

VEDANTA HOLDINGS MAURITIUS II LIMITED

Date: November 25, 2021

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

Email: 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

Dear Sir/ Madam,

Sub.: Disclosure in terms of Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”).

This is to inform you that Vedanta Holdings Mauritius II Limited, one of the members of the promoter and promoter group of Vedanta Limited (“**Target Company**”), proposes to acquire upto 334,547,698 equity shares of the Target Company (representing 9% of the equity share capital) from other members of the promoter and promoter group of the Target Company namely, Finsider International Company Limited and Westglobe Limited, pursuant to inter-se transfer in one or more tranches.

In this regard, please find enclosed the requisite disclosure under Regulation 10(5) of the Takeover Regulations.

Kindly acknowledge receipt of the same.

Yours faithfully

For and on behalf of **Vedanta Holdings Mauritius II Limited**



Authorised Signatory

Name: Shakill Ahmad Toorabally

Designation: Director

Disclosure under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”)

1.	Name of the Target Company (TC)	Vedanta Limited (“ Target Company ”)								
2.	Name of the acquirer(s)	Vedanta Holdings Mauritius II Limited (“ Acquirer ”)								
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	The Acquirer is a member of the promoter and promoter group of the Target Company.								
4.	Details of the proposed acquisition									
	a.	Name of the person(s) from whom shares are to be acquired								
		1. Finsider International Company Limited; and 2. Westglobe Limited								
	b.	Proposed date of acquisition								
		The proposed acquisition will be undertaken in one or more tranches on or after December 1, 2021.								
	c.	Number of shares to be acquired from each person mentioned in 4(a) above								
		<table border="1"> <thead> <tr> <th>Name of the Seller</th> <th>No. of shares (% age)</th> </tr> </thead> <tbody> <tr> <td>Finsider International Company Limited</td> <td>upto 290,204,559 (7.81%)</td> </tr> <tr> <td>Westglobe Limited</td> <td>upto 44,343,139 (1.19%)</td> </tr> <tr> <td align="right">Total</td> <td>upto 334,547,698 (9%)</td> </tr> </tbody> </table>	Name of the Seller	No. of shares (% age)	Finsider International Company Limited	upto 290,204,559 (7.81%)	Westglobe Limited	upto 44,343,139 (1.19%)	Total	upto 334,547,698 (9%)
Name of the Seller	No. of shares (% age)									
Finsider International Company Limited	upto 290,204,559 (7.81%)									
Westglobe Limited	upto 44,343,139 (1.19%)									
Total	upto 334,547,698 (9%)									
	d.	Total shares to be acquired as % of share capital of TC								
		Upto 9%								
	e.	Price at which shares are proposed to be acquired								
		The shares will be acquired at a price which is within the range prescribed by SEBI.								
	f.	Rationale, if any, for the proposed transfer								
		The transaction is being undertaken as an inter-se transfer of shareholding among members of the promoter and promoter group of the Target Company, as part of an internal re-structuring exercise.								
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Under sub-clause (iii) of Regulation 10(1)(a)								
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum	INR 332.56								

	volume of trading in the shares of the TC are recorded during such period.																	
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable																
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	The Acquirer hereby confirms that the acquisition price would not be higher by more than 25% of the price computed in point 6 above.																
9.	<p>i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)</p> <p>ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p>	<p>i. The Acquirer confirms that the transferor and the transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).</p> <p>ii. The copies of such disclosures are enclosed as "Annexure B".</p>																
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	The Acquirer confirms that all the conditions specified under Regulation 10(1)(a) of the Takeover Regulations with respect to the exemption have been duly complied with.																
11.	Shareholding details	<table border="1"> <thead> <tr> <th colspan="2">Before the proposed transaction</th> <th colspan="2">After the proposed transaction</th> </tr> <tr> <th>No. of shares/ voting rights</th> <th>% w.r.t total share capital of TC</th> <th>No. of shares/ voting rights</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td>a</td> <td>Acquirer(s) and PACs (other than sellers) (*)</td> <td colspan="2">Please refer to "Annexure A"</td> </tr> <tr> <td>b</td> <td>Seller(s)</td> <td colspan="2">Please refer to "Annexure A"</td> </tr> </tbody> </table>	Before the proposed transaction		After the proposed transaction		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC	a	Acquirer(s) and PACs (other than sellers) (*)	Please refer to " Annexure A "		b	Seller(s)	Please refer to " Annexure A "	
Before the proposed transaction		After the proposed transaction																
No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC															
a	Acquirer(s) and PACs (other than sellers) (*)	Please refer to " Annexure A "																
b	Seller(s)	Please refer to " Annexure A "																

Notes:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For and on behalf of **Vedanta Holdings Mauritius II Limited**



Authorised Signatory

Name: Shakill Ahmad Toorabally

Designation: Director

Date: November 25, 2021

Place: Mauritius

Encl: As above

Annexure A

	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting Rights	% w.r.t total share capital of TC
(a)	Acquirer(s) and PACs (other than sellers)				
	Acquirer:				
	1. VEDANTA HOLDINGS MAURITIUS II LIMITED	210,445,341	5.66	544,993,039	14.66
	PAC(s):				
	1. WELTER TRADING LIMITED	38,241,056	1.03	38,241,056	1.03
	2. TWIN STAR HOLDINGS LTD	1,724,805,858	46.40	1,724,805,858	46.40
	3. VEDANTA HOLDINGS MAURITIUS LIMITED	107,342,705	2.89	107,342,705	2.89
	4. VEDANTA NETHERLAND INVESTMENT BV	63,514,714	1.71	63,514,714	1.71
	5. VEDANTA UK INVESTMENT LIMITED	0	0.00	0	0.00
	6. RICHTER HOLDING LIMITED, CYPRUS	0	0.00	0	0.00
	7. VEDANTA RESOURCES CYPRUS LIMITED	0	0.00	0	0.00
	8. VEDANTA RESOURCES HOLDINGS LIMITED	0	0.00	0	0.00
	9. VEDANTA FINANCE UK LIMITED	0	0.00	0	0.00
	10. VEDANTA RESOURCES LIMITED	0	0.00	0	0.00
	11. VEDANTA HOLDINGS JERSEY LIMITED	0	0.00	0	0.00
	12. VOLCAN INVESTMENTS CYPRUS LIMITED	0	0.00	0	0.00
	13. VEDANTA RESOURCES FINANCE LIMITED	0	0.00	0	0.00
	14. VEDANTA RESOURCES FINANCE II PLC	0	0.00	0	0.00
	15. ANIL AGARWAL DISCRETIONARY TRUST	0	0.00	0	0.00
	16. CONCLAVE PTC LIMITED	0	0.00	0	0.00
	17. VOLCAN INVESTMENTS LIMITED	0	0.00	0	0.00
	18. PRAVIN AGARWAL	18,660	0.00	18,660	0.00
	19. SUMAN DIDWANIA	87,696	0.00	87,696	0.00

	20. ANKIT AGARWAL	36,300	0.00	36,300	0.00
	21. SAKSHI MODY	18,000	0.00	18,000	0.00
	22. ANIL AGARWAL	0	0.00	0	0.00
	23. VEDVATI AGARWAL	0	0.00	0	0.00
	24. NAVIN AGARWAL	0	0.00	0	0.00
	25. KIRAN AGARWAL	0	0.00	0	0.00
	26. AGNIVESH AGARWAL	0	0.00	0	0.00
	27. PRIYA AGARWAL	0	0.00	0	0.00
	28. PRATIK AGARWAL	0	0.00	0	0.00
	29. HARE KRISHNA PACKAGING PVT LIMITED	0	0.00	0	0.00
	30. STERLITE METALS ROLLING MILLS PVT LIMITED	0	0.00	0	0.00
(b)	Seller(s):				
	1. FINSIDER INTERNATIONAL COMPANY LIMITED	401,496,480	10.8	111,291,922	2.99
	2. WESTGLOBE LIMITED	44,343,139	1.19	0	0.00
	Total	2,590,349,949	69.69	2,590,349,949	69.69

Note: The post transaction shareholding data set out above is indicative of the maximum shares that may be acquired pursuant to the inter-se transfers. The actual number of shares acquired pursuant to inter-se transfers may vary.

To,

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

The Company Secretary
Vedanta Limited
1st Floor, 'C' wing,
103 Unit, Corporate Avenue
Alul Projects, Chakala
Andhera (East)
Mumbai – 400 093

April 4, 2019

Sub : Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 read with SEBI circular no CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as on March 31, 2019.

Please take the same on record

Thanking you,

Yours faithfully,

For Finsider International Company Limited



Authorized Signatory

Disclosure pursuant to Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited, and 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the share or voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with them.	Finsider International Company Limited (AABCF7882P)		
4. Particulars of the holding of persons mentioned at (3) above	Number	% with total share/voting capital wherever applicable	% of total diluted share/voting capital of TC (%)
As on March 31 of the year 2019, holding of a) Shares b) Voting Rights (otherwise than by shares) c) Warrants. d) Convertible Securities e) any other instrument that would entitle the holder to receive shares in the TC.	40,14,96,480	10.80%	10.80%
Total	40,14,96,480	10.80%	10.80%

For Finsider International Company Limited



Authorised Signatory
Place: LONDON
Date: April 4, 2019

Part B **

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Finsider International Company Limited



Authorised Signatory

Place

Date April 4, 2019

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (*) 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
- (**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

WESTGLOBE LIMITED

To,

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

The Company Secretary
Vedanta Limited
1st Floor, 'C' wing,
103 Unit, Corporate Avenue
Atul Projects, Chakala
Andheri (East)
Mumbai – 400 093

April 03, 2019

Sub : Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular no.CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as at March 31, 2019.

Please take the same on record.

Thanking you.

Yours faithfully,

For Westglobe Limited



Authorised Signatory
Gyaneshwarnath Gowrea




WESTGLOBE LIMITED

Disclosure pursuant to Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; and 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the share or voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Westglobe Limited (AAACW7091G)		
4. Particulars of the holding of persons mentioned at (3) above	Number	% w.r.t.total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As on March 31 of the year 2019, holding of:			
a) Shares	44,343,139	1.19%	1.19%
b) Voting Rights (otherwise than by shares)			
c) Warrants,			
d) Convertible Securities			
e) any other instrument that would entitle the holder to receive shares in the TC.			
Total	44,343,139	1.19%	1.19%

For Westglobe Limited


Authorized Signatory



Place: Mauritius
Date: April 03, 2019

WESTGLOBE LIMITED

Part B **

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Westglobe Limited



Authorised Signatory



Place: Mauritius
Date: April 03, 2019

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (*) 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.
- (**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.



**Finsider International Co.
Ltd.**
4th Floor, 30 Berkeley Square
London, W1J 6EX

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

To,

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

The Company Secretary
Vedanta Limited
1st Floor, 'C' wing,
103 Unit, Corporate Avenue
Atul Projects, Chakala
Andheri (East)
Mumbai – 400 093

April 13, 2020

Sub : Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular no.CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as on March 31, 2020.

Please take the same on record.

Thanking you.

Yours faithfully,
For Finsider International Company Limited

Authorised Signatory



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Disclosure pursuant to Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; and 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the share or voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Finsider International Company Limited (AABCF7882P)		
4. Particulars of the holding of persons mentioned at (3) above	Number	% w.r.t.total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As on March 31 of the year 2020, holding of: a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) any other instrument that would entitle the holder to receive shares in the TC.	40,14,96,480	10.80%	10.80%
Total	40,14,96,480	10.80%	10.80%

For Finsider International Company Limited

Authorized Signatory

Place: London

Date: April 13, 2020



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Ltd.**
4th Floor, 30 Berkeley Square
London, W1J 6EX

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www.vedantaresources.com

Part B **

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Finsider International Company Limited

Authorised Signatory

Place: London
Date: April 13, 2020

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

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



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April 13, 2020

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

**To the Members of
The Audit Committee of
Vedanta Limited**
1st Floor, 'C' wing,
103 Unit, Corporate Avenue
Atul Projects, Chakala
Andheri (East)
Mumbai – 400 093

Dear Sir/Madam,

Sub : Disclosure under Regulation 31(4) SEBI(SAST) Regulations.

Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2019, we hereby confirm that we have not made any encumbrance, directly or indirectly during the financial year, towards the shareholding as given below:

1. Name of the Target Company (TC)	Vedanta Limited
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; and 2. National Stock Exchange of India Limited
3. Particulars of the shareholder a. Name: b. Number of equity shares: c. Percentage of holding:	Finsider International Company Limited 40,14,96,480 10.80%

Kindly take the same on record.

Thanking you.

**Yours faithfully,
For Finsider International Company Limited**

Authorised Signatory

Place : London

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street
Port Louis 11324, Mauritius
Tel: (230) 405 2000 – Fax: (230) 212 5265

To,

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

The Company Secretary
Vedanta Limited
1st Floor, 'C' wing,
103 Unit, Corporate Avenue
Atul Projects, Chakala
Andheri (East)
Mumbai – 400 093

April 13, 2020

Sub: Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular no.CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as on March 31, 2020.

Please take the same on record.

Thanking you.

Yours faithfully,
For Westglobe Limited


Authorized Signatory

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street
Port Louis 11324, Mauritius
Tel: (230) 405 2000 – Fax: (230) 212 5265

Disclosure pursuant to Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; and 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the share or voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	Westglobe Limited (AAACW7091G)		
4. Particulars of the holding of persons mentioned at (3) above	Number	% w.r.t total share / voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As on March 31 of the year 2020, holding of: a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) any other instrument that would entitle the holder to receive shares in the TC.	4,43,43,139	1.19%	1.19%
Total	4,43,43,139	1.19%	1.19%

For Westglobe Limited


Authorized Signatory

Place: Mauritius
Date: April 13, 2020

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street
Port Louis 11324, Mauritius
Tel: (230) 405 2000 – Fax: (230) 212 5265

Part B ^(*)

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Westglobe Limited



Authorized Signatory

Place: Mauritius
Date: April 13, 2020

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (*) 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.
- (**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street
Port Louis 11324, Mauritius
Tel: (230) 405 2000 – Fax: (230) 212 5265

April 13, 2020

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
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Mumbai 400 051.

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
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**To the Members of
The Audit Committee of
Vedanta Limited**
1st Floor, 'C' wing,
103 Unit, Corporate Avenue
Atul Projects, Chakala
Andheri (East)
Mumbai – 400 093

Dear Sir/Madam,

Sub : Disclosure under Regulation 31(4) SEBI(SAST) Regulations.

Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2019, we hereby confirm that we have not made any encumbrance during the financial year towards the shareholding as given below:

1. Name of the Target Company (TC)	Vedanta Limited
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; and 2. National Stock Exchange of India Limited
3. Particulars of the shareholder a. Name: b. Number of equity shares: c. Percentage of holding:	Westglobe Limited 4,43,43,139 1.19%

Kindly take the same on record.

Thanking you.

**Yours faithfully,
For Westglobe Limited**



Authorised Signatory

Place: Mauritius



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

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Fax: +44 (0) 20 7491 8440
www.vedantaresources.co

August 25, 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 Holdings Mauritius II Limited ("Issuer") has issued US\$ 1,400,000,000, 13.0 percent Guaranteed Senior Secured Bonds due 2023 ("Bonds") on August 21, 2020. In relation to the Bonds, a trust deed dated August 21, 2020 has been executed between Citicorp International Limited ("Citicorp"), the issuer, Vedanta Resources Limited, Vedanta Holdings Mauritius Limited ("Vedanta Mauritius") and Vedanta Holdings Jersey Limited. The issuer and Vedanta Mauritius are step-down subsidiaries of Vedanta Resources Limited, which is one of the members of the promoter and promoter group of VEDL.

Citicorp is acting as trustee for the holders of the Bonds. As per of the terms and conditions of the Bonds ("T&Cs"), inter alia Vedanta Resources Limited and its subsidiaries are not permitted to create an encumbrance over the shares of VEDL unless certain conditions are fulfilled. Further, as per the T&Cs, Vedanta Resources Limited 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 August 21, 2023). Given the nature of the conditions under the T&Cs, one or more conditions are likely to fall within the definition 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.

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
Vedanta Resources Limited

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



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

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

ANNEXURE - 1

Disclosed by the Promoter to the stock exchanges and to the Target Company for encumbrance of them / Inevitation of encumbrance/ release of encumbrance, in terms of Regulations 10(1) and 10(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Vedanta Limited BSE Listed, National Stock Exchange of India Limited and New York Stock Exchange for ADS August 25, 2020													
Date of reporting 1. PRUDER INTERNATIONAL COMPANY LIMITED 2. WESTGLOBE LIMITED 3. WESTER TRADING LIMITED 4. TWIN STAR HOLDINGS LIMITED													
Name of the promoter or PAC, on whose shares encumbrance has been created/ released/invited													
Details of the creation of encumbrance:													
Name of the promoter(s) or PAC(s) with their	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							
	Number	% of total share capital	1	Number or Nil	% of total share capital of	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking / other)	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)/(4) release (2)-(3)/(4) invocation (1)-(4))
Pravin Agarwal	18,660	0	Nil	Nil	Nil	-	-	-	-	-	-	-	-
Suman Dubois	87,026	0	Nil	Nil	Nil	-	-	-	-	-	-	-	-
Anil Agarwal	36,300	0	Nil	Nil	Nil	-	-	-	-	-	-	-	-
Sakshi Mehta	18,000	0	Nil	Nil	Nil	-	-	-	-	-	-	-	-
Adil Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedveth Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Rishi Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Rizan Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Agarwal's Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Prity Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Pratik Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-

Handwritten signature



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

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

Place: **LONDON**
Date: **25/08/2020**

*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.



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ANNEXURE - II

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. PRISIDER 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: 1,86,34,58,132 % of total share capital: 50.13%
Encumbered shares as a % of promoter shareholding	95.90%
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 25% 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: August 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)	Please refer to the table below.
No. and % of shares encumbered	No. of shares: 1,86,34,58,132 % of total share capital: 50.13%
Specific details	Name of the entity in whose favour shares encumbered (x) Citicorp International Limited

TK

<p>about the encumbrance</p>	<p>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.</p>	<p>YES/ NO</p> <p>Chicorp International Limited (as trustee for the holders of the Bonds). Please refer to the Note below.</p>
	<p>Names of all other entities in the agreement.</p>	<p>Please refer to the Note below.</p>
	<p>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</p>	<p>YES/NO</p> <p>If yes,</p> <ol style="list-style-type: none"> 1. Name of the issuer: Vedanta Holdings Mauritius II Limited 2. Details of the debt instrument: US \$ 1,400,000,000, 13.0 percent Guaranteed Senior Secured Bonds due 2023 3. Whether the debt instrument is listed on stock exchange?: SGX-ST 4. Credit Rating of the debt instrument: B3 by Moody's and Preliminary B by S&P 5. ISIN of the instrument: Regulation S Bonds: USV96660AA73, Rule 144A Bonds: US93243WAA18
<p>Security Cover / Asset Cover</p>	<p>Value of shares on the date of event / agreement (A)</p>	<p>Not applicable. Please refer to the Note below.</p>
	<p>Amount involved (against which shares have been encumbered) (B)</p>	<p>Not applicable. Please refer to the Note below.</p>
	<p>Ratio of A / B</p>	<p>Not applicable. Please refer to the Note below.</p>
<p>End money out of</p>	<p>Borrowed amount to be utilized for what purpose - (a) Personal use by promoters and PMS (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilisation of amount, repayment schedule etc. (c) Any other reason (please specify)</p>	<p>The funds raised pursuant to the issuance of Bonds will be inter alia utilized towards funding the proposed delisting of Vedanta Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.</p>

YK

September 22, 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: takeovers@nse.co.in

Vedanta Limited
1st Floor, 'C' Wing, Unit 103, Corporate Avenue,
Atul Projects, Chakala, Andheri (East),
Mumbai, Maharashtra, 400093
E-mail: coma.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. Finisider International Company Limited, Westglobe Limited, Welter Trading Limited and Twin Star Holdings Limited.

A facility agreement dated September 18, 2020 ("Facility Agreement") has been entered into between: (a) Vedanta Holdings Mauritius Limited ("Borrower"), Vedanta Resources Limited, Vedanta Holdings Jersey Limited ("Vedanta Jersey"), Vedanta Holdings Mauritius II Limited ("Issuer"), Twin Star Holdings Limited, Welter Trading Limited, Westglobe Limited and Finisider International Company Limited ("Promoter Group Entities"); (b) JPMorgan Chase Bank N.A., London Branch, Barclays Bank PLC, Credit Suisse AG, Singapore Branch, Deutsche Bank AG, Singapore Branch and Standard Chartered Bank, acting through its Dubai International Financial Centre Branch (regulated by the Dubai Financial Services Authority) (as lenders and hedge counterparties); (c) J.P. Morgan Securities plc (as global coordinator); (d) J.P. Morgan Securities plc, Barclays Bank PLC, Credit Suisse AG, Singapore, Branch, Deutsche Bank AG, Singapore Branch and Standard Chartered Bank acting through its Dubai International Financial Centre Branch (regulated by the Dubai Financial Services Authority) (as arrangers); and (e) J.P. Morgan AG (as the agent) and Citicorp International Limited (as common security agent and loan security agent) (collectively, entities mentioned in (b), (c), (d) and (e) to 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 \$ 1,750,000,000 by the Borrower ("Facility").

In addition, a share security agreement was also executed on September 18, 2020 pursuant to which an encumbrance has been created on all shares held by Vedanta Jersey in the Borrower and the Issuer in favour of the Citicorp International Limited (as common security agent) to secure the secured obligations in connection with the Facility and the US \$ 1,400,000,000, 13.0 percent Guaranteed Senior Secured Bonds due 2023 issued by the Issuer on August 21, 2020.



The Promoter Group Entities are part of the promoter and promoter group of VEDL. The Facility Agreement envisages creation of encumbrance over VEDL's shares by the member(s) of the Promoter Group Entities. Further, as per the Facility Agreement, the Promoter Group Entities are required to retain control over VEDL and there are certain restrictions on disposal of VEDL's shares. 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.

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. CIR/CFD/POLICYCELL/3/2015 and August 7, 2019, bearing reference no. SEBI/HQ/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
Vedanta Resources Limited

Encl:

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

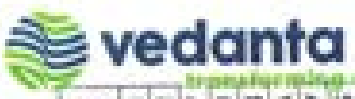
Annexure II under SEBI Circular No. SEBI/HQ/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019

ANNEXURE - 1

Disclosed by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares / Issuance of encumbered/ release of encumbrance, in form of Regulations 3(1)(i) and 3(1)(j) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Name of the Target Company (T)	Vedanta Limited
Name 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 ADR
Date of reporting	September 22, 2023
Name of the promoters or PAC on whose shares encumbrance has been created/ released/ needed	1. INVIDIUM INTERNATIONAL COMPANY LIMITED 2. WITSTONE LIMITED 3. WITLITE TRADING LIMITED 4. TRIN STAR HOLDINGS LIMITED

Name of the promoter(s) or PACs with share*	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation (CO+CI) / release (RI+RII) / encumbrance (LI+LII))							
			Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / immediate)	Date of creation/ release/ encumbrance of	Type of encumbrance (pledge/ lien/ non disposal undertakings &/ others)		Reasons for encumbrance****	Number	% of share capital	Name of the entity in whose favour shares encumbered are*****			
Private Agreement	18,6420	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
Suram Dadaula	87,896	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
Arora Agreement	26,200	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
Sachin Mehta	18,000	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
And Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedant Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nutan Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Varun Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Agreement Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Private Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Private Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Harjeet Omkara Packaging Private	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



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ANNEXURE - B

Format for disclosure of reasons for encumbrance
(in addition to Annexure - 1 prescribed by way of circular dated August 05, 2015)

Name of listed company	Vedanta Limited
Name of the recognized stock exchanges where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange for ADRs
Name of the promoter(s) / PACs whose shares have been encumbered	1. VEEDANTA INTERNATIONAL COMPANY LIMITED 2. VEESI GLOBAL LIMITED 3. WELLER TRADING LIMITED 4. TWIN STAR HOLDINGS LIMITED
Total promoter shareholding in the listed company	No. of shares: 1,86,36,98,788 % of total share capital: 50.14%
Encumbered shares as a % of promoter shareholding	99.97%
Whether encumbered share is 20% 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

Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other contract, transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1		Encumbrance 2	
	(Date of creation of encumbrance: August 21, 2009)	(Date of creation of encumbrance: September 18, 2009)	(Date of creation of encumbrance: August 25, 2009)	(Date of creation of encumbrance: September 18, 2009)
No. and % of shares encumbered	No. of shares: 1,86,34,98,112 % of total share capital: 50.13%	No. of shares: 1,86,34,98,112 % of total share capital: 50.13%	No. of shares: 1,86,36,98,788 % of total share capital: 50.14%	No. of shares: 1,86,34,98,112 % of total share capital: 50.13%
Specific details about the encumbrance	<p>Name of the entity in whose favour shares encumbered (B)</p> <p>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.</p> <p>Name(s) of all other entities in the agreement</p>	<p>(Group International Limited (as the trustee for the holders of bond)</p> <p>MSB/ MO</p> <p>Group International Limited (as the trustee for the holders of bond)</p> <p>MSB/ MO</p>	<p>(Insurance Fortiss. Please refer to the "Notes below.</p> <p>MSB/ MO</p> <p>Please refer to the "Notes below.</p> <p>Please refer to the "Notes below.</p>	<p>(Insurance Fortiss. Please refer to the "Notes below.</p> <p>MSB/ MO</p> <p>Please refer to the "Notes below.</p> <p>Please refer to the "Notes below.</p>



Security Cover / Asset Cover	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.	<p>FTS/MSD if yes,</p> <ol style="list-style-type: none"> 1. Name of the issuer: Vedanta Holdings Mauritius II Limited 2. Details of the debt instrument: US \$ 1,400,000,000, 11.0 percent Guaranteed Senior Secured Bonds due 2023 3. Whether the debt instrument is listed on stock exchanges?: SGX-ST 4. Credit Rating of the debt instrument: (B) by Moody's and Preliminary B by S&P 5. ISIN of the instrument: Regulation S Bonds: US979666000173, ISIN 144A Bonds: US972343961A18 	<p>ISS/MSD if yes,</p> <ol style="list-style-type: none"> 1. Name of the issuer: Not applicable 2. Details of the debt instrument: Not applicable 3. Whether the debt instrument is listed on stock exchanges?: Not applicable 4. Credit Rating of the debt instrument: Not applicable 5. ISIN of the instrument: Not applicable
Value of shares on the date of agreement (A)	Value of shares on the date of event / agreement	Not applicable	Not applicable. Please refer to the "Notes below."
Amount involved (against which shares have been encumbered) (B)	Amount involved (against which shares have been encumbered) (B)	Not applicable	Not applicable. Please refer to the "Notes below."
Borrowed amount to be utilized for what purpose – (A) Personal use by promoters and PACs (B) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (C) Any other reason (please specify)	Borrowed amount to be utilized for what purpose – (A) Personal use by promoters and PACs (B) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (C) Any other reason (please specify)	Not applicable	Not applicable. Please refer to the "Notes below."
End money use of	The funds raised pursuant to the issuance of bonds will be inter alia utilized towards funding the proposed delisting of Vedanta Limited in accordance with the Delisting Regulations.	The funds raised pursuant to the issuance of bonds will be inter alia utilized towards funding the proposed delisting of Vedanta Limited in accordance with the Delisting Regulations.	The funds raised pursuant to the Facility Agreement will be utilized towards funding the proposed delisting of Vedanta Limited in accordance with the Delisting Regulations.

Facility Agreement dated September 18, 2023 ("Facility Agreement") has been entered into between (a) Vedanta Holdings Mauritius Limited ("Borrower"), Vedanta Resources Limited, Vedanta Holdings Jersey Limited ("Vedanta Jersey"), Vedanta Holdings Mauritius II Limited ("Issuer"), Twin Star Holdings Limited, Wastable Limited and Revolver International Company Limited ("Revolver Group Entities"); (b) JPMorgan Chase Bank N.A., London Branch, Barclays Bank PLC, Credit Suisse AG, Singapore Branch, Deutsche Bank AG, Singapore Branch and Standard Chartered Bank, acting through its Dubai International Financial Centre Branch (regulated by the Dubai Financial Services Authority) (in London and Andorpe countries); (c) J.P. Morgan Securities plc (in global coordination); (d) J.P. Morgan Securities plc, Barclays Bank PLC, Credit Suisse AG, Singapore Branch, Deutsche Bank AG, Singapore Branch and Standard Chartered Bank acting through its Dubai International Financial Centre Branch (regulated by the Dubai Financial Services Authority) (in Singapore); and (e) J.P. Morgan AG (in the agreed) and Citibank International Limited (in common security agent and loan security agent) (collectively, entities mentioned in (b), (c), (d) and (e) to be referred to as "Finance Parties"). The Facility Agreement has been entered for the purpose of enabling a facility of an aggregate amount of US \$ 1,750,000,000 by the Borrower ("Facility").

In addition, a share security agreement was also entered on September 18, 2023 pursuant to which a pledge has been created on all shares held by Vedanta Jersey in the Borrower and the issue in favour of the Citibank International Limited (as common security agent) to secure the secured obligations in connection with the Facility and the US \$ 1,400,000,000, 11.0 percent Guaranteed Senior

72

Secured Bonds (for 2023) issued by the issuer on August 21, 2020

The Promoter Group Entities are part of the promoter and promoter group of Vedanta Limited ("VDDL"). The Facility Agreement envisages certain conditions of encumbrance over VDDL's shares by the members of the Promoter Group Entities. Further, as per the Facility Agreement, the Promoter Group Entities are required to retain control over VDL and there are certain restrictions on disposal of VDL's shares. Given the nature of the conditions under the Facility Agreement, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Income Tax Regulations. This encumbrance on the shareholding in VDL (of Vedanta Resources Limited and its subsidiaries) is in addition to the other encumbrance disclosed on August 25, 2020.

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


Place: _____
Date: 22.09.2020

15th October 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(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations").

This has reference to the disclosures dated August 25, 2020 and September 22, 2020 made by Vedanta Resources Limited ("VRL") in relation to creation of encumbrance of 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.

The encumbrance over the equity shares of VEDL (as disclosed in the aforesaid disclosures) has been released on October 13, 2020. Therefore, this disclosure is being made by VRL in relation to the release of encumbrance over the equity shares of VEDL held by its subsidiaries i.e. Finsider International Company Limited, Westglobe Limited, Welter Trading Limited and Twin Star Holdings Limited.

Please see enclosed the requisite disclosure under Regulation 31(2) of Takeover Regulations read with Securities and Exchange Board of India's circulars dated August 5, 2015, bearing reference no. CIR/CFD/POLICYCELL/3/2015.

Kindly take the above on record.

Thanking you

Yours faithfully,

For and on behalf of Vedanta Resources Limited
and its afore mentioned subsidiaries



Deepak Kumar
Authorized Signatory

End:

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

Issuer	40,14,96,489	10.80	40,14,96,489	10.80	Balance	October 31, 2019	Finance ratio to Note 1 and below	Finance ratio to Note 1 and Note 2 below	40,14,96,489		10.80	Group International Leased	-	-
									0	1.19				
Fincoer International Company Limited	4,41,43,139	1.19	4,41,43,139	1.19	Balance	-	-	4,41,43,139	1.19	Balance	Finance ratio to Note 1 below	-	-	-
Welter Trading Limited	3,82,41,056	1.03	3,82,41,056	1.03	Balance	-	-	3,82,41,056	1.03	Balance	Finance ratio to Note 1 below	-	-	-
Vedanta Holdings Limited	1,37,93,77,457	37.11	1,37,93,77,457	37.11	Balance	-	-	1,37,93,77,457	37.11	Balance	Finance ratio to Note 1 below	-	-	-
Vedanta Holdings Mauritius Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Holdings Jersey Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Archer Holding Limited, Cyprus	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources (Cyprus) Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Holdings Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Finance US Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Manco Cebu NY	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Swedish Arctic	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Yutan Investments (Cyprus) Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Finance Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Finance II PC	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ant Agricul Proctory Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Conche PTC Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Veeco Investments Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	1,38,19,18,179	38.14	1,38,19,18,179	38.13	-	-	-	1,38,19,18,179	38.13	-	-	-	-	-

Note 1: As disclosed in the disclosure dated August 25, 2020, the recourse was created over the equity shares of Vedanta Limited ("VADL") in favour of Citicorp International Limited (Issuer for the bonds as defined below) on account of the terms and conditions ("T&Cs") of the US \$ 1,400,000,000, 11.0 percent Guaranteed Senior Secured

Bonds due 2023 ("Bonds") issued by Vedanta Holdings Mauritius II Limited ("Issuer"). On October 13, 2020, the Issuer redeemed all the outstanding bonds in accordance with the TRCA. Upon redemption of the Bonds, the encumbrance created over the equity shares of VEDL pursuant to the TRCA was released on October 13, 2020.

REGD: As disclosed in disclosure dated September 23, 2020, a facility agreement dated September 18, 2020 ("Facility Agreement") was entered into between: (a) Vedanta Holdings Mauritius Limited ("Borrower"), Vedanta Resources Limited, Vedanta Holdings Jersey Limited ("Vedanta Jersey"), Vedanta Holdings Mauritius II Limited ("Issuer"), Two Star Holdings Limited, Weiber Trading Limited, Weirglobe Limited and Pindler International Company Limited ("Pindler Group Entities"); (b) Citibank Chase Bank N.A., London branch, Barclays Bank PLC, Credit Suisse AG, Singapore Branch, Deutsche Bank AG, Singapore Branch and Standard Chartered Bank, acting through its Dubai International Financial Centre Branch (regulated by the Dubai Financial Services Authority) (as lenders and hedge counterparties); (c) J.P. Morgan Securities plc (as global coordinator); (d) J.P. Morgan Securities plc, Barclays Bank PLC, Credit Suisse AG, Singapore, Branch, Deutsche Bank AG, Singapore Branch and Standard Chartered Bank acting through its Dubai International Financial Centre Branch (regulated by the Dubai Financial Services Authority) (as arranger); and (e) J.P. Morgan AG (as the agent) and Citicorp International Limited (as common security agent and loan security agent) (collectively, entities mentioned in (b), (c), (d) and (e) to be referred to as "Finance Parties"). The Facility Agreement was entered into for the purpose of making a facility of an aggregate amount of US\$ 1,750,000,000 by the Borrower ("Facility"). Given the nature of the conditions under the Facility Agreement, one or more conditions were likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations and therefore the said disclosure was made in relation to creation of encumbrance of the equity shares of Vedanta Limited ("VEDL").

It was also disclosed that a share security agreement was executed on September 18, 2020 pursuant to which a pledge has been created on all shares held by Vedanta Jersey in the Borrower and the Issuer in favour of the Citicorp International Limited (as common security agent) to secure the secured obligations in connection with the Facility and the Bonds ("Share Pledge Agreement").

On October 13, 2020, the Borrower repaid all outstanding loan under the Facility (together with any accrued interest and break costs [if any]) and the obligation of the Pindler Group Entities under the Facility Agreement has been discharged. Consequently, the encumbrance created over the equity shares of VEDL pursuant to the conditions under the Facility Agreement has been released on October 13, 2020. Separately, please note that the encumbrance over the shares of the Borrower and the Issuer pursuant to the Share Pledge Agreement is expected to be released as soon as practicable after the date hereof.

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

Place: **LONDON**

Date: **15.10.2020**

*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.



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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.



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CIR/CFD/POLICYCELL/3/2015 and August 7, 2019, bearing reference no. SEBI/HQ/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/HQ/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019

Provided by the Promoter to the stock exchanges and to the Target Company for encumbrance of shares / creation of encumbrance/ release of encumbrance, in terms of Regulations 3(1)(ii) and 3(1)(iii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Name of the Target Company (TC) Vedanta Limited

Name of the stock exchange 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 31, 2020

Name of the promoters or PAC on whose shares encumbrance has been created/ released:
1. FIBSOL INTERNATIONAL COMPANY LIMITED
2. WITSOLOL 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 their ^a	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)										Post event holding of encumbered shares (creation (2)(1)(ii) / release (2)(1)(iii) / encumbrance (1)(1)(ii))			
			Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / reservation /)	Date of creation / release / reservation of encumbrance or	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Positions for encumbrance or ^b	Number	% of share capital	Name of the entity in whose favour shares encumbered ^c	Number	% of total share capital	
Pravin Agarwal	18,655	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-
Suman Desai	87,896	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-
Amit Agarwal	36,300	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-
Sachin Mehta	18,000	0	Nil	Nil	-	-	-	-	-	-	-	-	-	-	-	-
Amit Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedant Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nitin Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Kiran Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ajayesh Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Pran Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Pratik Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hare Krishna Packaging Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri Krishna Packaging Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri Krishna Packaging Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri Krishna Packaging Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

10

["Twinstar"] and Weiter Trading Limited ["Weiter"]. The issuer, VRL, Twinstar and Weiter (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 Weiter 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 fail 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: LONDON

Date: 23.11.2020

*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 AOS
Name of the promoter(s) / FACS whose shares have been encumbered	1. PINSIDER 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: 1,96,35,18,798 % 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

Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: Dec 21, 2020)
No. and % of shares encumbered	Conditions in the nature of encumbrance. Please refer to the Note below. No. of shares: 1,96,34,58,132 % of total share capital: 50.13%
Specific details about the encumbrance	Citicorp International Limited (as trustee for the holders of Bonds) M&P MCO Citicorp International Limited (as trustee for the holders of the Bonds). Please refer to the Note below.
Name of the entity in whose favour shares encumbered (X)	Name of all other entities in the agreement
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.	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 exchange(s): Yes, SOX-ST</p> <p>4. Credit Rating of the debt instrument: B- by S&P</p> <p>5. ISIN of the instrument: Regulation S Bonds: US959667NA400 Rule 144A Bonds: US972243XAD30</p>
	Amount involved (against which shares have been encumbered) (B)	
End money use of	<p>Borrowed amount to be utilized for what purpose -</p> <p>(a) Personal use by promoters and P&Cs</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 Weiter and/or for acquisition of equity shares of Indian subsidiary(ies) of VRL by Twinstar/Weiter, 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 Circorp International Limited ("Circorp"), the issuer, Vedanta Resources Limited ("VRL"), Twin Star Holdings Limited ("Twinstar") and Weiter Trading Limited ("Weiter"). The issuer, VRL, Twinstar and Weiter (collectively, "Promoter Group Entities") are part of the promoter and promoter group of VEDL.

Circorp is acting as trustee for the holders of the Bonds. As per the terms and conditions of the Bonds ("TBsCs"), 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 Weiter 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 TBsCs, 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

Shuman
LONDON
23.12.2020



Date: December 28, 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, Twin Star Holdings Limited and Vedanta Holdings Mauritius II Limited.

A subscription agreement dated December 23, 2020 ("Subscription Agreement") has been entered into between Vedanta Holdings Mauritius II Limited ("Issuer"), Finsider International Company Limited ("FICL"), Vedanta Resources Limited ("VRL"), Westglobe Limited ("Westglobe") (Issuer, FICL, VRL and Westglobe are part of the promoter and promoter group of VEDL, and shall together be referred to as "Promoter Group Entities"), and OCM Verde XI Investment Pte. Ltd. ("OCM") (as agent, calculation agent and security agent). Under the Subscription Agreement, the Issuer shall issue US\$ 400,000,000 notes of nominal value US \$1 ("Notes") in favour of OCM, subject to certain conditions.

Pursuant to the Subscription Agreement, a charge has been created on all the issued shares of the Issuer, FICL and Westglobe in favour of OCM (as a security agent), to secure the obligations of the Issuer in connection with the Notes. As per the conditions and arrangements envisaged under the Subscription Agreement, there are certain restrictions on the Promoter Group Entities to create any security, or to sell, lease, transfer or otherwise dispose of any of their shares in VEDL held by them and / or to be acquired by them. Given the nature of the conditions and / or arrangements envisaged under the Subscription Agreement, one or more of them 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. 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.



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Fax: +44 (0) 20 7491 8440
www.vedantaresources.co.uk

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

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 ADRs
Name of the promoter(s) / PACs whose shares have been encumbered	<ol style="list-style-type: none"> 1. INDOUR INTERNATIONAL COMPANY LIMITED 2. WESTBLOOM LIMITED 3. WELTER TRADING LIMITED 4. TRON STAR HOLDINGS LIMITED 5. VEDANTA HOLDINGS MANAGEMENT II LIMITED
Total promoter shareholding in the listed company	No. of shares: 2,048,618,788 % of total share capital: 55.11%
Encumbered shares as a % of promoter shareholding	99.99%
Whether encumbered share is 50% or more of promoter shareholding	YES /AND
Whether encumbered share is 20% or more of total share capital	YES /AND

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1	
	(Date of creation of encumbrance: Dec 21, 2020)	(Date of creation of encumbrance: Dec 23, 2020)
No. and % of shares encumbered	No. of shares: 1,86,34,56,112 % of total share capital: 50.13%	No. of shares: 2,04,84,58,112 % of total share capital: 55.11%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered [X] 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.	Name of the entity in whose favour shares encumbered 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 Bonds) YES/ NO	OCCL Verde XI Investment Pte. Ltd. (as security agent) ("OCCL") YES/ NO
	Citicorp International Limited (as trustee for the holders of the Bonds).	OCCL Verde XI Investment Pte. Ltd. Please refer to the Note below.

Handwritten signature

	<p>Names of all other entities in the agreement</p> <p>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</p>	<p>As mentioned in the disclosure dated 23 December 2020.</p> <p>YES/NO If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Resources Finance II PLC Details of the debt instrument: US \$ 1,000,000,000, 11.875% Guaranteed Senior Bonds due 2024 Whether the debt instrument is listed on stock exchanges? Yes, SEQX-ST Credit Rating of the debt instrument: B- by S&P ISIN of the instrument: Regulation S Bonds: US9722103XAD30 Rule 144A Bonds: US9722103XAD30 	<p>Please refer to the MIGA below.</p> <p>YES/NO If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Holdings Mauritius II Limited Details of the debt instrument: US\$ 400,000,000 notes of nominal value US \$1 ("Notes") Whether the debt instrument is listed on stock exchanges? No Credit Rating of the debt instrument: Not Applicable ISIN of the instrument: Not Applicable
<p>Security Cover / Asset Cover</p>	<p>Value of shares on the date of event / agreement (A)</p> <p>Amount involved (against which shares have been encumbered) (B)</p> <p>Ratio of A / B</p>	<p>Not applicable</p> <p>Not applicable</p> <p>Not applicable</p>	<p>Not applicable. Please refer to the Note below.</p> <p>Not applicable. Please refer to the Note below.</p> <p>Not applicable. Please refer to the Note below.</p>
<p>End money use of</p>	<p>Borrowed amount to be utilized for what purpose -</p> <p>(a) Personal use by promoters and PDCs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilisation 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 US\$ 900 million 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Tebstar or Weier and/or for acquisition of equity shares of Indian subsidiary(ies) of VRL by Tebstar/Weier, if decided and in accordance with applicable laws.</p>	<p>The proceeds of the Notes shall be applied towards: (a) acquisition of up to 11.5% shares in VEDL by Vedanta Holding Mauritius II Limited; (b) payment of any fees, costs and expenses in connector with the transactions contemplated, and (c) any other purpose that may be expressly agreed by OCM.</p>

Note: A subscription agreement dated December 23, 2020 ("Subscription Agreement") has been entered into between Vedanta Holdings Mauritius II Limited ("Issuer"), Promoter International Company Limited ("PILCI"), Vedanta Resources Limited ("VRL"), Weirglöbe Limited ("Weirglöbe") (Issuer, PDC, VRL and Weirglöbe are part of the promoter and promoter group of VEDL, and shall together be referred to as "Promoter Group Entities"), and OCM Verde II Investment Pte. Ltd. ("OCM") (as agent, collection agent and security agent). Under

copy

the Subscription Agreement, the issuer shall issue US \$ 400,000,000 notes of nominal value US \$1 ("Notes") in favour of OCM, subject to certain conditions.

Pursuant to the Subscription Agreement, a charge has been created on all the issued shares of the issuer, Issuer and Westgate in favour of OCM (as a security agent), to secure the obligations of the issuer in connection with the Notes. As per the conditions and arrangements envisaged under the Subscription Agreement, there are certain restrictions on the Promoter Group Entities to create any security, or to sell, lease, transfer or otherwise dispose of any of their shares in VEDL held by them and / or to be acquired by them. Given the nature of the conditions and / or arrangements envisaged under the Subscription Agreement, one or more of them are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations.

Further, of the 2,048,458,132 shares of VEDL that have been encumbered, 185,000,000 shares have been acquired by the issuer on 24 December 2020.

This encumbrance on the shareholding in VEDL (through its Promoter Group Entities) is in addition to the earlier encumbrance disclosed by VRL on December 23, 2020.


Signature of the Authorized Signatory

For and on behalf of Vedanta Resources Limited and its subsidiaries

Place: LONDON

Date: 28.12.2020

Date: December 29, 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")

We refer to our earlier disclosure dated December 23, 2020 ("Earlier Disclosure") in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over our shareholding in Vedanta Limited ("VEDL") in favour of Citicorp International Limited ("Citicorp") who is acting as the trustee for the holders of US\$1,000,000,000 13.875% Guaranteed Senior Bonds due 2024 issued by the Vedanta Resources Finance II PLC on December 21, 2020 ("Bonds"). The encumbrance created was pursuant to the conditions under the terms and conditions of the Bonds ("Ts&Cs").

On December 24, 2020, one of the subsidiaries of Vedanta Resources Limited namely, Vedanta Holdings Mauritius II Limited ("VHML II"), acquired 185,000,000 equity shares of VEDL representing 4.98% of the equity share capital of VEDL. In this context, in view of the conditions under Ts&Cs and the definition of "encumbrance" under the Takeover Regulations, the aforesaid equity shares acquired by VHML II are likely to be considered as encumbered in favour of Citicorp. Accordingly, this disclosure is being made by Vedanta Resources Limited (on behalf of its subsidiary i.e., VHML II) in relation to creation of encumbrance over the aforesaid equity shares of VEDL acquired by VHML II.

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. 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 subsidiary



Deepak Kumar
Authorised Signatory

Encl:

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

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

ANNEXURE - I

Disclosures by the Promoters to the Stock Exchanges and to the Target Company for encumbrance of Special Provision of encumbered shares of encumbrance, in terms of Regulations 3(1)(d) and 3(1)(e) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Name of the Target Company (T1)	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 ADR
Date of reporting	December 29, 2020
Names of the promoters or PAC on whose shares encumbrance has been created/ released/ waived	Vedanta Holdings Mauritius I Limited

Name of the promoter(s) or PACs with their**	Promoter holding in the target company (I)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation (3)+ (4)- release (4)- (5)- (6)- (7)- (8)- (9)- (10)-)	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation of release of encumbrance)	Date of creation/ release/ encumbrance of	Type of encumbrance (pledged/ lien/ non disposal/ underlying/ others)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
Private Agreement	18,600	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Suman (Suhana)	87,696	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Avant Agreement	26,300	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Satish Moody	18,000	0	Nil	Nil	-	-	-	-	-	-	-	-	-
Avit Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
Indevit Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
Shirin Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
San Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
Agneesh Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
Pooja Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
Prath Agreement	-	-	-	-	-	-	-	-	-	-	-	-	-
Hare Krishna Packaging Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Sparite Building Mills Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Erudite International Company Limited	40,14,56,480	10.80	40,14,96,400	10.80	-	-	-	-	-	-	-	-	-
Wendglobe Limited	4,43,43,119	1.19	4,43,43,119	1.19	-	-	-	-	-	-	-	-	-

Vedanta Trading Limited	1,82,41,056	1.00	1,82,41,056	1.00	-	-	-	-	-	-	-	1,82,41,056	1.00
Vedanta Mauritius Holdings Limited	1,37,93,77,45	37.11	1,37,93,77,45 ¹	37.11	-	-	-	-	-	-	-	1,37,93,77,45 ¹	37.11
Vedanta Mauritius Holdings Limited	18,50,00,000	4.98	18,50,00,000	4.98	Creation	December 24, 2020. Please refer to the "Notes below."	Others. Please refer to the "Notes below."	Please refer to the "Notes below."	18,50,00,000	4.98	Corporp International Limited. Please refer to the "Notes below."	18,50,00,000 ²	4.98 ²
Vedanta Holdings Mauritius Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Holdings Jersey Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Holdings Bahrain Holding Limited, Cyprus	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Cyprus Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Holdings Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Finance UK Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Moray CDO NV Masterfund Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Investments Cyprus Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Finance Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Finance II PLC	-	-	-	-	-	-	-	-	-	-	-	-	-
Agrecol Discretionary Trust	-	-	-	-	-	-	-	-	-	-	-	-	-
Coastal PTE Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Investments	-	-	-	-	-	-	-	-	-	-	-	-	-
2,098,618,788	55.11	2,098,618,788	55.11	-	-	-	-	-	18,50,00,000 ³	4.98	-	2,098,618,788	55.11

We refer to our earlier disclosures dated December 23, 2020 ("Earlier Disclosure") in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over our shareholding in Vedanta Limited ("Vedanta") in favour of Corporp International Limited ("Corporp") who is acting as the trustee for the holders of US\$ 1,000,000,000 11.875% Guaranteed Senior Bonds due 2024 issued by the Vedanta Resources Finance II PLC on December 21, 2020 ("Bonds"). The encumbrance created was pursuant to the conditions under the terms and conditions of the Bonds ("Terms").

December 24, 2020, one of the subsidiaries of Vedanta Resources, United namely, Vedanta Holdings Mauritius II Limited ("VHMII II"), acquired 185,000,000 equity shares of Vedanta representing 4.98% of equity share capital of Vedanta. In this context, in view of the conditions under TALEs and the definition of "encumbrance" under the Takeover Regulations, the aforesaid equity shares acquired by VHMII II shall be considered as encumbered in favour of Corporp. Accordingly, this disclosure is being made by Vedanta Resources Limited (as behalf of its subsidiary i.e., VHMII II) in relation to creation of encumbrance over the aforesaid equity shares of Vedanta acquired by VHMII II. This encumbrance on the shareholding in Vedanta (of Vedanta Resources Limited) and its subordinated is in addition to the earlier encumbrance disclosed on December 23, 2020.





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

Place: London, UK

Date: 29th December 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.

ANNEXURE - II

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 ("VEDL")		
Name of the recognized stock exchange where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange for AOS		
Name of the promoter(s) / PACs whose shares have been encumbered	Vedanta Holdings Mauritius II Limited ("VHML II")		
Total promoter shareholding in the listed company	No. of shares: 2,048,618,788 % of total share capital: 55.11%		
Encumbered shares as a % of promoter shareholding	As on date, VHML II holds 18,50,00,000 equity shares of VEDL representing 4.98% of VEDL's paid up equity share capital. Such shareholding of VHML II constitutes ~9% of the aggregate shareholding of the members of the promoter and promoter group ("Promoter Group") in VEDL. As on date, 99.99% of the shareholding of the Promoter Group in VEDL is subject to encumbrance.		
Whether encumbered share is 50% or more of promoter shareholding	YES / NO As on date, VHML II holds 18,50,00,000 equity shares of VEDL representing 4.98% of VEDL's paid up equity share capital. Such shareholding of VHML II constitutes ~9% of the aggregate shareholding of the members of the promoter and promoter group ("Promoter Group") in VEDL. As on date, 99.99% of the shareholding of the promoter Group in VEDL is subject to encumbrance.		
Whether encumbered share is 20% or more of total share capital	YES / NO As on date, VHML II holds 18,50,00,000 equity shares of VEDL representing 4.98% of VEDL's paid up equity share capital. As on date, 99.99% of the shareholding of the promoter Group in VEDL is subject to encumbrance.		

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

	Encumbrance 1	Encumbrance 2	Encumbrance 3
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	As mentioned in the disclosure dated December 23, 2020	As mentioned in the disclosure dated December 28, 2020	Conditions in the nature of encumbrance. Please refer to the BODR below.
No. and % of shares encumbered	No. of shares: 1,86,34,58,132 % of total share capital: 90.13%	No. of shares: 1,04,84,58,132 % of total share capital: 51.11%	No. of shares: 18,50,00,000 % of total share capital: 4.98%
Specific details about shares encumbered (s)	Citicorp International Limited (as a trustee for the holders of Bonds).	OCM Verso XI Investment Pte. Ltd. (as security agent)	Citicorp International Limited (as a trustee for the holders of Bonds).
	(Date of creation of encumbrance: December 21, 2020)	(Date of creation of encumbrance: December 23, 2020)	(Date of creation of encumbrance: December 24, 2020)

<p>the encumbrance</p>	<p>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.</p>	<p>YES/ NO Citicorp International Limited (as a trustee for the holders of bonds).</p>	<p>YES/ NO OCM Verde XI Investment Pte. Ltd. (as security agent) ("OCM")</p>	<p>YES/ NO Citicorp International Limited (as trustee for the holders of the bonds). Please refer to the NOTE below.</p>
<p>Names of all other entities in the agreement</p>	<p>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.</p>	<p>As mentioned in the disclosure dated December 23, 2020</p> <p>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, 11.875% Guaranteed Senior Bonds due 2024 3. Whether the debt instrument is listed on stock exchange? Yes, SGX-ST 4. Credit Rating of the debt instrument: B- by S&P 5. ISM of the instrument: Regulation 5 Bonds: US996C7MAA00 Rule 144A Bonds: US92210DXA030</p>	<p>As mentioned in the disclosure dated December 28, 2020</p> <p>YES/NO If yes, 1. Name of the issuer: VML II 2. Details of the debt instrument: US\$ 400,000,000 notes of nominal value US \$1 ("Webster") 3. Whether the debt instrument is listed on stock exchange? No 4. Credit Rating of the debt instrument: Not applicable 5. ISM of the instrument: Not applicable</p>	<p>As mentioned in the disclosure dated December 23, 2020.</p> <p>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, 11.875% Guaranteed Senior Bonds due 2024 3. Whether the debt instrument is listed on stock exchange? Yes, SGX-ST 4. Credit Rating of the debt instrument: B- by S&P 5. ISM of the instrument: Regulation 5 Bonds: US996C7MAA00 Rule 144A Bonds: US92210DXA030</p>
<p>Security Cover / Asset Cover</p>	<p>Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B</p>	<p>Not applicable Not applicable Not applicable</p>	<p>Not applicable Not applicable Not applicable</p>	<p>Not applicable. Please refer to the NOTE below. Not applicable. Please refer to the NOTE below. Not applicable. Please refer to the NOTE below.</p>
<p>End money use of</p>	<p>Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and/PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (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 ("VRL") outstanding 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twin Star Holdings Limited ("Twinstar") or Webster Trading Limited ("Webster") and/or for acquisition of equity shares of Indian subsidiary(ies) of VRL by Twinstar/Webster, if decided and in accordance with applicable laws.</p>	<p>The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VEDL by VML; B; (b) payment of any fees, costs and expenses in connection with the transactions contemplated, and (c) any other purpose that may be expressly agreed by OCM.</p>	<p>The funds raised will be used to fund the tender offer for any and all of VRL's outstanding 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twinstar or Webster and/or for acquisition of equity shares of Indian subsidiary(ies) of VRL by Twinstar/Webster, if decided and in accordance with applicable laws.</p>

NOTE: We refer to our earlier disclosure dated December 21, 2020 ("Earlier Disclosure") in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over our shareholding in VTDL in favour of Citicorp International Limited ("Citicorp") who is acting as the trustee for the holders of US\$1,000,000,000 13.875% Guaranteed Senior Bonds due 2024 issued by the Vedanta Resources Finance & FIC on December 21, 2020 ("Bonds"). The encumbrance created was pursuant to the conditions under the terms and conditions of the Bonds ("TBACS").

On December 24, 2020, one of the subsidiaries of VRL namely, VTMIL, acquired 185,000,000 equity shares of VTDL representing 4.98% of the equity share capital of VTDL. In this context, in view of the conditions under TBACS and the definition of "encumbrance" under the Takeover Regulations, the aforesaid equity shares acquired by VTMIL, is not likely to be considered as encumbered in favour of Citicorp. Accordingly, this disclosure is being made by VRL (on behalf of its subsidiary i.e., VTMIL) in relation to creation of encumbrance over the aforesaid equity shares of VTDL, acquired by VTMIL. This encumbrance on the shareholding in VTDL (of VRL and its subsidiaries) is in addition to the earlier encumbrance disclosed on December 21, 2020.



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

Place: London, UK

Date: 29th December 2020



Vedanta Resources Limited
30 Berkeley Square
London, W1J 6EX

Tel: +44 (0) 20 7499 5000
Fax: +44 (0) 20 7491 8000
www.vedantaresources.com

Date: February 26, 2021

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, Twin Star Holdings Limited and Vedanta Holdings Mauritius II Limited.

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.

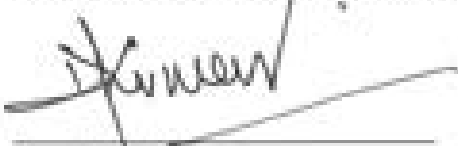
The enclosed disclosure is being made under Regulation 31 of Takeover Regulations read with Securities and Exchange Board of India's circulars dated August 5, 2015, bearing reference no. CIR/CFD/POLICYCELL/3/2015 and August 7, 2019, bearing reference no. SEBI/HQ/CFD/DCR1/CIR/P/2019/90 in relation to 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
Authorised Signatory

Encl:

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

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

ANNEXURE - 1

Disclosure by the Promoter to the stock exchanges and to the Target Company for encumbrance of shares / Issuance of encumbrance/ release of encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2002												
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 ADRs										
Date of reporting		February 26, 2021										
Names of the promoter or PAC, on whose shares encumbrance has been created/ released/ involved		<ol style="list-style-type: none"> 1. FINSIDE INTERNATIONAL COMPANY LIMITED 2. WESTGLOBE LIMITED 3. WELTER TRADING LIMITED 4. TWIN STAR HOLDINGS LIMITED 5. VEDANTA HOLDINGS MAURITIUS II LIMITED 										
Details of the creation of encumbrance:												
Name of the promoter(s) or PACs with name*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post-event holding of encumbered shares (creation [(2)+(1)] - release [(1)-(2)] + invocations [(1)-(2)])
	Number	% of total share capital	Number	% of total share capital	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance (a)**	Number	% of share capital	Name of the entity in whose favour shares encumbered (a*)	Number	% of total share capital	
Pravin Agarwal	18,660	0	Nil	Nil	-	-	-	-	-	-	-	-
Suman Didiwala	87,606	0	Nil	Nil	-	-	-	-	-	-	-	-
Anil Agarwal	36,300	0	Nil	Nil	-	-	-	-	-	-	-	-
Sushil Moody	18,000	0	Nil	Nil	-	-	-	-	-	-	-	-
Anil Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Vedvati Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Manoj Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Kiran Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Agneesh Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Pooja Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Pooja Agarwal	-	-	-	-	-	-	-	-	-	-	-	-
Hare Krishna Packaging Private Limited	-	-	-	-	-	-	-	-	-	-	-	-
Srinifa Metals Rolling Mills Private Limited	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Limited	-	-	-	-	-	-	-	-	-	-	-	-
Finside International	40,14,96,480	10.80	40,14,96,480	10.80	Creation	-	-	-	First Abu Dhabi Bank	40,14,96,480	10.80	40,14,96,480

Handwritten mark/signature

Company Limited	4,43,43,139	1.19	4,43,43,139	1.19	4,43,43,139	1.19	Creation	February 24, 2021	Others, Please refer to the Note below.	Please refer to the Note below.	4,43,43,139	1.19	4,43,43,139	1.19	PFSC	4,43,43,139	1.19	
Westglobe Limited	3,82,41,056	1.03	3,82,41,056	1.03	3,82,41,056	1.03	Creation				3,82,41,056	1.03	3,82,41,056	1.03	Please refer to the Note below.	3,82,41,056	1.03	
Welter Trading Limited	1,37,93,77,457	37.11	1,37,93,77,457	37.11	1,37,93,77,457	37.11	Creation				1,37,93,77,457	37.11	1,37,93,77,457	37.11		1,37,93,77,457	37.11	
Twinstar Holdings Limited	18,50,00,000	4.98	18,50,00,000	4.98	18,50,00,000	4.98	Creation				18,50,00,000	4.98	18,50,00,000	4.98		18,50,00,000	4.98	
Vedanta Holdings Mauritius II Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Holdings Mauritius Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Holdings Jersey Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Blackor Holding Limited, Cyprus	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Cyprus Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Holdings Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Finance UK Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Monte Carlo NV Netherland Antilles	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Volcan Investments Cyprus Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Finance Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Finance II Plc	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Avil Agarwal Discretionary Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Conclave PTC Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Volcan Investments Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	2,04,86,18,788	55.11	2,04,84,58,132	55.11	2,04,84,58,132	55.11	-	-	-	-	2,04,84,58,132	55.11	2,04,84,58,132	55.11	-	2,04,84,58,132	55.11	

Note:

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 on 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.



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

Place: London

Date: 26/02/2021

*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.

ANNEXURE - II

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 ADR
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 5. VEDANTA HOLDINGS MAJORITY II LIMITED
Total promoter shareholding in the listed company	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%
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	Encumbrance 2	Encumbrance 3
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	(Date of creation of encumbrance: Dec 23, 2020 and Dec 24, 2020) As mentioned in the disclosures dated 23 December 2020 and 29 December 2020.	(Date of creation of encumbrance: Dec 23, 2020 and Dec 24, 2020) As mentioned in the disclosure dated 28 December 2020 read with restated Annexure I disclosed on 22 February 2021.	(Date of creation of encumbrance: Feb 24, 2021) Conditions in the nature of encumbrance. Please refer to the Note below.
No. and % of shares encumbered	No. of shares: 2,04,84,58,132 % of total share capital: 55.11% Note: This includes (a) encumbrance on 1,86,34,58,132 shares representing 50.13% of the total share capital, as disclosed on 23 December 2020, and (b) encumbrance on additional 18,50,00,000 shares representing 4.98% of the total share capital, as disclosed on 29 December 2020.	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%
Specific details about the encumbrance	Clicorp International Limited (as trustee for the holders of the Bonds)	OCM Verde 30 Investment Pte. Ltd. (as security agent)	First Abu Dhabi Bank PJSC (as facility agent on behalf of Finance Parties)

Handwritten signature

	<p>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.</p>	YES/ NO Citicorp International Limited (as trustee for the holders of the Bonds)	YES/ NO OCOM Verde XI Investment Pte. Ltd. (as security agent) ("OCOM")	YES/ NO First Abu Dhabi Bank PJSC (as facility agent on behalf of Finance Parties) Please refer to the MOIS below.
	<p>Names of all other entities in the agreement</p>	As mentioned in the disclosure dated 23 December 2020 and 29 December 2020	As mentioned in the disclosure dated 28 December 2020	Please refer to the MOIS below.
	<p>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</p>	<p>YES/NO If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Resources Finance II Plc Details of the debt instrument: US \$1,000,000,000, 1.9875% Guaranteed Senior Bonds due 2024 Whether the debt instrument is listed on stock exchanges?: Yes, SOX-ST Credit Rating of the debt instrument: B- by S&P ISIN of the instrument: Regulation S Bonds: US99243DAD00 Rule 144A Bonds: US99243DAD30 	<p>YES/NO If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Holdings Mauritius II Limited ("VHML II") Details of the debt instrument: upto US\$ 1,000,000,000 notes of nominal value US \$1 ("Notes") Whether the debt instrument is listed on stock exchanges?: No Credit Rating of the debt instrument: Not Applicable ISIN of the instrument: Not Applicable 	<p>YES/ NO: If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable
<p>Security Cover / Asset Cover</p>	<p>Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B</p>	Not applicable.	Not applicable.	Not applicable.
<p>End money use of</p>	<p>Borrowed amount to be utilized for what purpose - (a) Personal use by promoters and PACS (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)</p>	<p>Not applicable.</p> <p>The funds raised will be used to fund the tender offer for any and all of Vedanta Resources Limited's ("VRL") outstanding US\$ 900 million 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twin Star Holdings Limited ("Twinstar") or Welter Trading Limited ("Welter") and/or for acquisition of</p>	<p>Not applicable.</p> <p>The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VED, by Vedanta Holdings Mauritius II Limited; (b) payment of any fees, costs and expenses in connection with the transactions contemplated, and (c) any other purpose that may be expressly agreed by OCM.</p>	<p>Not applicable.</p> <p>The Borrower shall apply amounts borrowed by it under the Facilities towards a) funding the consideration payable for the acquisition of shares of Vedanta Limited under the voluntary open offer announced on 9 January 2021, b) payment of any fees, costs and expenses in connection with the transactions contemplated and c) any</p>

		equity shares of Vedanta Subidiary(ies) of VRL by Truststar/Welter, if decided and in accordance with applicable laws.	other purpose expressly agreed by the Agent (acting on the instructions of all Lenders).
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Note:

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 on 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.

■ This Facility was increased from US\$ 400,000,000 notes of nominal value US\$ 1 (as reported in disclosure dated December 28, 2020) to US\$ 1,000,000,000 notes of nominal value US \$1


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

Place: LONDON
 Date: 26/02/2024.

Date: March 15, 2021

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: corp.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, Twin Star Holdings Limited and Vedanta Holdings Mauritius II Limited.

Vedanta Resources Finance II plc ("Issuer") has issued US \$ 1,200,000,000, 8.95% percent guaranteed senior bonds due 2025 ("Bonds") on March 11, 2021. In relation to the Bonds, a trust deed dated March 11, 2021 has been executed between 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 members 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 ("T&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 March 11, 2025); (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 T&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. 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
Authorised Signatory

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



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

Place: London, UK

Date: 15th March 2021

*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.

ANNEXURE - II

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

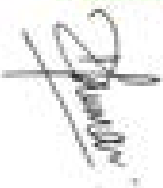
Name of listed company	Vedanta Limited ("VEDL")			
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange for ADRs			
Name of the promoter(s) / P/ACs whose shares have been encumbered	<ol style="list-style-type: none"> 1. FINSIDER INTERNATIONAL COMPANY LIMITED 2. WESTGLOBE LIMITED 3. WELTER TRADING LIMITED 4. TWIN STAR HOLDINGS LIMITED 5. VEDANTA HOLDINGS MAURITIUS II LIMITED 			
Total promoter shareholding in the listed company	No. of shares: 2,04,86,18,788 % of total share capital: 55.11%			
Encumbered shares as a % of promoter shareholding	99.99%			
Whether encumbered share is 50% or more of promoter shareholding	YES /NAO			
Whether encumbered share is 20% or more of total share capital	YES /NAO			

DETAILS OF ALL THE EXISTING FINANCY AGREEMENTS PERTAINING TO ENCUMBRANCE

Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: Dec 21, 2020 and Dec 24, 2020)	Encumbrance 2 (Date of creation of encumbrance: Dec 23, 2020 and Dec 24, 2020)	Encumbrance 3 (Date of creation of encumbrance: Feb 24, 2021)	Encumbrance 4 (Date of creation of encumbrance: March 11, 2021)
No. and % of shares encumbered	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%	No. of shares: 2,04,84,58,132 % of total share capital: 55.11%
	As mentioned in the disclosures dated 23 December 2020 and 29 December 2020.	As mentioned in the disclosure dated 28 December 2020 read with related Annexure 1 disclosed on 22 February 2021.	As mentioned in the disclosure dated February 26, 2021.	Conditions in the nature of encumbrance: Please refer to the Notes below.
	Note: This includes (a) encumbrance on 1,86,34,58,132 shares representing 50.13% of the total share capital, as disclosed on 23 December 2020; and (b) encumbrance on additional 18,50,00,000 shares representing 4.98% of the total share capital, as disclosed on 29 December 2020.			



Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (a)	Citicorp International Limited (as trustee for the holders of the Bonds)	OCM Verde XI Investment Pte. Ltd (as security agent)	First Abu Dhabi Bank PJSC (as facility agent on behalf of Finance Parties)	Citicorp International Limited (as trustee for the holders of the Bonds)
<p>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.</p> <p>Names of all other entities in the agreement</p>	<p>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.</p> <p>Names of all other entities in the agreement</p>	<p>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.</p> <p>Names of all other entities in the agreement</p>	<p>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.</p> <p>Names of all other entities in the agreement</p>	<p>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.</p> <p>Names of all other entities in the agreement</p>	
<p>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</p>	<p>As mentioned in the disclosure dated 23 December 2020 and 29 December 2020</p>	<p>As mentioned in the disclosure dated 28 December 2020</p>	<p>As mentioned in the disclosure dated February 26, 2021.</p>	<p>Please refer to the <u>BSGE</u> below.</p>	
<p>Value of shares on the date of event / agreement (A)</p> <p>Amount invested (against which shares have been encumbered) (B)</p>	<p>Not applicable.</p> <p>Not applicable.</p>	<p>Not applicable.</p> <p>Not applicable.</p>	<p>Not applicable.</p> <p>Not applicable.</p>	<p>Not applicable.</p> <p>Not applicable.</p>	
<p>Security</p>	<p>Not applicable.</p>	<p>Not applicable.</p>	<p>Not applicable.</p>	<p>Not applicable.</p>	



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

Corcorp is acting as trustee for the holders of the Bonds. As per the terms and conditions of the Bonds ("TRGS"), 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 March 11, 2025); (c) Twintar and Weiber 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 TRGS, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the Takeover Regulations.

NOTE
 Vedanta Resources Finance II plc ("Issuer") has issued US \$ 1,200,000,000, 8.95% percent guaranteed senior bonds due 2025 ("Bonds") on March 11, 2021. In relation to the Bonds, a trust deed dated March 11, 2021 has been executed between Corcorp, the issuer, Vedanta Resources Limited ("VRL"), Twin Star Holdings Limited ("Twintar") and Weiber Trading Limited ("Weiber"). The issuer, VRL, Twin Star and Weiber (collectively, "Promoter Group Entities") are members of the promoter and promoter group of VEDL.

End money use of	Ratio of A / B	Not applicable.	Not applicable.	Not applicable.	Not applicable
Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and P&Cs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	The funds raised will be used to fund the tender offer for any and all of Vedanta Resources Limited's ("VRL") outstanding US\$ 900 million 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL. Twin Star Holdings Limited ("Twintar") or Weiber Trading Limited ("Weiber") and/or for acquisition of equity shares of Indian Subsidiary(ies) of VRL by Twintar/Weiber, if decided and in accordance with applicable laws.	The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VEDL by Vedanta Holdings Mauritius II Limited; (b) payment of any fees, costs and expenses in connection with the transactions contemplated; and (c) any other purpose that may be expressly agreed by OCM.	The Borrower shall apply amounts borrowed by it under the facilities towards a) funding the consideration payable for the acquisition of shares of Vedanta Limited under the voluntary open offer announced on 9 January 2021, b) payment of any fees, costs and expenses in connection with the transactions contemplated and c) any other purpose expressly agreed by the Agent (acting on the instructions of all lenders).	The proceeds of the Bonds may be used for acquisition of equity shares of Indian subsidiary(ies) of VRL, if decided and in accordance with applicable laws. Any remaining proceeds will be used to service the existing indebtedness of identified entities belonging to the promoter and promoter group of VEDL, and (subject to certain cap) to meet expenses of such entities.	

VEDANTA HOLDINGS MAURITIUS II LIMITED
C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius

December 24, 2020

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001
E-mail: corp.relations@bseindia.com

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 3rd Floor
Plot No.3-1"G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

The Company Secretary
Vedanta Limited
1st Floor, 'C' Wing Unit 103
Corporate Avenue, Atul Projects
Chakala, Andheri (E)
Mumbai 400093
E-mail: comp.sect@vedanta.co.in

Attn: Prerna Halwasiya

Dear Madam,

Sub.: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

This is to inform you that we, Vedanta Holdings Mauritius II Limited, have purchased 185,000,000 equity shares aggregating to 4.98 % of the equity share capital of Vedanta Limited, on 24 December, 2020, through a bulk deal on the stock exchanges.


In compliance with Regulation 29(2) of the Takeover Regulations, we are hereby notifying the information regarding the above purchase of shares made by us on 24 December, 2020. As required under Regulation 29(3) of the SEBI Takeover Regulations, we are informing you about the said purchase within 2 working days of such purchase.

Enclosed is the report in the format as prescribed by SEBI. The above is for your information and records.

Kindly acknowledge receipt.

Yours faithfully,

For and on behalf of **Vedanta Holdings Mauritius II Limited**



Authorised Signatory
Name: Shakill Ahmad Toorabally
Designation: Director

VEDANTA HOLDINGS MAURITIUS II LIMITED

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Vedanta Limited (“ Target Company ”)		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: 1. Vedanta Holdings Mauritius II Limited PACs: 1. Finsider International Company Limited 2. Westglobe Limited 3. Welter Trading Limited 4. Twinstar Holdings Limited 5. Vedanta Resources Limited, UK 6. Richter Holding Limited, Cyprus 7. Vedanta Resources Cyprus Limited 8. Vedanta Resources Holdings Limited 9. Vedanta Finance UK Limited 10. Monte Cello NV (MCNV) Netherland Antilles 11. Vedanta Holdings Mauritius Limited 12. Vedanta Holdings Jersey Limited 13. Volcan Investments Cyprus Limited 14. Vedanta Resources Finance Limited 15. Vedanta Resources Finance II Plc 16. Anil Agarwal Discretionary Trust 17. Conclave PTC Limited 18. Volcan Investments Limited 19. Pravin Agarwal 20. Suman Didwania 21. Ankit Agarwal 22. Sakshi Mody 23. Anil Agarwal 24. Vedvati Agarwal 25. Navin Agarwal 26. Kiran Agarwal 27. Agnivesh Agarwal 28. Priya Agarwal 29. Pratik Agarwal 30. Hare Krishna Packaging Pvt Limited 31. Sterlite Metals Rolling Mills Pvt Limited		
3.	Whether the acquirer belongs to Promoter/ Promoter group	Yes, the acquirer is part of promoter group of the Target Company.		
4.	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		
5.	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(**)

VEDANTA HOLDINGS MAURITIUS II LIMITED

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius

(i)	Before the acquisition under consideration, holding:			
	a) Shares carrying voting rights: Acquirer: 1. Vedanta Holdings Mauritius II Limited	-	-	-
	PACs: 1. Finsider International Company Limited	401,496,480	10.80%	10.80%
	2. Westglobe Limited	44,343,139	1.19%	1.19%
	3. Welter Trading Limited	38,241,056	1.03%	1.03%
	4. Twinstar Holdings Limited	1,379,377,457	37.11%	37.11%
	5. Vedanta Resources Limited, UK	-	-	-
	6. Richter Holding Limited, Cyprus	-	-	-
	7. Vedanta Resources Cyprus Limited	-	-	-
	8. Vedanta Resources Holdings Limited	-	-	-
	9. Vedanta Finance UK Limited	-	-	-
	10. Monte Cello NV (MCNV) Netherland Antilles	-	-	-
	11. Vedanta Holdings Mauritius Limited	-	-	-
	12. Vedanta Holdings Jersey Limited	-	-	-
	13. Volcan Investments Cyprus Limited	-	-	-
	14. Vedanta Resources Finance Limited	-	-	-
	15. Vedanta Resources Finance II Plc	-	-	-
	16. Anil Agarwal Discretionary Trust	-	-	-
	17. Conclave PTC Limited	-	-	-
	18. Volcan Investments Limited	-	-	-
	19. Pravin Agarwal	18,660	0.00%	0.00%
	20. Suman Didwania	87,696	0.00%	0.00%
	21. Ankit Agarwal	36,300	0.00%	0.00%
	22. Sakshi Mody	18,000	0.00%	0.00%
	23. Anil Agarwal	-	-	-
	24. Vedvati Agarwal	-	-	-
	25. Navin Agarwal	-	-	-
	26. Kiran Agarwal	-	-	-
	27. Agnivesh Agarwal	-	-	-
	28. Priya Agarwal	-	-	-
	29. Pratik Agarwal	-	-	-
	30. Hare Krishna Packaging Pvt Limited	-	-	-
	31. Sterlite Metals Rolling Mills Pvt Limited	-	-	-
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
	c) Voting rights (VR) otherwise than by shares	-	-	-
	d) Warrants/ convertible securities / any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
	e) Total (a+b+c+d)	1,863,618,788	50.14%	50.14%
(ii)	Details of acquisition/ sale			

VEDANTA HOLDINGS MAURITIUS II LIMITED

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius

a) Shares carrying voting rights acquired/ held : Acquirer:			
1. Vedanta Holdings Mauritius II Limited	185,000,000	4.98%	4.98%
PACs:			
1. Finsider International Company Limited	-	-	-
2. Westglobe Limited	-	-	-
3. Welter Trading Limited	-	-	-
4. Twinstar Holdings Limited	-	-	-
5. Vedanta Resources Limited, UK	-	-	-
6. Richter Holding Limited, Cyprus	-	-	-
7. Vedanta Resources Cyprus Limited	-	-	-
8. Vedanta Resources Holdings Limited	-	-	-
9. Vedanta Finance UK Limited	-	-	-
10. Monte Cello NV (MCNV) Netherland Antilles	-	-	-
11. Vedanta Holdings Mauritius Limited	-	-	-
12. Vedanta Holdings Jersey Limited	-	-	-
13. Volcan Investments Cyprus Limited	-	-	-
14. Vedanta Resources Finance Limited	-	-	-
15. Vedanta Resources Finance II Plc	-	-	-
16. Anil Agarwal Discretionary Trust	-	-	-
17. Conclave PTC Limited	-	-	-
18. Volcan Investments Limited	-	-	-
19. Pravin Agarwal	-	-	-
20. Suman Didwania	-	-	-
21. Ankit Agarwal	-	-	-
22. Sakshi Mody	-	-	-
23. Anil Agarwal	-	-	-
24. Vedvati Agarwal	-	-	-
25. Navin Agarwal	-	-	-
26. Kiran Agarwal	-	-	-
27. Agnivesh Agarwal	-	-	-
28. Priya Agarwal	-	-	-
29. Pratik Agarwal	-	-	-
30. Hare Krishna Packaging Pvt Limited	-	-	-
31. Sterlite Metals Rolling Mills Pvt Limited	-	-	-
b) VRs acquired /sold otherwise than by shares	-	-	-
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	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer	-	-	-
e) Total (a+b+c+d)	185,000,000	4.98%	4.98%

VEDANTA HOLDINGS MAURITIUS II LIMITED

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius

(iii)	After the acquisition/ sale , holding of:			
	a) Shares carrying voting rights:			
	Acquirer:			
	1. Vedanta Holdings Mauritius II Limited	185,000,000	4.98%	4.98%
	PACs:			
	1. Finsider International Company Limited	401,496,480	10.80%	10.80%
	2. Westglobe Limited	44,343,139	1.19%	1.19%
	3. Welter Trading Limited	38,241,056	1.03%	1.03%
	4. Twinstar Holdings Limited	1,379,377,457	37.11%	37.11%
	5. Vedanta Resources Limited, UK	-	-	-
	6. Richter Holding Limited, Cyprus	-	-	-
	7. Vedanta Resources Cyprus Limited	-	-	-
	8. Vedanta Resources Holdings Limited	-	-	-
	9. Vedanta Finance UK Limited	-	-	-
	10. Monte Cello NV (MCNV) Netherland Antilles	-	-	-
	11. Vedanta Holdings Mauritius Limited	-	-	-
	12. Vedanta Holdings Jersey Limited	-	-	-
	13. Volcan Investments Cyprus Limited	-	-	-
	14. Vedanta Resources Finance Limited	-	-	-
	15. Vedanta Resources Finance II Plc	-	-	-
	16. Anil Agarwal Discretionary Trust	-	-	-
	17. Conclave PTC Limited	-	-	-
	18. Volcan Investments Limited	-	-	-
	19. Pravin Agarwal	18,660	0.00%	0.00%
	20. Suman Didwania	87,696	0.00%	0.00%
	21. Ankit Agarwal	36,300	0.00%	0.00%
	22. Sakshi Mody	18,000	0.00%	0.00%
	23. Anil Agarwal	-	-	-
	24. Vedvati Agarwal	-	-	-
	25. Navin Agarwal	-	-	-
	26. Kiran Agarwal	-	-	-
	27. Agnivesh Agarwal	-	-	-
	28. Priya Agarwal	-	-	-
	29. Pratik Agarwal	-	-	-
	30. Hare Krishna Packaging Pvt Limited	-	-	-
	31. Sterlite Metals Rolling Mills Pvt Limited	-	-	-
	b) Shares encumbered with the acquirer	-	-	-
	c) VRs otherwise than by shares	-	-	-
	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) after acquisition	-	-	-
	e) Total (a+b+c+d)	2,048,618,788	55.11%	55.11%
6.	Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment / inter-se transfer etc.)	Acquisition through a bulk deal on the stock exchange		
7.	Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 24, 2020		

VEDANTA HOLDINGS MAURITIUS II LIMITED

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius

8.	Equity share capital /total voting capital of the TC before the said acquisition/ sale	Number of Equity Shares: 3,717,196,639 (Face value of Rs. 1/- per equity share)
9.	Equity share capital/total voting capital of the TC after the said acquisition/-sale	Number of Equity Shares: 3,717,196,639 (Face value of Rs. 1/- per equity share)
10.	Total diluted share/voting capital of the TC after the said acquisition.	Number of Equity Shares: 3,717,196,639 (Face value of Rs. 1/- per equity share)

(*) 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.

For and on behalf of **Vedanta Holdings Mauritius II Limited**



Authorised Signatory

Name: Shakill Ahmad Toorabally

Designation: Director

Date: December 24, 2020

Place: Ebene, Republic of Mauritius



Finsider International Co. Ltd.
4th Floor, 30 Berkeley Square
London, W1J 6EX
Tel: +44 (0) 20 7499 5900
Fax: +44 (0) 20 7491 8440
www.vedantaresources.com

Date: April 8, 2021

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

The Company Secretary

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

Sub: Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular no. CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as on March 31, 2021.

Please take the same on record.

Thanking you.

Yours faithfully,

For Finsider International Company Limited

A handwritten signature in black ink, appearing to read "Humar", written over a horizontal line.

Authorised Signatory



Finsider International Co. Ltd.
 4th Floor, 30 Berkeley Square
 London, W1J 6EX
 Tel: +44 (0) 20 7499 5900
 Fax: +44 (0) 20 7491 8440
 www.vedantaresources.com

Disclosure under Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; and 2. National Stock Exchange of India Limited 3. New York Stock Exchange, American Depository Shares		
3. Particulars of the shareholder(s): a. Name of person(s) together with Person Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Finsider International Company Limited (AABCF7882P)		
4. Particulars of the shareholding of persons mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
5. As on March 31 of the year 2021, holding of:			
a) Shares	40,14,96,480	10.80%	10.80%
b) Voting Rights (otherwise than by shares)			
c) Warrants,			
d) Convertible Securities			
e) any other instrument that would entitle the holder to receive shares in the TC.			
Total	40,14,96,480	10.80%	10.80%

For Finsider International Company Limited
Authorised Signatory

Place: London
 Date: April 8, 2021



Finsider International Co. Ltd.
4th Floor, 30 Berkeley Square
London, W1J 6EX
Tel: +44 (0) 20 7499 5900
Fax: +44 (0) 20 7491 8440
www.vedantaresources.com

Part B **

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Finsider International Company Limited

Authorised Signatory

Place: London
Date: April 8, 2021

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

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



Finsider International Co. Ltd.
4th Floor, 30 Berkeley Square
London, W1J 6EX
Tel: +44 (0) 20 7499 5900
Fax: +44 (0) 20 7491 8440
www.vedantaresources.com

Date: April 8, 2021

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

**The Audit & Risk Management Committee of
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(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”)

Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2019, we hereby confirm that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the Financial Year 2020-21 in the Target Company ie Vedanta Limited.

Kindly take the above on record.

Thanking you
Yours faithfully

For Finsider International Company Limited

A handwritten signature in black ink, appearing to read "Pranav".

Authorised Signatory

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street, Port Louis 11324, Mauritius
Tel: +230 212 9800 – Fax: +230 212 9833

Date: April 05, 2021

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

E-mail: takeover@nse.co.in

The Company Secretary

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

Sub: Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular no. CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as on March 31, 2021.

Please take the same on record.

Thanking you.

Yours faithfully,
For Westglobe Limited



Authorized Signatory

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street, Port Louis 11324, Mauritius
Tel: +230 212 9800 – Fax: +230 212 9833

Disclosure under Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; 2. National Stock Exchange of India Limited 3. New York Stock Exchange, American Depository Shares		
3. Particulars of the shareholder a. Name of person(s) together with Person Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Westglobe Limited (AAACW7091G)		
4. Particulars of the holding of persons mentioned at (3) above	Number of shares	% w.r.t total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As on March 31 of the year 2021, holding of: a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) any other instrument that would entitle the holder to receive shares in the TC.	4,43,43,139	1.19%	1.19%
Total	4,43,43,139	1.19%	1.19%

For Westglobe Limited



Authorised Signatory

Place: Port Louis, Mauritius

Date: April 08, 2021

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street, Port Louis 11324, Mauritius
Tel: +230 212 9800 – Fax: +230 212 9833

Part B **

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Westglobe Limited



Authorised Signatory

Place: Port Louis, Mauritius

Date: April 08, 2021

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(**) 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.

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

Westglobe Limited

C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street, Port Louis 11324, Mauritius
Tel: +230 212 9600 – Fax: +230 212 9633

Date: April 08, 2021

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: takeovers@nse.co.in

**The Audit & Risk Management Committee of
Vedanta Limited**

1st Floor, 'C' Wing, Unit 103, Corporate Avenue,
Atul Projects, Chakala, Andheri (East),
Mumbai, Maharashtra, 400059
E-mail: comp_sec@vedanta.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations")

Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2019, we hereby confirm that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the Financial Year 2020-21 in the Target Company, i.e Vedanta Limited.

Kindly take the above on record.

Thanking you
Yours faithfully
For Westglobe Limited



Authorized Signatory

Vedanta Holdings Mauritius II Limited

C/o Amicorp (Mauritius) Limited
6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius
Tel: 230 4040200 / Fax: 230 4040201

Date: April 02, 2021

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

The Company Secretary

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

Sub: Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular no. CIR/CFD/POLICYCELL/5/2014 dated August 25, 2014, please find enclosed herewith the Annual Disclosure as on March 31, 2021.

Please take the same on record.

Thanking you.

Yours faithfully,

For Vedanta Holdings Mauritius II Limited



Rajiv Manoj



Authorised Signatory


Vedanta Holdings Mauritius II Limited
 C/o Amicorp (Mauritius) Limited
 6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius
 Tel: 230 4040200 / Fax: 230 4040201

Disclosure under Regulation 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Shareholding

1. Name of the Target Company (TC)	Vedanta Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited; 2. National Stock Exchange of India Limited 3. New York Stock Exchange, American Depository Shares		
3. Particulars of the shareholder a. Name of person(s) together with Person Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Vedanta Holdings Mauritius II Limited (AAHCV4933B)		
4. Particulars of the holding of persons mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As on March 31 of the year 2021, holding of: a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) any other instrument that would entitle the holder to receive shares in the TC.	185,000,000	4.98%	4.98%
Total	185,000,000	4.98%	4.98%

For Vedanta Holdings Mauritius II Limited


Rajiv Manwar



Authorised Signatory
 Place: Mauritius
 Date: April 02, 2021

Vedanta Holdings Mauritius II Limited
C/o Amicorp (Mauritius) Limited
6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius
Tel: 230 4040200 / Fax: 230 4040201

Part B **

Name of the Target Company: Vedanta Limited

Name (s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter Group	PAN of the person and PACs
Nil	Nil	Nil

For Vedanta Holdings Mauritius II Limited



Rajiv Manoj



Authorised Signatory

Place: Mauritius

Date: April 02, 2021

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

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

Vedanta Holdings Mauritius II Limited
C/o Amicorp (Mauritius) Limited
6th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius
Tel: 230 4040200 / Fax: 230 4040201

Date: April 02, 2021

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

The Audit & Risk Management Committee of

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(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”)

Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2019, we hereby confirm that we have not made any encumbrance, directly or indirectly, other than those already disclosed during the Financial Year 2020-21 in the Target Company ie Vedanta Limited.

Kindly take the above on record.

Thanking you
Yours faithfully

For Vedanta Holdings Mauritius II Limited



Rajiv Mangar



Authorised Signatory

April 19, 2021

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai: 400001
E-mail: corp.relations@bseindia.com

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 3rd Floor
Plot No.3-1“G” Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

The Company Secretary
Vedanta Limited
1st Floor, ‘C’ Wing Unit 103
Corporate Avenue, Atul Projects
Chakala, Andheri (E)
Mumbai 400093
E-mail: comp.sect@vedanta.co.in
Attn: Purna Halwasiya

Dear Sir / Madam,

Sub.: Disclosure in terms of Regulation 29 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

Vedanta Resources Limited (“Acquirer”) along with Twin Star Holdings Limited (“PAC 1”), Vedanta Holdings Mauritius Limited (“PAC 2”) and Vedanta Holdings Mauritius II Limited (“PAC 3”), as persons acting in concert with the Acquirer, had made a voluntary open offer in accordance with Takeover Regulations for the acquisition of up to 651,000,000 equity shares of Vedanta Limited (“Equity Shares”), representing 17.51% of the voting share capital of Vedanta Limited (“VEDL”) at a price of INR 235 (Indian Rupees Two Hundred Thirty-Five only) per Equity Share (“Open Offer”).

Pursuant to the Open Offer, PAC 1, PAC 2 and PAC 3 acquired 241,443,115 Equity Shares, 107,342,705 Equity Shares and 25,445,341 Equity Shares, respectively, on April 16, 2021.

Accordingly, please find enclosed a disclosure under Regulation 29 (2) of the Takeover Regulations.

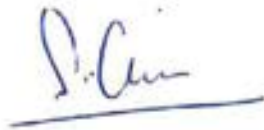
Kindly take the above on record.

Yours faithfully,
For and on behalf of Vedanta Resources Limited



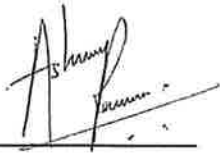
Deepak Kumar
Authorised Signatory

Yours faithfully,
for and on behalf of **TWIN STAR HOLDINGS LTD.**

A handwritten signature in blue ink, appearing to read 'S. Chendiah', is written above a horizontal line.

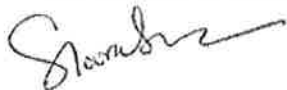
Sevan Chendiah
Authorised Signatory

**Yours faithfully,
For and on behalf of Vedanta Holdings Mauritius Limited**

A handwritten signature in black ink, appearing to read 'Ashwinee Ramsurrun', written over a horizontal line.

**Ashwinee Ramsurrun
Authorised Signatory**

Yours faithfully,
For and on behalf of Vedanta Holdings Mauritius II Limited



Shakill Ahmad Toorabally
Authorised Signatory

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Name of the Target Company (TC)	Vedanta Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1. Vedanta Resources Limited ("Acquirer"); 2. Twinstar Holdings Limited ("PAC 1"); 3. Vedanta Holdings Mauritius Limited ("PAC 2"); and 4. Vedanta Holdings Mauritius II Limited ("PAC 3" together with PAC 1 and PAC 2 to be referred as "PACs")		
Whether the acquirer belongs to Promoter/ Promoter group	Yes, the Acquirer and PACs are part of promoter group of the TC.		
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 AOS		
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 of:			
a) Shares carrying voting rights:***			
1. Acquirer	Nil**	Nil**	Nil**
2. PAC 1	1,379,377,457	37.11%	37.11%
3. PAC 2	Nil	Nil	Nil
4. PAC 3	185,000,000	4.98%	4.98%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ convertible securities / any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	1,564,377,457	42.08%	42.08%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold:			
1. Acquirer	Nil	Nil	Nil
2. PAC 1	241,443,115	6.50%	6.50%
3. PAC 2	107,342,705	2.89%	2.89%
4. PAC 3	25,445,341	0.68%	0.68%
b) VRs acquired /sold otherwise than by shares	-	-	-

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	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer	-	-	-
e) Total (a+b+c+d)	374,231,161	10.07%	10.07%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights: ⁽¹⁾			
1. Acquirer	Nil ⁽²⁾	Nil ⁽²⁾	Nil ⁽²⁾
2. PAC 1	1,620,820,572	43.60%	43.60%
3. PAC 2	107,342,705	2.89%	2.89%
4. PAC 3	210,445,341	5.66%	5.66%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
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) after acquisition	-	-	-
e) Total (a+b+c+d)	1,938,608,618	52.15%	52.15%
Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment / inter-se transfer etc.)	Acquisition pursuant to the voluntary open offer made by the Acquirer and PACs in accordance with Takeover Regulations.		
Date of acquisition /-sale of shares/ VR- or date of receipt of intimation of allotment of shares, whichever is applicable	April 16, 2021		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	Number of Equity Shares: 3,717,196,639 (Face value of Rs. 1/- per equity share)		
Equity share capital/total voting capital of the TC after the said acquisition/-sale	Number of Equity Shares: 3,717,196,639 (Face value of Rs. 1/- per equity share)		
Total diluted share/voting capital of the TC after the said acquisition.	Number of Equity Shares: 3,717,196,639 (Face value of Rs. 1/- per equity share)		

Notes:

- (1) The aggregate shareholding of the members of the promoter and promoter group of the TC before the acquisition under consideration was 2,048,681,788 equity shares of the TC ("Equity Shares") representing 55.11% of total share / voting capital / 55.11% of total diluted share / voting share capital of the TC.
- (2) The Acquirer does not hold any Equity Shares directly, however its subsidiaries namely, Insider International Company Limited, Westglobe Limited, Welter Trading Limited, PAC 1 and PAC 3, hold 401,496,480 Equity Shares (representing 10.80% of the equity share capital of the TC), 44,343,139 Equity Shares (representing 1.19% of the equity share capital of the TC), 38,241,056 Equity Shares (representing 1.03% of the equity share capital of the TC), 1,379,377,457 Equity Shares (representing 37.11% of the equity share capital of the TC) and 185,000,000 Equity Shares (representing 4.98% of the equity share capital of the TC), respectively.

- (3) *The aggregate shareholding of the members of the promoter and promoter group of the TC after the acquisition is 2,422,849,949 Equity Shares representing 65.18% of total share / voting capital / 65.18% of total diluted share / voting share capital of the TC*
- (*) *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.*

[Signature pages as follows]

Yours faithfully,
For and on behalf of Vedanta Resources Limited



Deepak Kumar
Authorised Signatory

Place: London
Date: 19th April 2021

Yours faithfully,
For and on behalf of TWIN STAR HOLDINGS LTD.

A handwritten signature in blue ink, appearing to read 'S. Cheraliah', is written above a horizontal line.

Sewin Cheraliah
Authorised Signatory

Place: Mauritius
Date: 19 April 2021

Yours faithfully,
For and on behalf of Vedanta Holdings Mauritius Limited

A handwritten signature in blue ink, appearing to read 'Ashwaneer Ramsumrun', written over a horizontal line.

Ashwaneer Ramsumrun
Authorised Signatory

Yours faithfully,
For and on behalf of Vedanta Holdings Mauritius II Limited



Shakil Ahmad Yooresally
Authorised Signatory

Date: April 19, 2021

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 ("VRL") in relation to creation of encumbrance [as defined under Chapter V of the Takeover Regulations] over the equity shares of Vedanta Limited ("VEDL") held by its subsidiaries i.e. Twin Star Holdings Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited.

Pursuant to a voluntary open offer, Twin Star Holdings Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited, subsidiaries of VRL, acquired 24,14,43,115 equity shares of VEDL (representing 6.50% of the equity share capital of VEDL), 10,73,42,705 equity shares of VEDL (representing 2.89% of the equity share capital of VEDL) and 2,54,45,341 equity shares of VEDL (representing 0.68% of the equity share capital of VEDL), respectively, on April 16, 2021.

In this context, the aforesaid equity shares acquired by Twin Star Holdings Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited are likely to be considered as encumbered in favour of the following parties:

1. Citicorp International Limited, acting as trustees for holders of US\$1,000,000,000 13.875% guaranteed senior bonds due 2024 ("2020 Bonds") issued by Vedanta Resources Finance II PLC on December 21, 2020. Refer to previous disclosures dated December 23, 2020 and December 29, 2020.
2. OCM Verde XI Investment Pte. Ltd., in connection with the subscription agreement dated December 23, 2020 for issue of US \$ 400,000,000 notes of nominal value US \$1 ("Notes") by Vedanta Holdings Mauritius II Limited. Refer to previous disclosure dated December 28, 2020. This facility was increased to US\$ 1,000,000,000 notes of nominal value US \$1 (as reported in disclosure dated February 26, 2021).

3. First Abu Dhabi Bank PJSC, as facility agent on behalf of the Finance Parties (as defined in the disclosure dated February 26, 2021) under the facility agreement dated February 24, 2021 in relation to facility of an aggregate amount of US \$ 350,000,000 availed by Vedanta Holdings Mauritius Limited. Refer to previous disclosure dated February 26, 2021.
4. Citicorp International Limited, acting as trustees for holders of US \$ 1,200,000,000, 8.95% guaranteed senior bonds due 2025 ("2021 Bonds") issued by Vedanta Resources Finance II plc on March 11, 2021. Refer to previous disclosure dated March 15, 2021.


Accordingly, 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. 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
Authorised Signatory

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 ADX
Date of reporting	Apr 16, 2021
Names of the promoters or PAC on whose shares encumbrance has been created/revoked/ released	1. TWIN STAR HOLDINGS LIMITED 2. VE DANITA HOLDINGS MAURITIUS LIMITED 3. VE DANITA HOLDINGS MAURITIUS II LIMITED

Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already unencumbered (2)		Details of events pertaining to encumbrance (3)										Post event holding of encumbered shares [creation (7)+(3)] / release (4)-(3)] & invocation (4)-(3)]	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (budget/ non budget/ non disposal/ underwriting/ others)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favour shares are encumbered	Number	% of total share capital			
Prajin Agarwal	18,650	0	Nil	Nil	-	-	-	-	-	-	-	-	-			
Suman Ddwivedi	87,696	0	Nil	Nil	-	-	-	-	-	-	-	-	-			
Anil Agarwal	36,300	0	Nil	Nil	-	-	-	-	-	-	-	-	-			
Satish Mody	18,000	0	Nil	Nil	-	-	-	-	-	-	-	-	-			
Anil Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Vedant Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Navin Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Karan Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Agnesh Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Priva Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Pratik Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-			
Hare Krishna Parag Mehta Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-			
Starline Motors Pvt. Ltd. Mus Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-			
Vedanta Resources Limited	-	-	-	-	-	-	-	-	-	-	-	-	-			
Finsider International Company Limited	40,14,96,480	10.80	40,14,96,480	10.80	-	-	-	-	-	-	-	-	-			
Westglobe Limited	4,43,43,139	1.19	4,43,43,139	1.19	-	-	-	-	-	-	-	-	-			



2. OCM Verde XI Investment Pte. Ltd., in connection with the subscription agreement dated December 23, 2020 for issue of US \$ 400,000,000 notes of nominal value US \$ 1 ("Notes") by Vedanta Holdings Mauritius II Limited. Refer to previous disclosure dated December 28, 2020. This facility was increased to US\$ 1,000,000,000 notes of nominal value US \$ 1 (as reported in disclosure dated February 26, 2021).
 3. First Abu Dhabi Bank PJSC, as facility agent on behalf of the Finance Parties (as defined in the disclosure dated February 26, 2021) under the facility agreement dated February 24, 2021 in relation to facility of an aggregate amount of US \$ 350,000,000 availed by Vedanta Holdings Mauritius Limited. Refer to previous disclosure dated February 26, 2021.
 4. Citicorp International Limited, acting as trustees for holders of US \$ 1,200,000,000, 8.95% percent guaranteed senior bonds due 2025 ("2021 Bonds") issued by Vedanta Resources Finance II plc on March 11, 2021. Refer to previous disclosure dated March 15, 2021.
- [Signature]*
- Signature of the Authorized Signatory
For and on behalf of Vedanta Resources Limited
and its aforementioned subsidiaries**

Place:

LONDON

Date:

19.4.2021

*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.

ANNEXURE - II

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 ("VEDL")
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. TWIN STAR HOLDINGS LIMITED 2. VEDANTA HOLDINGS MAURITIUS LIMITED 3. VEDANTA HOLDINGS MAURITIUS II LIMITED
Total promoter shareholding in the listed company	No. of shares: 2,422,849,949 % of total share capital: 65.18%
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 70% or more of total share capital	YES /NO

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: Dec 21, 2020, Dec 24, 2020 and April 16, 2021)	Encumbrance 2 (Date of creation of encumbrance: Dec 23, 2020, Dec 24, 2020 and April 16, 2021)	Encumbrance 3 (Date of creation of encumbrance: Feb 24, 2021 and April 16, 2021)	Encumbrance 4 (Date of creation of encumbrance: March 11, 2021 and April 16, 2021)
No. and % of shares encumbered	No. of shares: 2,422,689,293 % of total share capital: 65.18%	No. of shares: 2,422,689,293 % of total share capital: 65.18%	No. of shares: 2,422,689,293 % of total share capital: 65.18%	No. of shares: 2,422,689,293 % of total share capital: 65.18%
Specific details about the encumbrance	Please refer to Note below. Citicorp International Limited (as trustee for the holders of the 2020 Bonds (defined below))	Please refer to Note below OCM Verde XI Investment Pre-Ltd (as security agent)	Please refer to Note below. First Abu Dhabi Bank PJSC (as facility agent (on behalf of finance parties as mentioned in the disclosure dated February 26, 2021 ("Finance Parties"))	Please refer to Note below. Citicorp International Limited (as trustee for the holders of the 2021 Bonds (defined below))
Whether the entity is a scheduled bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the	YES/ NO	YES/ NO	YES/ NO	YES/ NO
	Citicorp International Limited (as trustee for the holders of the 2020 Bonds)	OCM Verde XI Investment Pre-Ltd (as security agent) ("OCM")	First Abu Dhabi Bank PJSC (as facility agent on behalf of Finance Parties)	Citicorp International Limited (as trustee for the holders of the 2021 Bonds)

Business of the entity.	As mentioned in the disclosure dated 23 December 2020 and 29 December 2020	As mentioned in the disclosure dated 28 December 2020	As mentioned in the disclosure dated February 26, 2021.	As mentioned in the disclosure dated March 15, 2021
Names of all other entities in the agreement 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% Guaranteed Senior Bonds due 2024 ("2020 Bonds") 3. Whether the debt instrument is listed on stock exchanges?: Yes, SGX-ST 4. Credit Rating of the debt instrument: B- by S&P 5. ISIN of the instrument: Regulation S Bonds: USV9667MAA00 Rule 144A Bonds: US92243XA030	YES/NO If yes, 1. Name of the issuer: Vedanta Holdings Mauritius II Limited ("VHML II") 2. Details of the debt instrument: upto US\$ 1,000,000,000 notes of nominal value US \$1 ("Notes") 3. Whether the debt instrument is listed on stock exchanges?: No 4. Credit Rating of the debt instrument: Not applicable 5. ISIN of the instrument: Not Applicable	YES / NO: If yes, 1. Name of the issuer: Not applicable 2. Details of the debt instrument: Not applicable 3. Whether the debt instrument is listed on stock exchanges?: Not applicable 4. Credit Rating of the debt instrument: Not applicable 5. ISIN of the instrument: Not applicable	YES/NO If yes, 1. Name of the issuer: Vedanta Resources Finance II Plc 2. Details of the debt instrument: US \$ 1,200,000,000, 8.95% percent guaranteed senior bonds due 2025 ("2021 Bonds") 3. Whether the debt instrument is listed on stock exchanges?: Yes, SGX-ST 4. Credit Rating of the debt instrument: B- by S&P 5. ISIN of the instrument: Regulation S Bonds: USG9177HAD62 Rule 144A Bonds: US92243XA113
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B	Not applicable. Not applicable. Not applicable.	Not applicable. Not applicable. Not applicable.	Not applicable. Not applicable. Not applicable.	Not applicable. Not applicable. Not applicable.
Security cover / Asset cover End money use of	Borrowed amount to be utilized for what purpose - (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of	The funds raised will be used to fund the tender offer for any and all of Vedanta Resources Limited's ("VRL") outstanding US\$ 900 million 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twin Star Holdings Limited or Welter Trading Limited and/or for acquisition of equity shares of	The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VFDL by Vedanta Holdings Mauritius II Limited; (b) payment of any fees, costs and expenses in connection with the transactions contemplated, and (c) any other purpose that may be expressly agreed by OCMA.	The proceeds of the 2021 Bonds may be used for acquisition of equity shares of Indian subsidiary(ies) of VRL, if decided and in accordance with applicable laws. Any remaining proceeds will be used to service the existing indebtedness of identified entities belonging to the promoter and promoter group of

amount, schedule etc. (c) Any other reason (please specify)	Indian Subsidiary/Trust of VRL by Twinstar/Welker, if decided and in accordance with applicable laws.	contemplated and c) any other purpose expressly agreed by the Agent (acting on the instructions of all lenders).	VEDL, and (subject to certain caps) to meet expenses of such entities.
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Note:

Pursuant to a voluntary open offer, Twin Star Holdings Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited, subsidiaries of VRL, acquired 24,14,43,115 equity shares of VEDL (representing 6.50% of the equity share capital of VEDL), 10,73,42,705 equity shares of VEDL (representing 2.89% of the equity share capital of VEDL) and 2,54,45,341 equity shares of VEDL (representing 0.68% of the equity share capital of VEDL), respectively, on April 16, 2021.

In this context, the aforesaid equity shares acquired by Twin Star Holdings Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited are likely to be considered as encumbered in favour of the following parties:

1. Citicorp International Limited, acting as trustees for holders of US\$1,000,000,000 13.875% guaranteed senior bonds due 2024 ("2020 Bonds") issued by Vedanta Resources Finance II PLC on December 21, 2020. Refer to previous disclosures dated December 23, 2020 and December 29, 2020.
2. OCM Verde XI Investment Pte. Ltd., in connection with the subscription agreement dated December 23, 2020 for issue of US \$ 400,000,000 notes of nominal value US \$1 ("Notes") by Vedanta Holdings Mauritius II Limited. Refer to previous disclosure dated December 28, 2020. This facility was increased to US\$ 1,000,000,000 notes of nominal value US \$1 (as reported in disclosure dated February 26, 2021).
3. First Abu Dhabi Bank PJSC, as facility agent on behalf of the Finance Parties (as defined in the disclosure dated February 26, 2021) under the facility agreement dated February 24, 2021 in relation to facility of an aggregate amount of US \$ 350,000,000 availed by Vedanta Holdings Mauritius Limited. Refer to previous disclosure dated February 26, 2021.
4. Citicorp International Limited, acting as trustees for holders of US \$ 1,200,000,000, 8.95% guaranteed senior bonds due 2025 ("2021 Bonds") issued by Vedanta Resources Finance II plc on March 11, 2021. Refer to previous disclosure dated March 15, 2021.

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

Place:

LONDON

Date:

19.11.21

Date: June 4th 2021

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 ("VRL") in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over the equity shares of Vedanta Limited ("VEDL") held by its subsidiaries i.e. Twin Star Holdings Limited, Finsider International Company Limited, Westglobe Limited, Welter Trading Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited.

Twin Star Holdings Limited (as borrower) ("Borrower"), along with Vedanta Resources Limited ("VRL"), Welter Trading Limited ("WTL") (as guarantors), have entered into facility agreements with the following parties:

- (a) Deutsche Bank A.G, London Branch (as lead arranger as well as lender) and Deutsche Bank A.G., Singapore Branch (as agent) (collectively "Finance Parties 1") on April 7, 2021, for the purposes of availing a facility of an aggregate amount of US \$100,000,000 by the Borrower ("Facility 1"). The Borrower has made partial drawdowns of the Facility 1 on April 27, 2021 and June 2, 2021.
- (b) Barclays Bank PLC (as arranger as well as lender) and Deutsche Bank A.G., Singapore Branch (as agent) (collectively "Finance Parties 2") on June 2, 2021, for the purposes of availing a facility of an aggregate amount of US \$180,000,000 by the Borrower ("Facility 2").

Borrower, VRL, and WTL are part of the promoter and promoter group of VEDL ("Promoter Group Entities"). As part of the aforesaid facility agreements, among others, (a) the Promoter Group Entities are not permitted to create any encumbrance over any assets 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, and (c) there are certain restrictions on the Promoter Group Entities with respect to disposal of VEDL's shares.

Given the nature of the conditions under the aforesaid facility agreements, one or more conditions are likely to fall within the definition 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. 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.

[Signature page follows]



vedanta

transforming elements

Kindly take the above on record.

Thanking you

Yours faithfully

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

Deepak Kumar
Authorised Signatory

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

Signature of the Authorized Signatory

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

Place: London, UK

Date: 4th June 2021

- * The names of all the promoters, their shareholding in the target corporate party 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 - 1 prescribed by way of circular dated August 05, 2015)

Name of listed company	Vedanta Limited ("VEDL")					
Name of the recognized stock exchanges where the shares of the company are listed	BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange for AOS					
Name of the promoter(s) / PACs whose shares have been encumbered	<ol style="list-style-type: none"> 1. TWIN STAR HOLDINGS LTD 2. HNS INTERNATIONAL COMPANY LIMITED 3. WESTGLOBE LIMITED 4. WESTLAND HOLDINGS LIMITED 5. VEDANTA HOLDINGS MAINTENANCE LIMITED 6. VEDANTA HOLDINGS MAINTENANCE LIMITED 					
Total promoter shareholding in the listed company	No. of shares: 2,427,689,793 % of total share capital: 65.18%					
Encumbered shares as a % of promoter shareholding	99.19%					
Whether encumbered share is 10% 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

Type of encumbrance (pledge, lien, negative lien, non disposal undertaking etc. or any other covenant transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: Dec 21, 2020, Dec 24, 2020 and April 16, 2021)	Encumbrance 2 (Date of creation of encumbrance: Dec 23, 2020, Dec 24, 2020 and April 16, 2021)	Encumbrance 3 (Date of creation of encumbrance: Feb 24, 2021 and April 16, 2021)	Encumbrance 4 (Date of creation of encumbrance: March 11, 2021 and April 16, 2021)	Encumbrance 5 (Date of creation of encumbrance: April 7, 2021 and April 16, 2021)	Encumbrance 6 (Date of creation of encumbrance: June 7, 2021)
No. and % of shares encumbered	No. of shares: 2,427,689,793 % of total share capital: 65.18%	No. of shares: 2,427,689,793 % of total share capital: 65.18%	No. of shares: 2,427,689,793 % of total share capital: 65.18%	No. of shares: 2,427,689,793 % of total share capital: 65.18%	No. of shares: 2,427,689,793 % of total share capital: 65.18%	No. of shares: 2,427,689,793 % of total share capital: 65.18%
Name of the entity in whose favour shares are encumbered (s)	Citibank International Limited (as trustee for the holders of the 2020 Bonds (as defined below))	OCIL Vendor XI Investment Pre. Ltd (as security agent)	HDFC Abu Dhabi Bank PLC (as facility agent on behalf of finance parties as mentioned in the disclosure dated February 26, 2021)	Citibank International Limited (as trustee for the holders of the 2021 Bonds (as defined below))	Deutsche Bank A.G., Singapore Branch (as agent)	Deutsche Bank A.G., Singapore Branch (as agent)
Whether the entity is a scheduled (commercial bank, public financial institution, NBFI, or housing finance company) & Yes, provide the	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO
Cite the details of the encumbrance	Citibank International Limited (as trustee for the holders of the 2020 Bonds)	OCIL Vendor XI Investment Pre. Ltd (as security agent) ("OCIL")	HDFC Abu Dhabi Bank PLC (as facility agent on behalf of finance parties as mentioned in the disclosure dated February 26, 2021)	Citibank International Limited (as trustee for the holders of the 2021 Bonds)	Deutsche Bank A.G., Singapore Branch (as agent). Please refer to the Note	Deutsche Bank A.G., Singapore Branch (as agent). Please refer to the Note

<p>Securities Covered / Asset Class Covered</p>	<p>Value of shares on the date of event / agreement (a)</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>
	<p>Amount involved (against which shares have been encumbered) (b)</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>
<p>Autonomy of Borrower</p>	<p>Ratio of A / B</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>	<p>Not applicable</p>
<p>Borrowing amount to be utilized for what purpose - (a) Personal use by promoters and PMLs (b) For the benefit of listed company</p>	<p>The funds raised will be used to fund the tender offer for any and all of Vedanta Resources Limited's ("VREL") outstanding US\$ 200 million R 3% Bonds due 2021 and any remaining proceeds shall</p>	<p>The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VREL by Vedanta Holdings (b) payment of any fees, costs and expenses in connection</p>	<p>The borrower shall apply amounts borrowed by it under the facilities towards acquisition of equity shares of Vedanta Holdings (b) payable for the acquisition of shares of Vedanta Limited under the voluntary open</p>	<p>The borrower shall apply the amounts borrowed by it under the facilities towards acquisition of equity shares of Indian subsidiary(ies) of VREL, if decided and in accordance with applicable laws Any</p>	<p>The borrower shall apply the amounts borrowed by it under the facilities towards acquisition of equity shares of VREL, by way of providing financial assistance of identified</p>	<p>The borrower shall apply the amounts borrowed by it under the facility towards all existing financial indebtedness of identified entities belonging to the promoter and promoter</p>	<p>Provide details including</p>	<p>any remaining proceeds shall</p>
<p>As mentioned in the disclosure dated 23 December 2020 and 29 December 2020</p>	<p>As mentioned in the disclosure dated 23 December 2020 and 29 December 2020</p>	<p>As mentioned in the disclosure dated 28 December 2020</p>	<p>As mentioned in the disclosure dated February 26, 2021</p>	<p>As mentioned in the disclosure dated March 15, 2021</p>	<p>below</p>	<p>below</p>	<p>As mentioned in the disclosure dated February 26, 2021</p>	<p>As mentioned in the disclosure dated March 15, 2021</p>
<p>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</p>	<p>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% Guaranteed Senior Bonds due 2024 ("2020 Bonds") 3. Whether the debt instrument is listed on stock exchanges?: Yes SGX-SF 4. Credit Rating of the debt instrument: B by S&P 5. ISIN of the instrument: Regulation S Bonds: US91667NAD400 Rule 144A Bonds: US10243XAD30</p>	<p>YES/NO If yes, 1. Name of the issuer: Vedanta Holdings Mauritius II Limited ("VHML II") 2. Details of the debt instrument: upto US\$ 1,000,000,000 notes of nominal value US \$1 ("Notes") 3. Whether the debt instrument is listed on stock exchanges?: No 4. Credit Rating of the debt instrument: Not applicable 5. ISIN of the instrument: Not applicable</p>	<p>YES/NO If yes, 1. Name of the issuer: Not applicable 2. Details of the debt instrument: Not applicable 3. Whether the debt instrument is listed on stock exchanges?: Not applicable 4. Credit Rating of the debt instrument: Not applicable 5. ISIN of the instrument: Not applicable</p>	<p>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, 8.95% preferred guaranteed senior bonds due 2025 ("2021 Bonds") 3. Whether the debt instrument is listed on stock exchanges?: Yes SGX-SF 4. Credit Rating of the debt instrument: B by S&P 5. ISIN of the instrument: Regulation S Bonds: US91727HAD82 Rule 144A Bonds: US022263XAE15</p>	<p>YES/NO If yes, 1. Name of the issuer: Not applicable 2. Details of the debt instrument: Not applicable 3. Whether the debt instrument is listed on stock exchanges?: Not applicable 4. Credit Rating of the debt instrument: Not applicable 5. ISIN of the instrument: Not applicable</p>	<p>YES/NO If yes, 6. Name of the issuer: Not applicable 7. Details of the debt instrument: Not applicable 8. Whether the debt instrument is listed on stock exchanges?: Not applicable 9. Credit Rating of the debt instrument: Not applicable 10. ISIN of the instrument: Not applicable</p>	<p>As mentioned in the disclosure dated 23 December 2020 and 29 December 2020</p>	<p>As mentioned in the disclosure dated 23 December 2020 and 29 December 2020</p>



amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other (reason (please specify))	be used to service debt of VRL, Twin Star Holdings Limited or Welter Trading Limited and/or for acquisition of equity shares of non-Subsidiary/View of VRL by Trustee/View of VRL, and in accordance with applicable laws.	the transactions contemplated, and (c) any other business that may be expressly agreed by OCVI	of or announced on 9 January 2021, by payment of any fees, costs and expenses in connection with the contemplated and (c) any other purpose expressly agreed by the Agent (acting on the instructions of all lenders).	proceeds will be used to service the existing indebtedness of identified promoter and promoter group of VEDL, and (c) the promoter and promoter group of VEDL, and further to certain caps to meet the expenses of such entities	to the promoter and promoter group of VEDL, and (c) the promoter and promoter group of VEDL, and further to certain caps to meet the expenses of such entities	group of VEDL, and by payment of fees, costs and expenses incurred in connection with the facility
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Note:

Twin Star Holdings Limited (as borrower) ("Borrower"), along with Vedanta Resources Limited ("VRL", Welter Trading Limited ("WTL" (as guarantors)), have entered into facility agreements with the following parties:

- (a) Deutsche Bank A.G. London Branch (as lead arranger as well as lender) and Deutsche Bank A.G., Singapore Branch (as agent) (collectively "Finance Parties 1" (on April 7, 2021) ("Facility Agreement 1"), for the purposes of availing a facility of an aggregate amount of US \$100,000,000 by the Borrower ("Facility 1"). The Borrower has made part of drawdowns of the Facility 1 on April 27, 2021 and June 2, 2021.
- (b) Barclays Bank PLC (as arranger as well as lender) and Deutsche Bank A.G., Singapore Branch (as agent) (collectively "Finance Parties 2" (on June 2, 2021) ("Facility Agreement 2"), for the purposes of availing a facility of an aggregate amount of US \$180,000,000 by the Borrower ("Facility 2").

Borrower, VRL, and WTL are part of the promoter and promoter group of VRL ("Promoter Group Entities"). As part of the aforesaid facility agreements, among others, (a) the Promoter Group Entities are not permitted to create any encumbrance over any assets 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, and (c) there are certain restrictions on the Promoter Group Entities with respect to disposal of VEDL's shares. Given the nature of the conditions under the aforesaid facility agreements, one or more conditions are likely to fall within the definition of the term "circumstances" provided under Chapter V of the Takeover Regulations.

* In regard to Facility Agreement 1: (a) Encumbrance over 2,04,84,58,132 equity shares of VEDL (representing 55.11% of the equity share capital of VEDL) was created upon execution of Facility Agreement 1 on April 7, 2021. (b) Encumbrance over an additional 374,231,161 equity shares of VEDL (representing 10.07% of the equity share capital of VEDL), which were acquired by the Borrower and other subsidiaries of VRL (namely Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius Limited) pursuant to a voluntary open offer, was created on April 16, 2021.

Signature of the Authorized Signatory

 on behalf of Vedanta Resources Limited and its subsidiaries

Date: Nov 24, 2021

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Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
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corp.relations@bseindia.com

National Stock Exchange of India Limited
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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 ("VRL") in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over the equity shares of Vedanta Limited ("VEDL") held by its subsidiaries i.e. Twin Star Holdings Limited, Finsider International Company Limited, Westglobe Limited, Welter Trading Limited, Vedanta Holdings Mauritius Limited and Vedanta Holdings Mauritius II Limited.

We hereby inform you that the following facility agreements have been executed with Madison Pacific Trust Limited acting as the facility agent (collectively, "Facility Agreements"):

- (a) A facility agreement dated November 22, 2021 has been entered into between (a) Twin Star Holdings Limited (as borrower), (b) Vedanta Resources Limited and Welter Trading Limited (as guarantors), (c) Standard Chartered Bank, London (as arranger as well as lender), and (d) Madison Pacific Trust Limited (as agent) (entities mentioned in (c) and (d) shall collectively be referred to as "Finance Parties 1"), for the purposes of availing a facility of an aggregate amount of US \$ 400,000,000 by the borrower.
- (b) A facility agreement dated November 22, 2021 has been entered into between (a) Vedanta Netherlands Investments B.V. (as borrower), (b) Vedanta Resources Limited and Vedanta UK Investments Limited (as guarantors), (c) Standard Chartered Bank, London (as arranger as well as lender), and (d) Madison Pacific Trust Limited (as agent and security agent) (entities mentioned in (c) and (d) shall collectively be referred to as "Finance Parties 2"), for the purposes of availing a facility of an aggregate amount of US \$ 150,000,000 by the borrower.
- (c) A facility agreement dated November 22, 2021 has been entered into between (a) Vedanta Resources Limited (as borrower), (b) Standard Chartered Bank (Hong Kong) Limited (as lender), (c) Standard Chartered Bank (as arranger), and (d) Madison Pacific Trust Limited (as agent) (entities mentioned in (b), (c) and (d) shall collectively be referred to as "Finance Parties 3"), for the purposes of availing a facility of an aggregate amount of US \$ 250,000,000 by the borrower.



Vedanta Resources Limited

4th Floor
30 Berkeley Square
London W1J 6EX

The borrowers and guarantors in the aforesaid Facility Agreements are part of the promoter and promoter group of VEDL ("Promoter Group Entities"). As part of the aforesaid Facility Agreements, among others, (a) the Promoter Group Entities are not permitted to create any encumbrance over any assets held by them unless certain conditions are fulfilled, (b) Vedanta Resources Limited 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, and (c) there are certain restrictions on the Promoter Group Entities with respect to disposal of VEDL's shares.

Given the nature of the conditions under the aforesaid Facility Agreements, 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. 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.

[Signature page follows]

Kindly take the above on record.

Thanking you

Yours faithfully

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



Authorised Signatory

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

Signature of the Authorized Signatory



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

Place: London, UK

Date: Nov 24, 2021

**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 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 ("VEDL")
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	1. TWIN STAR HOLDINGS LIMITED 2. FINSIDER INTERNATIONAL COMPANY LIMITED 3. WESTGLOBE LIMITED 4. WELTER TRADING LIMITED 5. VEDANTA HOLDINGS MAURITIUS LIMITED 6. VEDANTA HOLDINGS MAURITIUS II LIMITED
Total promoter shareholding in the listed company	No. of shares: 2,422,849,949 % of total share capital- 65.18%
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

Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: Dec 23, 2020, Dec 24, 2020 and April 16, 2021)	Encumbrance 2 (Date of creation of encumbrance: Dec 23, 2020, Dec 24, 2020 and April 16, 2021)	Encumbrance 3 (Date of creation of encumbrance: Feb 24, 2021 and April 16, 2021)	Encumbrance 4 (Date of creation of encumbrance: March 11, 2021 and April 16, 2021)*	Encumbrance 5 (Date of creation of encumbrance: April 7, 2021 and April 16, 2021)*	Encumbrance 6 (Date of creation of encumbrance: April 7, 2021 and April 16, 2021)*
and % of shares encumbered	As mentioned in the disclosures dated 23 December 2020 and 29 December 2020. No. of shares: 2,422,689,293 % of total share capital: 65.18%	As mentioned in the disclosure dated 28 December 2020 read with restated Annexure I disclosed on 22 February 2021. No. of shares: 2,422,689,293 % of total share capital: 65.18%	As mentioned in the disclosure dated February 26, 2021. No. of shares: 2,422,689,293 % of total share capital: 65.18%	As mentioned in the disclosure dated March 15, 2021. No. of shares: 2,422,689,293 % of total share capital: 65.18%	Conditions in the nature of encumbrance. Please refer to the Note below. No. of shares: 2,422,689,293 % of total share capital: 65.18%	Conditions in the nature of encumbrance. Please refer to the Note below. No. of shares: 2,422,689,293 % of total share capital: 65.18%
Name of the entity in whose favour shares encumbered (X)	International Citicorp Limited (as trustee for the holders of the 2020 Bonds (defined below))	OCM Verde XI Investment Pte. Ltd. (as security agent)	First Abu Dhabi Bank PJSC (as facility agent on behalf of finance parties as mentioned in the disclosure dated February 26, 2021)	Citicorp International Limited (as trustee for the holders of the 2021 Bonds (defined below))	Deutsche Bank A.G., Singapore Branch (as agent)	Deutsche Bank A.G., Singapore Branch (as agent)

Whether the entity X is a scheduled bank, public institution, housing finance company? If No, provide the nature of the business of the entity.	Names of all other entities in the agreement	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO
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	<p>Citicorp International Limited (as trustee for the holders of the 2020 Bonds)</p> <p>As mentioned in the disclosure dated 23 December 2020 and 29 December 2020</p>	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Resources Finance II Plc Details of the debt instrument: US \$1,000,000,000, 13.875% Guaranteed Senior Bonds due 2024 ("2020 Bonds") Whether the debt instrument is listed on stock exchanges?: Yes, SGX-ST Credit Rating of the debt instrument: B- by S&P ISIN of the instrument: Regulation S Bonds USV9667MAA00 Rule 144A Bonds: US92243XAD30 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Holdings Mauritius II Limited ("VHML II") Details of the debt instrument: upto US \$1 notes of nominal value US \$1 ("Notes") Whether the debt instrument is listed on stock exchanges?: No Credit Rating of the debt instrument: Not Applicable ISIN of the instrument: Not Applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Resources Finance II Plc Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Vedanta Resources Finance II Plc Details of the debt instrument: US \$ 1,200,000,000, 8.95% percent Guaranteed senior bonds due 2025 ("2021 Bonds") Whether the debt instrument is listed on stock exchanges?: Yes, SGX-ST Credit Rating of the debt instrument: B- by S&P ISIN of the instrument: Regulation S Bonds: US92243XAD62 Rule 144A Bonds: US92243XAL13 	<p>YES/ NO</p> <p>As mentioned in the disclosure dated March 15, 2021.</p>
Whether the entity X is a scheduled bank, public institution, housing finance company? If No, provide the nature of the business of the entity.	<p>First Abu Dhabi Bank PJSC (on behalf of finance parties as mentioned in the disclosure dated February 26, 2021)</p> <p>As mentioned in the disclosure dated February 26, 2021.</p>	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>As mentioned in the disclosure dated June 4, 2021.</p>
Whether the entity X is a scheduled bank, public institution, housing finance company? If No, provide the nature of the business of the entity.	<p>Citicorp International Limited (as trustee for the holders of the 2021 Bonds)</p> <p>As mentioned in the disclosure dated June 4, 2021.</p>	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>If yes,</p> <ol style="list-style-type: none"> Name of the issuer: Not applicable Details of the debt instrument: Not applicable Whether the debt instrument is listed on stock exchanges?: Not applicable Credit Rating of the debt instrument: Not applicable ISIN of the instrument: Not applicable 	<p>YES/ NO</p> <p>As mentioned in the disclosure dated June 4, 2021.</p>
Value of shares on the date of event / agreement (A)	Amount involved (against which shares have been encumbered) (B)	Not applicable.	Not applicable.	Not applicable.	Not applicable.	Not applicable.

End money use of	Ratio of A / B	Not applicable.	Not applicable.	Not applicable.	Not applicable.	Not applicable.
<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 agency 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 Jay and all of Vedanta Resources Limited's outstanding US\$ 900 million 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twin Star Holdings Limited or Welter Tracing Limited 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>	<p>The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VEOL by Vedanta Holdings Mauritius II Limited; (b) payment of any fees, costs and expenses in connection with the transactions contemplated, and (c) any other purpose that may be expressly agreed by OCM.</p>	<p>The borrower shall apply amounts borrowed by it under the Facilities towards: a) funding the consideration payable for the acquisition of shares of Vedanta Limited under the voluntary open offer announced on 9 January 2021, b) payment of any fees, costs and expenses in connection with the transactions contemplated and c) any other purpose expressly agreed by the Agent acting on the instructions of all lenders.</p>	<p>The proceeds of the 2021 Bonds may be used for acquisition of equity shares of Indian subsidiary/(ies) of VRL, if decided and in accordance with applicable laws. Any remaining proceeds will be used to service the existing indebtedness of identified entities belonging to the promoter and promoter group of VEDL, and c) payment of fees, costs and expenses incurred in connection with the facilities.</p>	<p>The borrower shall apply the amounts borrowed by it under the facilities towards: a) acquisition of equity shares of VEDL, b) servicing of existing financial indebtedness of identified entities belonging to the promoter and promoter group of VEDL, and c) payment of fees, costs and expenses incurred in connection with the facilities.</p>	<p>Not applicable.</p> <p>The borrower shall apply the amount it under towards a) existing indebtedness of entities belonging to the promoter group of VEDL, b) existing financial indebtedness of entities belonging to the promoter group of VEDL, and c) payment of fees, costs and expenses incurred in connection with the facilities.</p>

Note:

The following facility agreements have been executed with Madison Pacific Trust Limited acting as the facility agent (collectively, "Facility Agreements"):

- (a) A facility agreement dated November 22, 2021 has been entered into between (a) Twin Star Holdings Limited (as borrower), (b) Vedanta Resources Limited and Welter Trading Limited (as guarantor as arranger as well as lender), and (d) Madison Pacific Trust Limited (as agent) (entities mentioned in (c) and (d) shall collectively be referred to as "Finance Parties 1"), for the purposes of availing a facility of US\$ 400,000,000 by the borrower.
- (b) A facility agreement dated November 22, 2021 has been entered into between (a) Vedanta Netherlands Investments B.V. (as borrower), (b) Vedanta Resources Limited and Vedanta UK Invest Chartered Bank, London (as arranger as well as lender), and (d) Madison Pacific Trust Limited (as agent and security agent) (entities mentioned in (c) and (d) shall collectively be referred to as "Finance Parties 2"), for the purposes of availing a facility of an aggregate amount of US\$ 150,000,000 by the borrower.

(c) A facility agreement dated November 22, 2021 has been entered into between (a) Vedanta Resources Limited (as borrower), (b) Standard Chartered Bank (Hong Kong) Limited (as lender), (c) Stan Madison Pacific Trust Limited (as agent) (entities mentioned in (b), (c) and (d) shall collectively be referred to as "Finance Parties 3"), for the purposes of availing a facility of an aggregate amount

The borrowers and guarantors in the aforesaid Facility Agreements are part of the promoter and promoter group of VEDL ("Promoter Group Entities"). As part of the aforesaid facility agreements, arrangements are not permitted to create any encumbrance over any assets held by them unless certain conditions are fulfilled, (b) Vedanta Resources Limited and its subsidiaries are required to retain control over the 50% of the issued equity share capital of VEDL, and (c) there are certain restrictions on the Promoter Group Entities with respect to disposal of VEDL's shares.

Given the nature of the conditions under the aforesaid Facility Agreements, one or more conditions are likely to fall within the definition of the term "encumbrance" provided under Chapter V of the T

Signature of the Authorized Signatory



For and on behalf of Vedanta Resources Limited and its subsidiaries



Place: London, UK

Date: Nov 24, 2021

Date: November 25, 2021

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

E-mail:

corp.relations@bseindia.com

Vedanta Limited

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E-mail: comp.sect@vedanta.co.in

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051

Email: takeover@nse.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 (“**VRL**”) in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over the equity shares of Vedanta Limited (“**VEDL**”) held by its subsidiaries i.e. Vedanta Netherland Investment BV and Twinstar Holdings Limited.

Vedanta Netherland Investment BV and Twinstar Holdings Limited, members of the promoter group of Vedanta Limited, have purchased 63,514,714 and 103,985,286 equity shares respectively of VEDL (representing 1.71% and 2.80% of the equity share capital respectively of VEDL), on 23 November, 2021, through a block deal on the stock exchanges. In this context, the aforesaid equity shares acquired by Vedanta Netherland Investment BV and Twinstar Holdings Limited are likely to be considered as encumbered in favour of the following parties:

1. Citicorp International Limited, acting as trustees for holders of US\$1,000,000,000 13.875% guaranteed senior bonds due 2024 (“**2020 Bonds**”) issued by Vedanta Resources Finance II PLC on December 21, 2020. Refer to previous disclosures dated December 23, 2020, December 29, 2020 and April 19, 2021.
2. OCM Verde XI Investment Pte. Ltd., in connection with the subscription agreement dated December 23, 2020 for issue of US \$ 400,000,000 notes of nominal value US \$1 (“**Notes**”) by Vedanta Holdings Mauritius II Limited. Refer to previous disclosure dated December 28, 2020 and April 19, 2021. This facility was increased to US\$ 1,000,000,000 notes of nominal value US \$1 (as reported in disclosure dated February 26, 2021).
3. First Abu Dhabi Bank PJSC, as facility agent on behalf of the Finance Parties (*as defined in the disclosure dated February 26, 2021*) under the facility agreement dated February 24, 2021 in relation to facility of an aggregate amount of US \$ 350,000,000 availed by Vedanta Holdings Mauritius Limited. Refer to previous disclosure dated February 26, 2021 and April 19, 2021.

4. Citicorp International Limited, acting as trustees for holders of US \$ 1,200,000,000, 8.95% guaranteed senior bonds due 2025 ("**2021 Bonds**") issued by Vedanta Resources Finance II plc on March 11, 2021. Refer to previous disclosure dated March 15, 2021 and April 19, 2021.
5. Deutsche Bank A.G., Singapore Branch, as agent on behalf of the finance parties (as disclosed in the disclosure dated June 4, 2021) in relation to the following facility agreements:
 - facility agreement dated April 7, 2021 in relation to facility of an aggregate amount of US \$100,000,000 availed by Twin Star Holdings Limited.
 - facility agreement dated June 2, 2021 in relation to facility of an aggregate amount of US \$180,000,000 availed by Twin Star Holdings Limited.Refer to previous disclosure dated June 4, 2021.
6. Madison Pacific Trust Limited, as facility agent on behalf of the finance parties (as disclosed in the disclosure dated November 24, 2021) in relation to the following facility agreements:
 - facility agreement dated November 22, 2021 in relation to facility of an aggregate amount of US \$ 400,000,000.
 - facility agreement dated November 22, 2021 in relation to facility of an aggregate amount of US \$ 150,000,000.
 - facility agreement dated November 22, 2021 in relation to facility of an aggregate amount of US \$ 250,000,000.Refer to previous disclosure dated November 24, 2021

Accordingly, 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. 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.

[Signature page follows]



Vedanta Resources Limited
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Kindly take the above on record.

Thanking you

Yours faithfully

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

Authorised Signatory

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

<p>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</p>												
<p>Name of the Target Company (TC) Vedanta Limited</p>												
<p>Names of the stock exchanges where the shares of the target company are listed BSE Limited and National Stock Exchange of India Limited</p>												
<p>Date of reporting Nov 25, 2021</p>												
<p>Names of the promoters or PAC on whose shares encumbrance has been created/released/invoked</p> <ol style="list-style-type: none"> 1. TWIN STAR HOLDINGS LIMITED 2. FINSIDER INTERNATIONAL COMPANY LIMITED 3. WESTGLOBE LIMITED 4. WELTER TRADING LIMITED 5. VEDANTA HOLDINGS MAURITIUS LIMITED 6. VEDANTA HOLDINGS MAURITIUS II LIMITED 7. VEDANTA NETHERLAND INVESTMENT BV 												
<p>Details of the creation of encumbrance:</p>												
Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							
	Number	% of total share capital	Number	% of total share capital	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 e**	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)]}
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 Metals Rolling Mills Private Limited	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Resources Limited	-	-	-	-	-	-	-	-	-	-	-	-
Finsider International Company Limited	40,14,96,480	10.80	40,14,96,480	10.80	-	-	-	-	-	-	40,14,96,480	10.80
Westglobe Limited	4,43,43,139	1.19	4,43,43,139	1.19	-	-	-	-	-	-	4,43,43,139	1.19
Welter Trading Limited	3,82,41,056	1.03	3,82,41,056	1.03	-	-	-	-	-	-	3,82,41,056	1.03

Twinstar Limited	Holdings	1,724,805,858	46.40	1,620,820,572	43.60	Creation	Nov 23, 2021	Others. Please refer to the Note below.	Please refer to the Note below.	103,985,286	2.80%	Please refer to the Note below.	1,724,805,858	46.40%
Vedanta Investment BV	Netherlands	63,514,714	1.71%	-	-	-	-	-	-	63,514,714	1.71%	-	63,514,714	1.71%
Vedanta Investment Limited	UK	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Jersey Limited	Holdings	-	-	-	-	-	-	-	-	-	-	-	-	-
Richter Limited, Cyprus	Holding	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Cyprus Limited	Resources	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Holdings Limited	Resources	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta limited	Finance UK	-	-	-	-	-	-	-	-	-	-	-	-	-
Volcan Cyprus Limited	Investments	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Finance Limited	Resources	-	-	-	-	-	-	-	-	-	-	-	-	-
Vedanta Finance II Plc	Resources	-	-	-	-	-	-	-	-	-	-	-	-	-
Anil Discretionary Trust	Agarwal	-	-	-	-	-	-	-	-	-	-	-	-	-
Conclave PTC Limited	Investments	-	-	-	-	-	-	-	-	-	-	-	-	-
Volcan Limited	Investments	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		2,590,349,949	69.69%	2,422,689,293	65.18%					167,500,000	4.51%		2,590,189,293	69.68%

Note:

Vedanta Netherland Investment BV and Twinstar Holdings Limited, members of the promoter group of Vedanta Limited, have purchased 63,514,714 and 103,985,286 equity shares respectively of VEDL (representing 1.71% and 2.80% of the equity share capital respectively of VEDL), on 23 November, 2021, through a block deal on the stock exchanges.

In this context, the aforesaid equity shares acquired by Vedanta Netherland Investment BV and Twinstar Holdings Limited are likely to be considered as encumbered in favour of the following parties:

1. Citicorp International Limited, acting as trustees for holders of US\$1,000,000,000 13.875% guaranteed senior bonds due 2024 ("2020 Bonds") issued by Vedanta Resources Finance II PLC on December 21, 2020. Refer to previous disclosures dated December 23, 2020, December 29, 2020 and April 19, 2021.
2. OCM Verde XI Investment Pte. Ltd., in connection with the subscription agreement dated December 23, 2020 for issue of US \$ 400,000,000 notes of nominal value US \$1 ("Notes") by Vedanta Holdings Mauritius II Limited. Refer to previous disclosure dated December 28, 2020 and April 19, 2021. This facility was increased to US\$ 1,000,000,000 notes of nominal value US \$1 (as reported in disclosure dated February 26, 2021).

3. *First Abu Dhabi Bank PJSC, as facility agent on behalf of the Finance Parties (as defined in the disclosure dated February 26, 2021) under the facility agreement dated February 24, 2021 in relation to facility of an aggregate amount of US \$ 350,000,000 availed by Vedanta Holdings Mauritius Limited. Refer to previous disclosure dated February 26, 2021 and April 19, 2021.*
4. *Citicorp International Limited, acting as trustees for holders of US \$ 1,200,000,000, 8.95% guaranteed senior bonds due 2025 ("2021 Bonds") issued by Vedanta Resources Finance II plc on March 11, 2021. Refer to previous disclosure dated March 15, 2021 and April 19, 2021.*
5. *Deutsche Bank A.G., Singapore Branch, as agent on behalf of the finance parties (as disclosed in the disclosure dated June 4, 2021) in relation to the following facility agreements:*
 - *facility agreement dated April 7, 2021 in relation to facility of an aggregate amount of US \$100,000,000 availed by Twin Star Holdings Limited.*
 - *facility agreement dated June 2, 2021 in relation to facility of an aggregate amount of US \$180,000,000 availed by Twin Star Holdings Limited. Refer to previous disclosure dated June 4, 2021.*
6. *Madison Pacific Trust Limited, as facility agent on behalf of the finance parties (as disclosed in the disclosure dated November 24, 2021) in relation to the following facility agreements:*
 - *facility agreement dated November 22, 2021 in relation to facility of an aggregate amount of US \$ 400,000,000.*
 - *facility agreement dated November 22, 2021 in relation to facility of an aggregate amount of US \$ 150,000,000.*
 - *facility agreement dated November 22, 2021 in relation to facility of an aggregate amount of US \$ 250,000,000. Refer to previous disclosure dated November 24, 2021*

Signature of the Authorized Signatory



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

Place: London, UK

Date: November 25, 2021

*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.

Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B	<p>debt instrument is listed on stock exchanges?: Yes, SGX-ST</p> <p>4. Credit Rating of the debt instrument: B-</p> <p>5. ISIN of the instrument: S USV9667MAA00 Rule 144A Bonds: US92243XAD30</p>	<p>3. Whether the debt instrument is listed on stock exchanges?: No</p> <p>4. Credit Rating of the debt instrument: Not Applicable</p> <p>5. ISIN of the instrument: Not Applicable</p>	<p>of the debt instrument: Not applicable</p> <p>5. ISIN of the instrument: Not applicable</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-</p> <p>5. ISIN of the instrument: S Regulation S Bonds: USG9T27HAD62 Rule 144A Bonds: US92243XAE13</p>	<p>Not applicable</p> <p>4. Credit Rating of the debt instrument: Not applicable</p> <p>5. ISIN of the instrument: Not applicable</p>	<p>of the debt instrument: Not applicable</p> <p>5. ISIN of the instrument: Not applicable</p>	<p>Not applicable</p> <p>4. Credit Rating of the debt instrument: Not applicable</p> <p>5. ISIN of the instrument: Not applicable</p>
End money use of	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company	The funds raised will be used to fund the tender offer for any and all of Vedanta Resources Limited's ("VRL") outstanding US\$ 900 million 8.25% bonds due 2021 and any remaining proceeds shall be used to service debt of VRL, Twin Star Holdings Limited or Welter Trading Limited and/or for acquisition of equity	The proceeds of the Notes shall be applied towards: (a) acquisition of shares in VEDL by Vedanta Holdings Mauritius II Limited; (b) payment of any fees, costs and expenses in connection with the transactions contemplated, and (c) any other purpose that may be expressly agreed by OCM.	The borrower shall apply amounts borrowed by it under the Facilities towards a) funding the consideration payable for the acquisition of shares of Vedanta Limited open offer announced on January 2021, b) payment of any fees, costs and expenses in connection with the	The proceeds of the 2021 Bonds may be used for acquisition of equity shares of Indian subsidiary/(ies) of VRL, if decided and in accordance with applicable laws. Any remaining proceeds will be used to service the existing indebtedness of identified entities belonging to the promoter and	The borrower shall apply the amounts borrowed by it under the facilities towards a) servicing of existing financial indebtedness of identified entities belonging to the promoter and b) payment of fees, costs and expenses incurred in connection with the	The borrower shall apply the amounts borrowed by it under the facility towards a) servicing of existing financial indebtedness of identified entities belonging to the promoter and b) payment of fees, costs and expenses incurred in connection with the	The proceeds of the facility agreements shall be utilized by Promoter Group Entities for a) funding the consideration payable for the acquisition of shares of VEDL b) payment of any fees, costs and expenses in connection with the acquisition and c) any other

	amount, repayment schedule etc. (c) Any other reason (please specify)	shares of Indian Subsidiary/(ies) of VRL by Twinstar/Welter, if decided and in accordance with applicable laws.		transactions contemplated and c) any other purpose expressly agreed by the Agent (acting on the instructions of all lenders).	promoter group of VEDL, and (subject to certain caps) to meet expenses of such entities.	costs and expenses incurred in connection with the facilities.	facility.	purpose expressly agreed by the Agent (acting on the instructions of all lenders).
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Vedanta Netherland Investment BV and Twinstar Holdings Limited, members of the promoter group of Vedanta Limited, have purchased 63,514,714 and 103,985,286 equity shares respectively of VEDL (representing 1.71% and 2.80% of the equity share capital respectively of VEDL), on 23 November, 2021, through a block deal on the stock exchanges.

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2. OCM Verde XI Investment Pre. Ltd., in connection with the subscription agreement dated December 23, 2020 for issue of US \$ 400,000,000 notes of nominal value US \$1 ("Notes") by Vedanta Holdings Mauritius II Limited. Refer to previous disclosure dated December 28, 2020 and April 19, 2021. This facility was increased to US\$ 1,000,000,000 notes of nominal value US \$1 (as reported in disclosure dated February 26, 2021).
3. First Abu Dhabi Bank PJSC, as facility agent on behalf of the Finance Parties (as defined in the disclosure dated February 26, 2021) under the facility agreement dated February 24, 2021 in relation to facility of an aggregate amount of US \$ 350,000,000 availed by Vedanta Holdings Mauritius Limited. Refer to previous disclosure dated February 26, 2021 and April 19, 2021.
4. Citicorp International Limited, acting as trustees for holders of US \$ 1,200,000,000, 8.95% guaranteed senior bonds due 2025 ("2021 Bonds") issued by Vedanta Resources Finance II plc on March 11, 2021. Refer to previous disclosure dated March 15, 2021 and April 19, 2021.
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Signature of the Authorized Signatory
For and on behalf of Vedanta Resources Limited and its subsidiaries



Place: London, UK

Date: November 25, 2021