

**Date:** April 20, 2021

**BSE Limited**

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Mumbai 400 001

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**National Stock Exchange of India Limited**

Exchange Plaza,  
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**Email:** [takeover@nse.co.in](mailto:takeover@nse.co.in)

**Vedanta Limited**

1st Floor, 'C' Wing, Unit 103, Corporate Avenue,  
Atul Projects, Chakala, Andheri (East),  
Mumbai, Maharashtra, 400093

**E-mail:** [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in)

Dear Sir/ Madam,

**Subject: Disclosure under Regulation 29(2) read with Regulation 29(4) 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 February 26, 2021 in relation to creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over the shareholding of Vedanta Holdings Mauritius Limited (“**Borrower**”), Vedanta Resources Limited (“**VRL**”), Vedanta Holdings Jersey Limited (“**Vedanta Jersey**”) in Vedanta Limited (“**VEDL**”) in favour of First Abu Dhabi Bank PJSC, in its capacity as facility agent for the Finance Parties (*as defined under the disclosure dated February 26, 2021*) under the facility agreement dated February 24, 2021 (“**Facility Agreement**”), in relation to a facility of an aggregate amount of US \$ 350,000,000 availed by the Borrower. Specifically, under the Facility Agreement, the Borrower, VRL and Vedanta Jersey are required to *inter alia* retain control over VEDL and there are certain restrictions on disposal of VEDL’s shares. Further, a pledge has been created on all shares of Vedanta Jersey in the Borrower, pursuant to the share security agreement dated February 24, 2021.

We note that, 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, in view of the conditions under Facility Agreement and the definition of “encumbrance” under the Takeover Regulations, 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

First Abu Dhabi Bank PJSC, in its capacity as facility agent for the lenders under the Facility Agreement. Accordingly, the enclosed disclosure is being made by the First Abu Dhabi Bank PJSC as facility agent for the lenders, under Regulation 29(2) read with Regulation 29(4) of the Takeover Regulations in relation to the encumbrance over the equity shares of VEDL.

Kindly take the above on record.

Thanking you

Yours faithfully

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



**Authorised Signatory**

First Abu Dhabi Bank PJSC

**Encl:** As above

**Disclosures 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	First Abu Dhabi Bank PJSC (as facility agent for and on behalf of the lenders)#		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited New York Stock Exchange for ADS		
Details of the acquisition/ <del>disposal</del> as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of:#</b>			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	2,04,84,58,132	55.11%	55.11%
c) Voting rights (VR) 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)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>2,04,84,58,132</b>	<b>55.11%</b>	<b>55.11%</b>
<b>Details of acquisition/<del>sale</del>:#</b>			
a) Shares carrying voting rights acquired/ sold	-	-	-
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/ <del>invoked/ released</del> by the acquirer	374,231,161 <sup>#</sup>	10.07% <sup>#</sup>	10.07% <sup>#</sup>
e) <b>Total (a+b+c+/-d)</b>	<b>374,231,161<sup>#</sup></b>	<b>10.07%<sup>#</sup></b>	<b>10.07%<sup>#</sup></b>
<b>After the acquisition/<del>sale</del>, holding of:<sup>#</sup></b>			
a) Shares carrying voting rights	-	-	-
b) Shares encumbered with the acquirer	2,422,689,293	65.18%	65.18%
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) <b>Total (a+b+c+d)</b>	<b>2,422,689,293</b>	<b>65.18%</b>	<b>65.18%</b>
Mode of acquisition/ <del>sale</del> (e.g. open market / off-market/ public issue / rights issue / preferential allotment/ inter-se transfer etc)	Encumbrance (as explained in the <b>Note</b> below) <sup>#</sup>		
Date of acquisition/ <del>sale</del> 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/ <del>sale</del>	371,71,96,639 (no. of equity shares)		
Equity share capital/ total voting capital of the TC after the said acquisition/ <del>sale</del>	371,71,96,639 (no. of equity shares)		
Total diluted share/ voting capital of the TC after the said acquisition/ <del>sale</del>	371,71,96,639 (no. of equity shares)		

#### Notes:

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(\*) 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.

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For and on behalf of the Finance Parties

**Authorised Signatory**

First Abu Dhabi Bank PJSC

**Place:** Abu Dhabi

**Date:** 20.04.2021