

February 8, 2024

VEDL/Sec./SE/23-24/225

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

National Stock Exchange of India Limited  
"Exchange Plaza" Plot No C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai- 400051

**Scrip Code: 500295**

**Trading Symbol: VEDL**

**Sub: Intimation under Regulations 30 and 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR") read with Clause 5A, Para A, Part A, Schedule III of the LODR**

Dear Sir/Ma'am

This is to inform that Vedanta Limited received an intimation under Regulation 30A of the LODR read with Clause 5A, Para A, Part A, Schedule III of the LODR from Vedanta Holdings Mauritius II Limited, Vedanta Resources Limited, Twin Star Holdings Limited and Welter Trading Limited (as the promoter group entities of Vedanta Limited) on February 7, 2024 at 09:10 PM (IST). ("**30A Intimation**").

The information required to be disclosed by Vedanta Limited pursuant to its obligations under Regulations 30 and 30A of the LODR read with Clause 5A, Para A, Part A, Schedule III of the LODR, subsequent to the receipt of the 30A Intimation, is enclosed herewith as **Annexure A**.

We request you to kindly take the above information on record.

Thanking you.

Yours sincerely,  
For **Vedanta Limited**

**Prerna Halwasiya**  
**Company Secretary & Compliance Officer**

**VEDANTA LIMITED**

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai - 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530  
Email: [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in) | Website: [www.vedantalimited.com](http://www.vedantalimited.com)

CIN: L13209MH1965PLC291394

**ANNEXURE A**

Disclosure under Regulations 30 and 30A of the LODR read with Clause 5A, Para A, Part A, Schedule III of the LODR and the circular no. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 issued by SEBI on 13 July 2023

#	Particulars	Details												
a)	If the listed entity is a party to the agreement: i. Details of the counterparties (including name and relationship with the listed entity)	Vedanta Limited is not a party to the facilities agreement dated December 13, 2023, as amended and restated by the amendment and restatement agreement dated January 25, 2024 (“ <b>Facilities Agreement</b> ”). Therefore, not applicable.  It is further clarified that the restrictions (as set out in paragraph (g) below) are effective and applicable from the first Utilisation Date (as defined under the terms of the Facilities Agreement) which is February 5, 2024.												
b)	If listed entity is not a party to the agreement: i. Name of the party entering into such an agreement and the relationship with the listed entity ii. Details of the counterparties to the agreement (including name and relationship with the listed entity)	The following entities are party to the Facilities Agreement: <table border="1" data-bbox="758 1070 1396 1966"> <thead> <tr> <th>Name of the Party</th> <th>Relationship with Vedanta Limited</th> </tr> </thead> <tbody> <tr> <td colspan="2"><b>Borrowers</b></td> </tr> <tr> <td>Vedanta Holdings Mauritius Limited</td> <td>It is a related party of Vedanta Limited.  It is classified as a member of the promoter group of Vedanta Limited, holding 13.26% shares in Vedanta Limited.</td> </tr> <tr> <td>Vedanta Resources Investments Limited</td> <td>It is a related party of Vedanta Limited.  It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited).</td> </tr> <tr> <td colspan="2"><b>Guarantors</b></td> </tr> <tr> <td>Vedanta Resources Limited</td> <td>It is a related party of Vedanta Limited.</td> </tr> </tbody> </table>	Name of the Party	Relationship with Vedanta Limited	<b>Borrowers</b>		Vedanta Holdings Mauritius Limited	It is a related party of Vedanta Limited.  It is classified as a member of the promoter group of Vedanta Limited, holding 13.26% shares in Vedanta Limited.	Vedanta Resources Investments Limited	It is a related party of Vedanta Limited.  It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited).	<b>Guarantors</b>		Vedanta Resources Limited	It is a related party of Vedanta Limited.
Name of the Party	Relationship with Vedanta Limited													
<b>Borrowers</b>														
Vedanta Holdings Mauritius Limited	It is a related party of Vedanta Limited.  It is classified as a member of the promoter group of Vedanta Limited, holding 13.26% shares in Vedanta Limited.													
Vedanta Resources Investments Limited	It is a related party of Vedanta Limited.  It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited).													
<b>Guarantors</b>														
Vedanta Resources Limited	It is a related party of Vedanta Limited.													

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#	Particulars	Details	
			It is classified as a member of the promoter group of Vedanta Limited, with no direct shareholding in Vedanta Limited.
		Vedanta Holdings Limited UK	<p>It is a related party of Vedanta Limited.</p> <p>It is a wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited).</p>
		Twin Star Holdings Limited	<p>It is a related party of Vedanta Limited.</p> <p>It is classified as a member of the promoter group of Vedanta Limited, holding 42.10% shares in Vedanta Limited.</p>
		Welter Trading Limited	<p>It is a related party of Vedanta Limited.</p> <p>It is classified as a member of the promoter group of Vedanta Limited, holding 1.03% shares in Vedanta Limited.</p>
		Vedanta Holdings Mauritius Limited II	<p>It is a related party of Vedanta Limited.</p> <p>It is classified as a member of the promoter group of Vedanta Limited, holding 13.26% shares in Vedanta Limited.</p>
		Vedanta Resources Investments Limited	<p>It is a related party of Vedanta Limited.</p> <p>It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited).</p>

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#	Particulars	Details												
		<p><b>Mandated lead arranger and bookrunner</b></p> <table border="1"> <tr> <td>Standard Chartered Bank</td> <td>It is not a related party of or related to Vedanta Limited.</td> </tr> </table> <p><b>Agent and security agent</b></p> <table border="1"> <tr> <td>Madison Pacific Trust Limited</td> <td>It is not related party of or related to Vedanta Limited.</td> </tr> </table> <p><b>Lenders</b></p> <table border="1"> <tr> <td>Arvo Investment Holdings S.A.R.L</td> <td rowspan="10">It is not related party of or related to Vedanta Limited.</td> </tr> <tr> <td>AMF-12 Holdings Limited</td> </tr> <tr> <td>Burlington Loan Management DAC</td> </tr> <tr> <td>Promontoria Holding 452 B.V</td> </tr> <tr> <td>Standard Chartered Bank</td> </tr> <tr> <td>Factorial Master Fund</td> </tr> <tr> <td>Synergy Strategic Investments Holding Limited</td> </tr> </table>	Standard Chartered Bank	It is not a related party of or related to Vedanta Limited.	Madison Pacific Trust Limited	It is not related party of or related to Vedanta Limited.	Arvo Investment Holdings S.A.R.L	It is not related party of or related to Vedanta Limited.	AMF-12 Holdings Limited	Burlington Loan Management DAC	Promontoria Holding 452 B.V	Standard Chartered Bank	Factorial Master Fund	Synergy Strategic Investments Holding Limited
Standard Chartered Bank	It is not a related party of or related to Vedanta Limited.													
Madison Pacific Trust Limited	It is not related party of or related to Vedanta Limited.													
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Promontoria Holding 452 B.V														
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Factorial Master Fund														
Synergy Strategic Investments Holding Limited														
		iii. Date of entering into the agreement	<p>The Facilities Agreement was entered into on December 13, 2023 and was amended and restated by way of the amendment and restatement agreement dated January 25, 2024.</p> <p>The restrictions (as set out in paragraph (g) below) are effective and applicable from the first Utilisation Date (as defined under the terms of the Facilities Agreement) which is February 5, 2024.</p>											
c)		Purpose of entering into the agreement	The Facilities Agreement has been entered into for the purpose of funding Vedanta Holdings Mauritius II Limited and Vedanta Resources Investments Limited to repay certain existing debt in accordance with the terms contained under the Facilities Agreement.											
d)		Shareholding, if any, in the entity with whom the agreement is executed	Vedanta Limited does not have any shareholding in any of the entities that are party to the Facilities Agreement.											

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#	Particulars	Details
e)	Significant terms of the agreement (in brief)	<p>The Facilities Agreement has been entered into for an amount of USD 1.25 billion. The details of the parties to the Facilities Agreement (including the 'Borrowers', 'Guarantors' and 'Lenders') are as set out in paragraph (b) above.</p> <p>The Facilities Agreement provides for standard representations (such as necessary power and authority to execute and undertake actions as required, non-conflict with other obligations, etc.), warranties, covenants (including affirmative covenants, negative covenants and information covenants) which the Borrowers and Guarantors have agreed in order to provide protection to the Lenders.</p> <p>Customary to a transaction of such a nature, the Facilities Agreement includes standard events of default such as non-payment, insolvency and insolvency proceedings, unlawfulness and unenforceability, etc.</p>
f)	Extent and the nature of impact on management or control of the listed entity	<p>No direct impact on the management or control of Vedanta Limited.</p> <p>Encumbrances have been created over the shares of Vedanta Limited, in terms of the Facilities Agreement and related finance documents, and such encumbrance(s) have been disclosed in the form and manner specified under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("<b>Takeover Regulations</b>").</p> <p><b><u>Existing disclosures submitted pursuant to the Facilities Agreement as on date under the Takeover Regulations:</u></b> Please refer <a href="#">here</a> and <a href="#">here</a> for the disclosures under Regulation 29(1) of the Takeover Regulations and <a href="#">here</a> and <a href="#">here</a> for disclosures under Regulation 31 of the Takeover Regulations.</p>
g)	Details and quantification of the restriction or liability imposed upon the listed entity	<p>No liabilities have been imposed on the listed entity.</p> <p>The quantification of the restrictions imposed on Vedanta Limited by way of the Facilities Agreement is</p>

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#	Particulars	Details
		<p>not ascertainable as they are in the nature of covenants.</p> <p>Pursuant to the terms of the Facilities Agreement, the Borrowers and Guarantors have agreed to ensure in their capacity as members of the promoter group of Vedanta Limited, that Vedanta Limited shall not undertake the following actions / activities unless permitted within the parameters of the Facilities Agreement and / or with the consent of the requisite Lenders: (i) (subject to the carve-outs specified under the Facilities Agreement) the creation of security over assets of Vedanta Limited; (ii) (subject to the carve-outs specified under the Facilities Agreement) the sale, transfer and disposal of assets of Vedanta Limited which are not in the ordinary course; (iii) investment in or acquisition of material assets / business / shares by Vedanta Limited in each case, which are assets / businesses not associated with mining, metals, coal, oil and gas exploration and/or production, infrastructure, power or energy industries; (iv) (subject to the carve-outs specified under the Facilities Agreement) any merger of Vedanta Limited; (v) amendment of the constitutional documents such that it affects the rights of the Lenders or has a material adverse effect under the Facilities Agreement; (vi) (subject to the provisions of the Facilities Agreement) creation of a restriction on distributions; and (vii) (subject to the provisions of the Facilities Agreement) grant of a loan to or guarantee of any indebtedness of the promoter or any affiliate. Additionally, Vedanta Limited shall exercise its rights under brand fee agreements entered into by it with its listed subsidiary in accordance with Facilities Agreement.</p>
h)	Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship	Please refer to our response to paragraphs (b)(i) and (b)(ii) above.
i)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No. The Facilities Agreement does not classify as a related party transaction under the LODR for Vedanta Limited.

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#	Particulars	Details
j)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable.
k)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.
l)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not applicable.

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