

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

Hindustan Zinc Limited

Yashad Bhawan,
Udaipur, Rajasthan - 313004

E-mail: rajendrapandwal@vedanta.co.in

Dear Sir/ Madam,

Subject: Long term syndicated term loan related disclosure under Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”).

Vedanta Limited (the “Company or “VEDL”) has tied up a long-term syndicated loan facility for Rs 10,000 crores (“Facility”) with State Bank of India as Facility Agent and SBICAP Trustee Company Limited as the Security Trustee with door to door tenor of 7 years. State Bank of India has given a commitment of Rs 5,000 crores as a lender. The Facility end use stipulates refinancing of near term debt maturities of Vedanta Limited and for capital expenditure of Vedanta Limited. This extends maturity profile, improves liquidity ratio and reinforces the commitment of lenders in the growth story of Vedanta Limited.

Security is provided by way of pledge over the shares held by the Company in Hindustan Zinc Limited (“HZL”) representing fourteen point eight two per cent (14.82%) of the paid-up share capital of HZL which will be released in a phased manner as per the terms of the Facility. The Company has also given a non-disposal undertaking in respect of its shareholding in HZL to the extent of fifty point one per cent (50.1%) of the paid-up share capital of HZL which shares are not pledged at all.

The enclosed disclosure is being made by the Company in relation to creation of pledge of 14.82% and non-disposal undertaking of 50.10% over the equity shares of HZL, a subsidiary company of VEDL 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.

Kindly take the above on record.

Thanking you

Yours faithfully

For and on behalf of **Vedanta Limited**

Prerna Halwasiya

Company Secretary & Compliance Officer

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 LIMITED

REGISTERED OFFICE: Vedanta Limited, 1st 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

CIN: L132O9MH1965PLC291394

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)					Hindustan Zinc Limited								
Names of the stock exchanges where the shares of the target company are listed					BSE Limited and National Stock Exchange of India Limited								
Date of reporting					August 31, 2020								
Names of the promoters or PAC on whose shares encumbrance has been created/ released / invoked					Vedanta Limited								
Details of the creation of encumbrance:													
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)							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)] / invocation [(1)-(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**	Number	% of share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
Vedanta Limited	2,74,31,54,310	64.92 %	Nil	Nil	Creation	August 28, 2020	Pledge Please refer to the Note 1 below.	To secure term loan facility of Rs 10,000 crores	62,61,92,276	14.82 %	SBICAP Trustee Company Limited	2,74,30,77,095	64.92 %
					Creation	August 28, 2020	NDU Please refer to the Note 2 below.		2,11,68,84,819	50.10 %			

Note:

1. Pledge of shares held by Vedanta Limited in Hindustan Zinc Limited representing fourteen point eight two per cent (14.82%) of the paid-up capital of Hindustan Zinc Limited to secure the term loan facility of Rs. 10,000 Cr.
2. Non-disposal undertaking in respect of Vedanta Limited's shareholding in Hindustan Zinc Limited to the extent of fifty point one per cent (50.1%) of the share capital of Hindustan Zinc Limited which are not pledged as per note 1 above.

**Signature of the Authorized Signatory
For and on behalf of Vedanta Limited**

Place: New Delhi

Date: August 31, 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	Hindustan Zinc Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited & National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Vedanta Limited
Total promoter shareholding in the listed company	No. of shares: 2,74,31,54,310 % of total share capital: 64.92%
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 (Date of creation of encumbrance: August 28, 2020)	Encumbrance 2 (Date of creation of encumbrance: August 28, 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)		Pledge of fourteen point eight two per cent (14.82%) of the paid-up share capital of Hindustan Zinc Limited by Vedanta Limited	Non disposal undertaking for fifty point one per cent (50.1%) of the paid-up share capital of Hindustan Zinc Limited by Vedanta Limited (excluding pledged shares for the facility)
No. and % of shares encumbered		No. of shares: 62,61,92,276 % of total share capital: 14.82%	No. of shares: 211,68,84,819 % of total share capital: 50.10%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	SBICAP Trustee Company Limited acting as security trustee for the benefit of the lenders	SBICAP Trustee Company Limited acting as security trustee for the benefit of the lenders
	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.	No Trusteeship services	No Trusteeship services
	Names of all other entities in the agreement	Vedanta Limited as Borrower, State Bank of India as Facility Agent, State Bank of India and other Lenders who may accede the Agreement subsequently, as one of the Lenders.	Vedanta Limited as Borrower, State Bank of India as Facility Agent, State Bank of India and other Lenders who may accede the Agreement subsequently, as one of the Lenders.
	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: NA 2. Details of the debt instrument: NA 3. Whether the debt instrument is listed on stock exchanges?: NA 4. Credit Rating of the debt instrument: NA 5. ISIN of the instrument: NA	YES-/ NO If yes, 1. Name of the issuer: NA 2. Details of the debt instrument: NA 3. Whether the debt instrument is listed on stock exchanges?: NA 4. Credit Rating of the debt instrument: NA 5. ISIN of the instrument: NA

Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 14,321.02 crores (Calculated on the basis of shares pledged as per closing price on NSE on 28 Aug 2020)	The NDU does not create any security charge hence this is not applicable
	Amount involved (against which shares have been encumbered) (B)	Rs 10,000 crores	NA
	Ratio of A / B	1.43	NA
End money use of	Borrowed amount to be utilized for what purpose –		
	(a) Personal use by promoters and PACs	NA	NA
	(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.	NA	NA
	(c) Any other reason (please specify)	Purpose - Refinancing of NCDs and/or CPs and reimbursement of past and future capital expenditure.	Purpose - Refinancing of NCDs and/or CPs and reimbursement of past and future capital expenditure.

**Signature of the Authorized Signatory
For and on behalf of Vedanta Limited**

**Place: New Delhi
Date: August 31, 2020**