

Date: May 05, 2025

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 Ltd.

Yashad Bhawan, Yashadgarh

Udaipur, Rajasthan – 313 004

E-mail: hzl.secretarial@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”)

In continuation to our disclosure dated February 06, 2025 for creation of encumbrance, this disclosure is being made by Vedanta Limited (the “**Company**” / “**VEDL**”) in relation to creation of pledge over the equity shares of Hindustan Zinc Ltd. (“**HZL**”), a subsidiary of the Company as summarised below:

As mentioned in our disclosure dated February 06, 2025, a wholly owned subsidiary of VEDL (“**Borrower**”), had availed certain credit facilities (“**Facility**”) pursuant to a facility agreement dated February 04, 2025 entered into inter alia by and among the Borrower, the Lenders, guarantors, Citicorp International Limited or any other agent / company / intermediary as the agent which shall form part of and accede to the facility agreement (“**Facility Agreement**”).

Pursuant to the said Facility Agreement, the Company has now created a pledge on 54,224,928 equity shares i.e. 1.28% of the share capital of HZL in favour of Axis Trustee Services Limited, acting as the onshore security agent. The pledge has been created through depository system on May 02, 2025, hence separate disclosure under Regulation 31(1) of Takeover Regulations is not being filed by the Company for creation of pledge pursuant to the proviso mentioned under Regulation 31(1) of the Takeover Regulations.

The Company is filing this disclosure of “Reasons of encumbrance” in accordance with Securities and Exchange Board of India’s (“**SEBI**”) Master circular dated February 16, 2023 bearing reference no. SEBI / HO / CFD / PoD-1 / P / CIR / 2023 / 31 and Regulation 31 of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For and on behalf of **Vedanta Limited**

Prerna Halwasiya

Company Secretary and Compliance Officer

Enclosed: As above

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

Email: comp.sect@vedanta.co.in | Website: www.vedantalimited.com

CIN: L132O9MH1965PLC291394

Format for disclosure of reasons for encumbrance

Name of listed company	Hindustan Zinc Limited
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	Vedanta Limited
Total promoter shareholding in the listed company	No. of shares: 2,67,95,48,419 % of total share capital: 63.42%
Encumbered shares as a % of promoter shareholding	90.32% (all outstanding encumbrances including the current one)
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 (Date of creation of encumbrance: May 02, 2025)
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 ¹
No. and % of shares encumbered		No. of shares: 54,224,928 % of total share capital: 1.28% ¹
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Axis Trustee Services Limited
	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.	YES / NO
	Names of all other entities in the agreement	Listed company and its group companies (if any) Vedanta Limited and its subsidiaries Other entities (if any)- Refer Notes
	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: 2. Details of the debt instrument: 3. Whether the debt instrument is listed on stock exchanges?: 4. Credit Rating of the debt instrument: ISIN of the instrument:
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	N/A
	Amount involved (against which shares have been encumbered) (B)	N/A
	Ratio of A / B	N/A

¹ Refer to Note 1 below

		Encumbrance (Date of creation of encumbrance: May 02, 2025)
End use of money	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)	No No Purpose – in connection with the facility agreement dated February 4, 2025, as amended, restated, or supplemented from time to time. Refer Notes.

Note 1:

*In continuation to our disclosure dated February 06, 2025 for creation of encumbrance, this disclosure is being made by Vedanta Limited (the “**Company**” / “**VEDL**”) in relation to creation of pledge over the equity shares of Hindustan Zinc Ltd. (“**HZL**”), a subsidiary of the Company as summarised below:*

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Pursuant to the said Facility Agreement, the Company has now created a pledge on 54,224,928 equity shares i.e. 1.28% of the share capital of HZL in favour of Axis Trustee Services Limited, acting as the onshore security agent. The pledge has been created through depository system on May 02, 2025, hence separate disclosure under Regulation 31(1) of Takeover Regulations is not being filed by the Company for creation of pledge pursuant to the proviso mentioned under Regulation 31(1) of the Takeover Regulations.

*The Company is filing this disclosure of “Reasons of encumbrance” in accordance with Securities and Exchange Board of India’s (“**SEBI**”) Master circular dated February 16, 2023 bearing reference no. SEBI / HO / CFD / PoD-1 / P / CIR / 2023 / 31 and Regulation 31 of the Takeover Regulations.*

Note 2:

Further, for the other existing encumbrances please refer to our earlier disclosures dated March 30, 2022 (read with disclosure dated December 08, 2022); May 25, 2022; May 14, 2024 (revised on July 20, 2024), July 18, 2024 and February 06, 2025.

Further, you may like to note that as per the proviso to Regulation 31(2) of the aforesaid Takeover Regulations, the encumbrance(s) released through the depository from time to time have automatically been captured by the stock exchanges.

Kindly take the above on record.

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

Place: New Delhi
Date: May 05, 2025