encumbrance over the equity shares of Vedanta Limited (“**VEDL**”).

A facility agreement dated February 24, 2021 (“**Facility Agreement**”) has been entered into between (a) Vedanta Holdings Mauritius Limited (*as borrower*) (“**Borrower**”), (b) Vedanta Resources Limited (“**VRL**”), Vedanta Holdings Jersey Limited (“**Vedanta Jersey**”) (*as guarantors*), (c) Credit Suisse AG, Singapore Branch, Standard Chartered Bank, London (*as arrangers and lenders*) (collectively, the “**Lenders**”), and (d) First Abu Dhabi Bank PJSC (*as agent and security agent*) (entities mentioned in (c) and (d) shall collectively be referred to as “**Finance Parties**”). The Facility Agreement has been entered for the purposes of availing a facility of an aggregate amount of US \$ 350,000,000 by the Borrower (“**Facility**”).

Borrower, VRL, and Vedanta Jersey are part of the promoter and promoter group of VEDL (“**Promoter Group Entities**”). As part of the Facility Agreement, the Promoter Group Entities are required to among others retain control over VEDL and there are certain restrictions on disposal of VEDL’s shares. In addition, a share security agreement was also executed on February 24, 2021 pursuant to which a pledge has been created on all shares held by Vedanta Jersey in the Borrower to secure the secured obligations in connection with the Facility.

Given the nature of the conditions under the Facility Agreement, one or more conditions are likely to fall within the definition the term “encumbrance” provided under Chapter V of the Takeover Regulations.

Accordingly, the enclosed disclosure is being made by First Abu Dhabi Bank PJSC as facility agent under the Facility Agreement on behalf of the Finance Parties and acting on the instructions of all Lenders under Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations in relation to the above considering the definition of the term “encumbrance” for the purposes of Chapter V of the Takeover Regulations.

[Signature Page Follows]

Kindly take the above on record.

Thanking you

Yours faithfully

**For and on behalf of the Finance Parties**

Urvi Widhani  
A 1594

Praveen Damani  
B-11018

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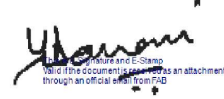
**Authorised Signatory**

First Abu Dhabi Bank PJSC

(acting as facility agent on the instructions of all Lenders)



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Valid if the document is received by an attachment  
through an official email from F&D



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Valid if the document is received by an attachment  
through an official email from F&D

**Encl:** As above

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

**Part-A- Details of the Acquisition**

Name of the Target Company (TC)	Vedanta Limited (“VEDL”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	First Abu Dhabi Bank PJSC (as facility agent for and on behalf of the Finance Parties) <sup>#</sup>		
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 New York Stock Exchange for ADS		
Details of the acquisition as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of acquirer along with PACs of: #</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity 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) <b>Total (a+b+c+d)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Details of acquisition: #</b>			
a) Shares carrying voting rights acquired	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	Nil	Nil	Nil

TC (specify holding in each category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	2,04,84,58,132 <sup>#</sup>	55.11% <sup>#</sup>	55.11% <sup>#</sup>
e) <b>Total (a+b+c+/-d)</b>	<b>2,04,84,58,132<sup>#</sup></b>	<b>55.11%</b>	<b>55.11%<sup>#</sup></b>
<b>After the acquisition, holding of acquirer along with PACs of: <sup>#</sup></b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) VRs 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) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other)	2,04,84,58,132 <sup>#</sup>	55.11% <sup>#</sup>	55.11% <sup>#</sup>
e) <b>Total (a+b+c+d)</b>	<b>2,04,84,58,132<sup>#</sup></b>	<b>55.11%<sup>#</sup></b>	<b>55.11%<sup>#</sup></b>
Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment/ inter-se transfer/encumbrance, etc.)	Encumbrance (as explained in the <b>Note</b> below) <sup>#</sup>		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc	Not applicable		
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	February 24, 2021 i.e., the date of signing of the Facility Agreement.		
Equity share capital / total voting capital of the TC before the said acquisition	3,71,71,96,639 (no. of equity shares)		
Equity share capital/ total voting capital of the TC after the said acquisition	3,71,71,96,639 (no. of equity shares)		
Total diluted share/voting capital of the TC after the said acquisition	3,71,71,96,639 (no. of equity shares)		

<sup>#</sup> A facility agreement dated February 24, 2021 (“**Facility Agreement**”) has been entered into between (a) Vedanta Holdings Mauritius Limited (*as borrower*) (“**Borrower**”), (b) Vedanta Resources Limited (“**VRL**”), Vedanta Holdings Jersey Limited (“**Vedanta Jersey**”) (*as guarantors*), (c) Credit Suisse AG, Singapore

Branch, Standard Chartered Bank, London (*as arrangers and lenders*) (collectively, the “**Lenders**”), and (d) First Abu Dhabi Bank PJSC (*as agent and security agent*) (entities mentioned in (c) and (d) shall collectively be referred to as “**Finance Parties**”). The Facility Agreement has been entered for the purposes of availing a facility of an aggregate amount of US \$ 350,000,000 by the Borrower (“**Facility**”).

Borrower, VRL, and Vedanta Jersey are part of the promoter and promoter group of VEDL (“**Promoter Group Entities**”). As part of the Facility Agreement, the Promoter Group Entities are required to among others retain control over VEDL and there are certain restrictions on disposal of VEDL’s shares. In addition, a share security agreement was also executed on February 24, 2021 pursuant to which a pledge has been created on all shares held by Vedanta Jersey in the Borrower to secure the secured obligations in connection with the Facility.

Given the nature of the conditions under the Facility Agreement, one or more conditions are likely to fall within the definition the term “encumbrance” provided under Chapter V of the Takeover Regulations.

Accordingly, the enclosed disclosure is being made by First Abu Dhabi Bank PJSC as facility agent under the Facility Agreement on behalf of the Finance Parties and acting on the instructions of all Lenders under Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations in relation to the above considering the definition of the term “encumbrance” for the purposes of Chapter V of the Takeover Regulations.

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**For and on behalf of the Finance Parties**

Urvi Widhani  
A 1584

Praveen Damani  
B-11018



This is E-Signature and E-Stamp  
Valid if the document is received as an attachment  
through an official email from FAB



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Valid if the document is received as an attachment  
through an official email from FAB

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**Authorised Signatory**

First Abu Dhabi Bank PJSC

(acting as facility agent on the instructions of all Lenders)

**Place: Abu Dhabi**

**Date:** February 26, 2021

**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.

(\*\*) 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.