



Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

Date: 20 June 2022

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 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”).

This disclosure is being made by Deutsche Bank AG, acting through its Singapore Branch in relation to the creation of encumbrance over the equity shares of Vedanta Limited (“VEDL”).

We hereby inform you that a facility agreement dated June 16, 2022 (“**Facility Agreement**”) has been entered amongst (a) Twin Star Holdings Limited (*as borrower*) (“**Borrower**”), (b) Vedanta Resources Limited (“VRL”) and Welter Trading Limited (*as original guarantors*), (c) Deutsche Bank AG, acting through its Singapore Branch (*as agent*) and (d) Barclays Bank PLC (*as original lender*), for the purposes of availing a facility of an aggregate amount of US\$ 150,000,000 by the borrower from the original lender.





Borrower, VRL, and WTL are part of the promoter and promoter group of VEDL (“**Promoter Group Entities**”). As part of the aforesaid Facility Agreement, 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 Facility Agreement, one or more conditions are likely to fall within the definition of the term “encumbrance” provided under Chapter V of the Takeover Regulations.

Accordingly, the enclosed disclosure is being made by under Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations in relation to the above considering the definition of the term “encumbrance” for the purposes of Chapter V of the Takeover Regulations.

Kindly take the above on record. Thank you.

Yours faithfully,

Signature of Authorised Signatory

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 20 June 2022

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

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Vedanta Limited (“VEDL”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, acting through its Singapore Branch (as agent on behalf of Barclays Bank PLC).		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: #			
a) Shares carrying voting rights	831,538	0.02%	0.02%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	831,538	0.02%	0.02%
Details of acquisition: #			
a) Shares carrying voting rights acquired	Nil	Nil	Nil
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil

d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	2,590,189,293 [#]	69.68% [#]	69.68% [#]
e) Total (a+b+c+/-d)	2,590,189,293[#]	69.68%[#]	69.68%[#]
After the acquisition, holding of acquirer along with PACs of: [#]			
a) Shares carrying voting rights	831,538	0.02%	0.02%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other)	2,590,189,293 [#]	69.68% [#]	69.68% [#]
e) Total (a+b+c+d)	2,591,020,831[#]	69.70%[#]	69.70%[#]
Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment/ inter-se transfer/encumbrance, etc.)	Encumbrance (as explained in the Note below) [#]		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc	Not applicable.		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC	June 16, 2022 i.e., the date on which the provisions in the Facility Agreement which are in the nature of encumbrance became effective.		
Equity share capital / total voting capital of the TC before the said acquisition	3,71,71,99,039 (no. of equity shares)		
Equity share capital/ total voting capital of the TC after the said acquisition	3,71,71,99,039 (no. of equity shares)		
Total diluted share/voting capital of the TC after the said acquisition	3,71,71,99,039 (no. of equity shares)		

#A facility agreement dated 16.06.2022 (**Facility Agreement**) was entered b/w Twin Star Holdings Limited (*as borrower*) (**TSHL**), Vedanta Resources Limited (**VRL**) & Welter Trading Limited (**WTL**) (*as original guarantors*), Deutsche Bank AG (**DB**) acting through its Singapore Branch (*as agent*) & Barclays Bank PLC (*as original lender*) for availing a facility of aggregate amount of USD 150000000.

Under the Facility Agreement, among others (a) TSHL, VRL & WTL (collectively referred to as **Promoter Group Entities**) aren't permitted to create encumbrance over any assets of Vedanta Limited (**VEDL**) unless certain conditions are fulfilled (b) VRL & 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 & (c) there are certain restrictions on the Promoter Group Entities regarding disposal of VEDL's shares. Apart from the shares in the nature of encumbrance, DB separately holds 831538 equity shares (0.02%) in VEDL.

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 Takeover Regulations.

Note:

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

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

Signature of Authorised Signatory

A handwritten signature in black ink, appearing to be 'R. Murthy', written over a horizontal line.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 20 June 2022

Note:

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