

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) “QUALIFIED INSTITUTIONAL BUYERS” (“QIBS”) (AS DEFINED IN RULE 144A (“RULE 144A”) UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”)), OR (2) NON-US PERSONS IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT (“REGULATION S”).

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached offering circular (the “Offering Circular”) following this page, whether received by e-mail or other electronic communication, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular.

In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from Vedanta Resources Finance II plc (the “**Issuer**”), Vedanta Resources Limited (the “**Company**”) or from us as a result of such access.

Each of Citigroup Global Markets Limited, Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc, Mashreqbank psc, SMBC Nikko Securities (Hong Kong) Limited and Standard Chartered Bank as joint global coordinators and managers (the “**Joint Global Coordinators and Managers**”) or any person who controls any of them or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers accepts any liability whatsoever for any loss howsoever arising from any use of this e-mail or the Offering Circular or their respective contents or otherwise arising in connection therewith.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR WITH ANY OTHER SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND ANY APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE SECURITIES MAY ONLY BE OFFERED, SOLD OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO US PERSONS (AS DEFINED IN REGULATION S) THAT ARE QIBS IN RELIANCE ON THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT PROVIDED BY RULE 144A. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE FINAL TERMS AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE FINAL OFFERING CIRCULAR. IF YOU DO NOT AGREE TO THE TERMS CONTAINED IN THIS NOTICE, YOU SHOULD NOT OPEN THE OFFERING CIRCULAR AND SHOULD DELETE THIS E-MAIL. THIS E-MAIL AND ITS ATTACHMENTS ARE PERSONAL TO YOU, ARE CONFIDENTIAL AND MAY ONLY BE READ BY THE ADDRESSEE AND MAY NOT BE REPRODUCED OR REDISTRIBUTED ELECTRONICALLY OR OTHERWISE TO ANY OTHER PERSON.

Confirmation of Your Representation: The Offering Circular is being sent at your request and by accepting the e-mail and accessing the Offering Circular, you shall be deemed to have represented to the Issuer, the Company, the Joint Global Coordinators and Managers that (1) you and any customer you represent are either (a) a QIB or (b) not a US person and that the e-mail address that you have given and to which this e-mail has been delivered is not located in the United States, its territories, its possessions and other areas subject to its jurisdiction and, to the extent you purchase the securities described in the Offering Circular, you will be doing so in offshore transactions in reliance on Regulation S; and (2) you consent to delivery of the Offering Circular and any amendments or supplements thereto by electronic transmission.

The Offering Circular has been delivered to you on the basis that you are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located. If this is not the case, you must delete the e-mail in which the Offering Circular is attached and destroy any printed copies of the Offering Circular. You may not, nor are you authorised to, deliver or forward the Offering Circular, electronically or otherwise, or disclose the contents of the Offering Circular, to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law and access has been limited so that it shall not constitute a general advertisement or solicitation in the United States or elsewhere. No action has been or will be taken in any jurisdiction by the Issuer, the Company or the Joint Global Coordinators and Managers that would, or is intended to, permit a public offering of the securities, or possession or distribution of the Offering Circular (in preliminary, proof or final form) or any other offering or publicity material relating to the securities, in any jurisdiction where action for that purpose is required. If a jurisdiction requires that the offering be made by a licenced broker or dealer and any of the Joint Global Coordinators and Managers or any affiliate of any of them is a licenced broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Joint Global Coordinators and Managers or affiliate on behalf of the Issuer in such jurisdiction.

This communication is directed only at persons who (a) are outside the United Kingdom, or (b) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”), or (c) are persons falling within Article 49(2)(a) to (d) (“**high net worth companies, unincorporated associations, etc.**”) of the Financial Promotion Order, or (d) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”)) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Offering Circular relates is available only to relevant persons and will be engaged in only with relevant persons.

Nothing in this Offering Circular shall be interpreted or deemed as containing an offer or invitation to, or solicitation of, any such circulation, distribution, placement, sale or other transfer of any securities in the territory of the Republic of Cyprus. The communication (i) is addressed solely to qualified investors within the meaning of the Prospectus Regulation (Regulation 2017/1129/EU), as amended, and, to the extent that it applies following the entry into force of the Prospectus Regulation, the Cyprus Prospectus Law L. 114(I)/2005, as amended (together, the “**Cyprus Prospectus Laws**”), (ii) does not constitute an offer or solicitation to the public, or any segment of the public, in Cyprus within the meaning of the Cyprus Prospectus Laws or the Companies Law Cap. 113 of the statute laws of Cyprus, (iii) has not nor will be submitted for clearance to nor approved by the Cyprus Securities and Exchange Commission as a prospectus within the meaning of the Cyprus Prospectus Laws and (iv) must not be distributed or circulated into Cyprus unless and to the extent permitted under the laws of the Republic of Cyprus.

The Offering Circular has been sent to you in an electronic form. Documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer, the Company or the Joint Global Coordinators and Managers or any person who controls any of them or any director, officer, employee, agent or affiliate of any such persons accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from the Joint Global Coordinators and Managers.

THE OFFERING CIRCULAR MAY NOT BE DOWNLOADED, FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY DOWNLOADING, FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS ELECTRONIC TRANSMISSION AND THE OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE THE SECURITIES DESCRIBED IN THE OFFERING CIRCULAR.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

\$500,000,000 7.000 per cent. Guaranteed Senior Bonds due 2032
and
\$700,000,000 7.375 per cent. Guaranteed Senior Bonds due 2034
and
\$550,000,000 7.750 per cent. Guaranteed Senior Bonds due 2037

Issued by

VEDANTA RESOURCES FINANCE II PLC
(incorporated with limited liability in England and Wales)

A subsidiary of



VEDANTA RESOURCES LIMITED
(incorporated with limited liability in England and Wales)

This is an offering of \$500,000,000 7.000 per cent. guaranteed senior bonds due 2032 (the “**2032 Bonds**”), \$700,000,000 7.375% per cent. guaranteed senior bonds due 2034 (the “**2034 Bonds**”) and \$550,000,000 7.750 per cent. guaranteed senior bonds due 2037 (the “**2037 Bonds**”), and together with the 2032 Bonds and the 2034 Bonds, the “**Bonds**”) by Vedanta Resources Finance II plc (the “**Issuer**”). The Bonds will be unconditionally guaranteed by Vedanta Resources Limited (the “**Company**” or the “**Parent Guarantor**”) (the “**Parent Guarantee**”). By no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors (as defined below) and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds, by each of Twin Star Holdings Ltd. (“**Twin Star**”), Welter Trading Limited (“**Welter**”) and Vedanta Holdings Mauritius II Limited (“**VHM II**”, and together with Twin Star and Welter, the “**Subsidiary Guarantors**”) will execute a supplemental trust deed to the Trust Deed (as defined herein) and a supplemental agency agreement to the Agency Agreement (as defined herein), pursuant to which each of Twin Star, Welter and VHM II will guarantee, on a joint and several basis with the Parent Guarantor, the payment of amounts payable under the Bonds or the Trust Deed, and upon the execution of such supplemental trust deed and such supplemental agency agreement, will become a subsidiary guarantor (the “**Subsidiary Guarantees**”, and together with the Parent Guarantee, the “**Guarantees**” and each a “**Guarantee**”). The Parent Guarantor and the Subsidiary Guarantors are collectively referred to as the “**Guarantors**” and each of them is a “**Guarantor**”. See the section entitled “*Risk Factors — Risks relating to the Bonds, the Guarantees and the Collateral — The Bonds may not be secured over the Collateral and the Subsidiary Guarantors may not provide guarantees in respect of the Bonds, including if certain consents are not obtained. Furthermore, the failure to create and/or perfect security over the Collateral will not constitute an event of default under the terms and conditions of the Bonds.*”.

The 2032 Bonds will bear interest from (and including) the Closing Date (as defined herein) at the rate of 7.000 per cent. per annum, payable semi-annually in arrear on January 13 and July 13 of each year, commencing on January 13, 2027. The 2034 Bonds will bear interest from (and including) the Closing Date (as defined herein) at the rate of 7.375 per cent. per annum, payable semi-annually in arrear on January 13 and July 13 of each year, commencing on January 13, 2027. The 2037 Bonds will bear interest from (and including) the Closing Date (as defined herein) at the rate of 7.750 per cent. per annum, payable semi-annually in arrear on January 13 and July 13 of each year, commencing on January 13, 2027. Payments on the Bonds will be made without deduction for or on account of taxes of the United Kingdom, Mauritius and Cyprus to the extent described under “*Terms and Conditions of the Bonds — Taxation*”.

The 2032 Bonds will mature on July 13, 2032. The 2034 Bonds will mature on July 13, 2034. The 2037 Bonds will mature on July 13, 2037.

At any time and from time to time prior to July 13, 2028, the Issuer may redeem the 2032 Bonds, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a. At any time and from time to time on and after July 13, 2028, the Issuer may redeem the 2032 Bonds, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the applicable redemption prices set forth in Condition 6(b), plus accrued and unpaid interest, if any, to (but excluding) the redemption date. At any time and from time to time, the 2032 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the 2032 Bonds (calculated after giving effect to any issuance of Additional 2032 Bonds) at a redemption price (expressed as a percentage of the principal amount of the 2032 Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

At any time and from time to time prior to July 13, 2029, the Issuer may redeem the 2034 Bonds, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to their principal amount plus the Applicable Premium (as defined in the terms and conditions of the 2034 Bonds) plus accrued and unpaid interest, if any, to (but excluding) the redemption date. At any time and from time to time on and after July 13, 2029, the Issuer may redeem the 2034 Bonds, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the applicable redemption prices set forth in Condition 6(b), plus accrued and unpaid interest, if any, to (but excluding) the redemption date. At any time and from time to time, the 2034 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the 2034 Bonds (calculated after giving effect to any issuance of Additional 2034 Bonds) at a redemption price (expressed as a percentage of the principal amount of the 2034 Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

At any time and from time to time prior to July 13, 2031, the Issuer may redeem the 2037 Bonds, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to their principal amount plus the Applicable Premium (as defined in the terms and conditions of the 2037 Bonds) plus accrued and unpaid interest, if any, to (but excluding) the redemption date. At any time and from time to time on and after July 13, 2031, the Issuer may redeem the 2037 Bonds, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the applicable redemption prices set forth in Condition 6(b), plus accrued and unpaid interest, if any, to (but excluding) the redemption date. At any time and from time to time, the 2037 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days’ written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the 2037 Bonds (calculated after giving effect to any issuance of Additional 2037 Bonds) at a redemption price (expressed as a percentage of the principal amount of the 2037 Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

The Issuer may redeem any series of the Bonds, in whole but not in part, at a redemption price equal to their principal amount, plus accrued and unpaid interest, if any, to (but excluding) the redemption date, in the event of certain changes affecting taxes of the United Kingdom, Mauritius and Cyprus. Upon the occurrence of a Change of Control Triggering Event (as defined in the terms and conditions of the Bonds), the Issuer must make an offer to purchase all of the Bonds outstanding at a purchase price equal to 101.0 per cent. of their principal amount, plus accrued and unpaid interest, if any, to (but excluding) the purchase date. See the section entitled “*Terms and Conditions of the Bonds — Redemption and Purchase*”.

The Bonds will be direct, unconditional, unsubordinated and (subject to Condition 4 of the Bonds) secured obligations of the Issuer. The Guarantees will be (subject to Conditions 1(c) and 3(a)) of the Bonds) unsubordinated and unsecured obligations of the Guarantors.

Issue Price of 2032 Bonds: 100.000 per cent.

Issue Price of 2034 Bonds: 100.000 per cent.

Offering Circular dated June 25, 2026

Issue Price of 2037 Bonds: 100.000 per cent.

The Bonds and the Guarantees have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and are being offered in the United States only to qualified institutional buyers (“**QIBs**”) as defined in and in reliance on Rule 144A under the Securities Act (“**Rule 144A**”) and to non-US persons outside the United States as defined in and in reliance on Regulation S under the Securities Act (“**Regulation S**”). Prospective purchasers are hereby notified that sellers of the Bonds may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Bonds which are being offered and sold outside the United States to non-US persons in reliance on Regulation S (the “**Regulation S Bonds**”) will each be initially represented by unrestricted global certificates in registered form (the “**Unrestricted Global Certificates**”). The Bonds which are being offered and sold in the United States to QIBs in reliance on Rule 144A (the “**Rule 144A Bonds**”) will bear the Securities Act Legend (as defined in the trust deed to be dated on or about the Closing Date constituting the Bonds, (the “**Trust Deed**”)) and will each be initially represented by restricted global certificates in registered form (the “**Restricted Global Certificates**”) and, together with the Unrestricted Global Certificates, the “**Global Certificates**”). The Global Certificates will be registered in the name of a nominee of, and shall be deposited on or about the Closing Date with, a common depository (the “**Common Depository**”) for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream**”). Beneficial interests in the Global Certificates will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream. For a description of certain further restrictions on offers, sales and transfers of the Bonds and distribution of this Offering Circular, see the sections entitled “*Plan of Distribution*” and “*Transfer Restrictions*”. Delivery of the Bonds is expected to be made against payment through the facilities of Euroclear and Clearstream on or about July 13, 2026 (the “**Closing Date**”), which is the tenth business day after the date of this Offering Circular.

Application will be made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing of and quotation for the Bonds on the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of the Bonds on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Guarantors, the Group, any of their subsidiaries, their associated companies or the Bonds. The Bonds, if so listed, will be traded on the SGX-ST in a minimum board lot size of S\$200,000 (or its equivalent in other currencies) for so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require. There is no public market for the Bonds.

Investing in the Bonds involves risks. For a discussion of certain factors to be considered in connection with an investment in the Bonds, see the section entitled “*Risk Factors*”.

Our Company has corporate credit rating of “Ba3” (with positive outlook) from Moody’s Ratings, a division of Moody’s Inc. (“**Moody’s**”), “BB” (with stable outlook) from Fitch Ratings Limited (“**Fitch**”) and “BB” (with stable outlook) from S&P Global Ratings (“**S&P**”). The Bonds are expected, on the Closing Date, to be rated “Ba3” by Moody’s, “BB” by Fitch and “BB-” by S&P. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.

This Offering Circular has not been, nor will it be filed, registered, produced or published as an offer document (whether a prospectus in respect of a public offer, a statement in lieu of a prospectus or information memorandum, private placement offer cum application letter, a placement memorandum, general information document or key information document, an offering circular, an offering memorandum or other offering materials in respect of any private placement under the Companies Act, 2013, as amended, regulations formulated by Securities and Exchange Board of India or any other applicable Indian laws) with any Registrar of Companies, the Securities and Exchange Board of India, the Reserve Bank of India or any Indian stock exchange or any other statutory or regulatory body of like nature in India, save and except for any information which is mandatorily required to be disclosed or filed in India under any applicable Indian laws (including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended, and under the terms of the listing agreement with any Indian stock exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended) or pursuant to the sanction of any regulatory and adjudicatory body in India. This Offering Circular has not been and will not be reviewed or approved by any regulatory or statutory or adjudicator authority in India or by the Indian stock exchanges. The securities mentioned herein will not be offered, sold, resold, pledged, delivered, distributed or transferred, directly or indirectly and have not been offered or sold, to any person resident in India by means of any document or otherwise, whether as a principal or agent. The securities mentioned herein have not been offered or sold and will not be offered or sold to any person, in India in circumstances which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities (whether to the public or by way of private placement) within the meaning of the Indian Companies Act, 2013 or any other applicable Indian laws for the time being in force.

Joint Global Coordinators and Managers

Citigroup	Barclays	Deutsche Bank	First Abu Dhabi Bank PJSC	J.P. Morgan	Mashreq	SMBC Nikko	Standard Chartered Bank

NOTICE TO INVESTORS

This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Guarantors, or Citigroup Global Markets Limited, Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc, Mashreqbank psc, SMBC Nikko Securities (Hong Kong) Limited and Standard Chartered Bank as joint global coordinators and managers (the “**Joint Global Coordinators and Managers**”) to subscribe for or purchase, any of the Bonds. The distribution of this Offering Circular and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer, the Guarantors and the Joint Global Coordinators and Managers to inform themselves about and observe any such restrictions. This Offering Circular does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

For a description of certain further restrictions on offers and sales of the Bonds and distribution of this Offering Circular, see the sections entitled “*Plan of Distribution*” and “*Transfer Restrictions*”.

No person is authorised to give any information or to make any representation not contained in this Offering Circular and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer, the Guarantors or the Joint Global Coordinators and Managers. The delivery of this Offering Circular or the offering, sale and delivery of the Bonds at any time does not imply that the information contained in this Offering Circular is correct at any time subsequent to its date.

To the fullest extent permitted by law, none of the Joint Global Coordinators and Managers, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent and the Registrar (each as defined in the “*Terms and Conditions of the Bonds*”) or any of their respective directors, officers, employees, advisers, agents, representatives or affiliates or any person who controls any of them accept any responsibility for the accuracy and completeness of the contents of this Offering Circular or for any statement, made or purported to be made by the Joint Global Coordinators and Managers, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent or the Registrar or any of their respective directors, officers, employees, advisers, agents, representatives or affiliates or any person who controls any of them or on its or their behalf in connection with the Issuer, the Guarantors or the issue and offering of the Bonds. The Joint Global Coordinators and Managers, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent and the Registrar and any of their respective directors, officers, employees, advisers, agents, representatives or affiliates or any person who controls any of them accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Offering Circular or any such statement.

This Offering Circular should not be considered as a recommendation by the Issuer, the Guarantors, the Joint Global Coordinators and Managers, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent or the Registrar or any of their respective directors, officers, employees, advisers, agents, representatives or affiliates or any person who controls any of them that any recipient of this Offering Circular should purchase any of the Bonds. Each investor contemplating a purchase of the Bonds should make its own independent investigation of the Issuer’s and the Guarantors’ financial condition and affairs and its own appraisal of the Issuer’s and the Guarantors’ creditworthiness.

Investors may not reproduce or distribute this Offering Circular, in whole or in part, and investors may not disclose any of the contents of this Offering Circular or use any information herein for any purpose other than considering an investment in the Bonds. Investors agree to the foregoing by accepting delivery of this Offering Circular.

If a jurisdiction requires that the offering be made by a licenced broker or dealer and any of the Joint Global Coordinators and Managers or any affiliate of any of it is a licenced broker or dealer in that jurisdiction, the

offering shall be deemed to be made by the Joint Global Coordinators and Managers or such affiliate on behalf of the Issuer in such jurisdiction.

Market data and certain industry forecasts (where applicable) used in this Offering Circular have been obtained from internal surveys, market research, publicly available information and industry publications. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed. Similarly, internal surveys, industry forecasts and market research, while believed to be reliable, have not been independently verified, and none of the Issuer, the Guarantors, the Joint Global Coordinators and Managers, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent or the Registrar or any of their respective directors, officers, employees, advisers, agents, representatives or affiliates or any person who controls any of them make any representation as to the accuracy of the statement.

STABILISATION

In connection with this offering, Citigroup Global Markets Limited will act as the stabilising manager (the “**Stabilising Manager**”) and it or any of its affiliates (or persons acting on behalf of the Stabilising Manager), may, to the extent permitted by applicable laws and regulations, over allot or effect transactions with a view to supporting the market price of the Bonds at a level higher than that which might otherwise prevail for a limited time after the Closing Date. However, there is no assurance that the Stabilising Manager or any of its affiliates (or persons acting on behalf of the Stabilising Manager) will undertake any stabilising action. Any stabilising action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Bonds is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the Closing Date and 60 days after the date of the allotment of the Bonds. Any stabilisation action must be conducted by the Stabilising Manager or any of its affiliates (or persons acting on behalf of the Stabilising Manager) in accordance with all applicable laws and rules.

NOTICE TO UK INVESTORS

This Offering Circular is for distribution only to persons who (i) are outside the United Kingdom (the “**UK**”), (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”)) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). This Offering Circular is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

This Offering Circular has been prepared on the basis that any offer of the Bonds in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (the “**UK Prospectus Regulation**”) from a requirement to publish a prospectus for offers of Bonds. This Offering Circular is not a prospectus for the purpose of the UK Prospectus Regulation.

UK MIFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO UK RETAIL INVESTORS

The Bonds are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 ("**POATRs**"). Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

EU MIFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS

The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as

amended, the “**PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Bonds and the Guarantees have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged or otherwise transferred except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws.

In connection with the Bonds and the Guarantees being offered in the United States to QIBs in reliance on the exemption from registration provided by Rule 144A, this Offering Circular is being furnished in the United States on a confidential basis solely for the purpose of enabling prospective investors to consider the purchase of the Bonds. Its use for any other purpose in the United States is not authorised.

The Bonds and the Guarantees have not been approved or disapproved by the United States Securities and Exchange Commission (the “**SEC**”), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of this Offering Circular. Any representation to the contrary is a criminal offence in the United States.

NOTICE TO CAPITAL MARKET INTERMEDIARIES AND PROSPECTIVE INVESTORS PURSUANT TO PARAGRAPH 21 OF THE HONG KONG SFC CODE OF CONDUCT

Prospective investors should be aware that certain intermediaries in the context of this offering of the bonds, including certain Joint Global Coordinators and Managers, are “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as “overall coordinators” (“**OCs**”) for this offering and are subject to additional requirements under the SFC Code. Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (Association) with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the bonds and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to this offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to this offering, such order is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should ensure, and by placing an order, prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). If a prospective investor is an asset management arm affiliated with any Joint Global Coordinators and Managers, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the Joint Global Coordinators and Managers or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to this offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. If a prospective investor is otherwise affiliated with any Joint

Global Coordinators and Managers, such that its order may be considered to be a “proprietary order” (pursuant to the Code), such prospective investor should indicate to the relevant Joint Global Coordinators and Managers when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to this offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including Private Banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the Joint Global Coordinators and Managers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. Failure to provide such information may result in that order being rejected.

NOTICE TO MAURITIUS INVESTORS AND MAURITIUS LAW DISCLOSURES

The Bonds may not be offered or sold, directly or indirectly, to the public in Mauritius except as permitted by the Mauritius Securities Act 2005. Neither this Offering Circular, nor any offering material or information contained herein relating to the offer of Bonds and the Guarantees, may be treated as a prospectus for the purposes of the Mauritius Securities Act 2005 or be released or issued to the public in Mauritius or used in connection with any such offer. Nothing in this Offering Circular shall be construed as, and under no circumstances shall this Offering Circular constitute, an offer to sell the Bonds to the public. This Offering Circular has not and will not be registered with the Financial Services Commission of Mauritius (“FSC”) and the FSC expresses no opinion as to the matters contained in this Offering Circular and as to the merits on an investment in the Bonds. There is no statutory compensation scheme in Mauritius in the event of the Issuer’s failure and the FSC does not vouch for the financial soundness of the Issuer.

NOTICE TO CYPRUS INVESTORS

Nothing in this Offering Circular shall be interpreted or deemed as containing an offer or invitation to, or solicitation of, any such circulation, distribution, placement, sale or other transfer of any securities in the territory of the Republic of Cyprus. This Offering Circular (i) is addressed solely to qualified investors within the meaning of the Prospectus Regulation (Regulation 2017/1129/EU), as amended, and, to the extent that it applies following the entry into force of the Prospectus Regulation, the Cyprus Prospectus Law L. 114(I)/2005, as amended (together, the “**Cyprus Prospectus Laws**”), (ii) does not constitute an offer or solicitation to the public, or any segment of the public, in Cyprus within the meaning of the Cyprus Prospectus Laws or the Companies Law Cap. 113 of the statute laws of Cyprus, (iii) has not nor will be submitted for clearance to nor approved by the Cyprus Securities and Exchange Commission as a prospectus within the meaning of the Cyprus Prospectus Laws and (iv) must not be distributed or circulated into Cyprus unless and to the extent permitted under the laws of the Republic of Cyprus.

NOTICE TO PROSPECTIVE INVESTORS IN CANADA

The Bonds may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Bonds must be made in

accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Offering Circular (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* ("**NI 33-105**"), the Joint Global Coordinators and Managers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

AVAILABLE INFORMATION

For so long as any of the Bonds and the Guarantees remain outstanding and are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act, the Issuer will, during any period in which it is neither subject to Section 13 or Section 15(d) of the US Securities Exchange Act of 1934 (the "**Exchange Act**") nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner or to the Trustee for delivery to such holder, beneficial owner or prospective purchaser, in each case upon the request of such holder, beneficial owner, prospective purchaser or the Trustee, the information required to be provided by Rule 144A(d)(4) under the Securities Act.

LISTING ON THE SGX-ST

Application will be made to the SGX-ST for the listing of and quotation for the Bonds on the Official List of the SGX-ST. The Bonds, if so listed, will be traded on the SGX-ST in a minimum board lot size of S\$200,000 (or its equivalent in other currencies) for so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require.

For so long as any Bonds are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore, where the Bonds may be presented or surrendered for payment or redemption, in the event that a Global Certificate is exchanged for Individual Certificates. In addition, in the event that a Global Certificate is exchanged for Individual Certificates, an announcement of such exchange will be made by the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the Individual Certificates, including details of the paying agent in Singapore.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Circular contains “forward-looking statements” that are based on our expectations, assumptions, estimates and projections about our business and industry. These forward-looking statements are subject to various risks and uncertainties. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “*anticipate*”, “*believe*”, “*estimate*”, “*expect*”, “*intend*”, “*will*”, “*project*”, “*seek*”, “*should*” and similar expressions. These statements include the discussions of our business strategy and expectations concerning its market position, future operations, margins, profitability, liquidity and capital resources. Such forward-looking statements involve risks and uncertainties and, although we believe that the assumptions on which such forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate and, as a result, the forward-looking statements based on those assumptions could be materially incorrect.

Factors which could cause these assumptions to be incorrect include:

- The Resulting Companies have not previously operated as independent standalone businesses and may face significant challenges following the Recent Demerger.
- we have a significant amount of indebtedness and our ability to refinance our existing indebtedness is dependent on fees and distributions received from our Group;
- our ability to refinance our existing indebtedness is dependent upon our ability to obtain funding;
- our future expansions and acquisitions are dependent upon our ability to raise capital;
- the volatility of commodity prices may cause a material adverse effect on our revenue, results of operations, cash flows and financial condition;
- our results of operations and cash flows have been and are expected to continue to be substantially dependent on the reserves, production and the cost of production at certain key assets; if we cannot secure additional reserves at competitive costs, our profitability and operating margins could decline;
- our businesses depend upon certain third parties for the supply of our raw material, equipment and services, the execution of projects, as well as the offtake of our production;
- we are subject to covenants under our credit facilities that limit the flexibility in managing our business;
- we depend on the experience and management skill of certain of our key managerial personnel and senior management;
- there are outstanding legal proceedings involving us, Directors and material subsidiaries and other outstanding litigation, which may be considered material. Further, we may be subject to certain regulatory investigations from time to time. Any adverse outcome in such proceedings or investigations may impact our ability to raise capital in the future and may have an adverse effect on our reputation, business, results of operations, cash flows, financial condition and prospects; and
- terrorist attacks and other acts of violence involving India or neighbouring countries could adversely affect our operations directly, or may result in a more general loss of customer confidence and reduced investment in these countries that reduces demand for our products, which would have a material adverse effect on our business, results of operations, financial condition and cash flows.

These and other factors are more fully discussed in the sections entitled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Offering Circular. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans, objectives or projected results referred to in any of the forward-looking statements. Except as required

by law, we do not undertake to release revisions of any of these forward-looking statements to reflect future events or circumstances.

PRESENTATION OF INFORMATION

Certain Conventions

In this Offering Circular, unless otherwise specified or the context otherwise indicates or implies, references to “**Company**” are to Vedanta Resources Limited and references to “**Vedanta**”, “**Group**”, “**we**”, “**us**” or “**our**” are to our Company together with its subsidiaries, joint ventures and its associates, on a consolidated basis.

In this Offering Circular, references to “**US**” or the “**United States**” are to the United States of America, its territories and its possessions. References to “**UK**” are to the United Kingdom; references to “**India**” are to the Republic of India; references to “**Australia**” are to the Commonwealth of Australia; references to “**Zambia**” are to the Republic of Zambia; references to “**South Africa**” are to the Republic of South Africa; references to “**EU**” are to the European Union as established by the Treaty on European Union.

In this Offering Circular, references to the London Metal Exchange Limited (“**LME**”) price of copper, zinc or aluminium are to the average cash seller and settlement price on the LME for copper, zinc or aluminium for the period indicated.

IsaSmelt^(TM) and IsaProcess^(TM) are trademarks of Glencore Plc. Ausmelt^(TM) is a trademark of Ausmelt Limited. ISP^(TM) is a trademark of Imperial Smelting Process Ltd.

Presentation of Financial Information

Vedanta Resources Limited

Our audited consolidated financial statements as of and for Fiscal Year 2025 (the “**Fiscal Year 2025 Financial Statements**”), our audited consolidated financial statements as of and for Fiscal Year 2024 (the “**Fiscal Year 2024 Financial Statements**”), and our audited consolidated financial statements as of and for Fiscal Year 2023 (the “**Fiscal Year 2023 Financial Statements**” and, together with the Fiscal Year 2025 Financial Statements and the Fiscal Year 2024 Financial Statements, the “**Audited Financial Statements**”), the unaudited consolidated condensed interim financial statements for the six months ended September 30, 2025 (“**September 2025 Unaudited Consolidated Condensed Interim Financial Statements**”) and the unaudited consolidated condensed interim financial statements for the six months ended September 30, 2024 (“**September 2024 Unaudited Consolidated Condensed Interim Financial Statements**” and, together with the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, the “**Unaudited Consolidated Condensed Interim Financial Statements**”), included elsewhere in this Offering Circular, have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as adopted by the United Kingdom. We have not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025. As part of our annual reporting cycle, our annual consolidated financial statements for the Fiscal Year ended March 31, 2026 is not due for reporting as of the date of this Offering Circular.

The Audited Financial Statements have been audited by MHA (a trading name of MHA Audit Services LLP, and previously MacIntyre Hudson LLP), independent auditors, as stated in their reports included elsewhere in this Offering Circular. The Unaudited Consolidated Condensed Interim Financial Statements have been reviewed by MHA, as stated in their reports included elsewhere in this Offering Circular. MHA is a member of the Institute of Chartered Accountants in England & Wales.

The consolidated financial information for our Company as of and for Fiscal Years 2025 and 2024, included in this Offering Circular, has been derived from the Fiscal Year 2025 Financial Statements and the Fiscal Year 2024 Financial Statements, respectively. The consolidated financial information as of and for Fiscal Year 2023 has been extracted from the comparative information included in the Fiscal Year 2024 Financial Statements. The Audited Financial Statements should be read in conjunction with the respective notes and audit reports thereto.

The consolidated financial information for our Company as of and for the six months ended September 30, 2025, included in this Offering Circular, has been derived from the Unaudited Consolidated Condensed Interim Financial Statements. The consolidated financial information as of and for the six months ended September 30, 2024 has been extracted from the comparative information included in the September 2025 Unaudited Consolidated Condensed Interim Financial Statements. The Unaudited Consolidated Condensed Interim Financial Statements should be read in conjunction with the respective notes and review reports thereto. In addition, the Unaudited Consolidated Condensed Interim Financial Statements are not necessarily indicative of results expected for a full fiscal year or any future period and should not be taken as an indication of our expected financial condition and results of operations for Fiscal Year 2026. See *“Risk Factors – Operating Risks – Our Unaudited Consolidated Condensed Interim Financial Statements may not be representative of our financial condition, results of operations and cash flows for the Fiscal Year 2026.”*.

Vedanta Limited

As our Group has not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025, we have included Vedanta Limited’s audited consolidated financial statements as of and for Fiscal Year 2026 (the **“Vedanta Limited’s Fiscal 2026 Audited Financial Statements”**) and Fiscal Year 2025 (the **“Vedanta Limited’s Fiscal 2025 Audited Financial Statements”**), and together with the Vedanta Limited’s Fiscal 2026 Audited Financial Statements, the **“Vedanta Limited’s Audited Financial Statements”**) elsewhere in this Offering Circular. Prior to the Scheme of Arrangement (as defined below) becoming effective, Vedanta Limited was the primary operating subsidiary of our Company and included all of our operating assets except for KCM. For Fiscal Year 2025, Vedanta Limited, on a consolidated basis together with its subsidiaries, joint ventures and its associates, contributed 94% of our EBITDA. Whilst we believe that the financial condition, cash flows and results of operations of Vedanta Limited (on a consolidated basis) as reflected in Vedanta Limited’s Fiscal 2026 Audited Financial Statements provides a meaningful reflection of our financial condition, cash flows and results of operations expected for the same period, there can be no assurance and none of the Joint Global Coordinators and Managers or any of their respective affiliates, directors or advisors makes any representation or warranty, express or implied, that Vedanta Limited’s Fiscal 2026 Audited Financial Statements would be sufficiently representative of our financial condition, cash flows and results of operations expected for the same period. See *“Risk Factors – Operating Risks – Vedanta Limited’s Fiscal 2026 Audited Financial Statements may not be representative of our financial condition, results of operations and cash flows for the same period.”*. Further, following the Scheme of Arrangement becoming effective on May 1, 2026, the Aluminium Business, the Merchant Power Business, the Oil and Gas Business and the Iron Ore Business undertakings, together with their respective operating assets, were transferred to and vested in the respective Resulting Companies, each being a direct or indirect subsidiary of our Company, and such businesses and their operating assets no longer form part of Vedanta Limited’s business or consolidated financial position. The business of Vedanta Limited now comprises Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses only. For further details, see *“Our Business – Recent Developments – Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement”*. Certain items, such as total indebtedness of certain of our offshore subsidiaries, including the Subsidiary Guarantors, would not be reflected in Vedanta Limited’s consolidated financial statements.

Vedanta Limited’s Audited Financial Statements have been prepared in accordance with Indian Accounting Standards (**“Ind AS”**) prescribed under Section 133 of the Companies Act and other accounting principles generally accepted in India. Significant differences exist between Ind AS and IFRS, hence the adjustments that are ultimately required to convert from Ind AS to IFRS could be significant. For a summary of the significant differences between Ind AS and IFRS, see the section entitled *“Summary of Significant Differences Between IFRS and Ind AS”*. Potential investors should consult their own professional advisers for an understanding of the differences between Ind AS and IFRS, and how these differences might affect their understanding of the financial information contained herein.

Vedanta Limited's Audited Financial Statements have been audited by S.R. Batliboi & Co. LLP, Chartered Accountants, as stated in their report included elsewhere in this Offering Circular. S.R. Batliboi & Co. LLP, Chartered Accountants, have in their audit report on the Vedanta Limited's Fiscal 2026 Audited Financial Statements included emphasis-of-matter paragraphs with respect to the matter on allegations made during the year ended March 31, 2026 by a short seller, ongoing matters for which information has been sought by regulators/ authorities, another matter on the approval of extension of the Cambay Block PSC pending before the MoPNG and management's assessments thereof/ responses thereto. See *"Risk Factors – Operating Risks – Auditors report of Vedanta Limited's Fiscal 2026 Audited Financial Statements contain, inter alia, emphasis-of-matters."*

General

This Offering Circular includes certain non-GAAP measures. Please see *"Management's Discussion and Analysis of Financial Condition and Results of Operations — Certain Non-GAAP Measures"*.

Rounding adjustments have been made in calculating some of the information included in this Offering Circular. As a result, amounts shown as totals in some tables may not be exact arithmetic aggregations of the figures that precede them.

References to a particular **"Fiscal Year"** or **"FY"** are to a financial year ended or ending March 31 of that year. References to a year other than a **"Fiscal Year"** are to the calendar year or **"CY"** ended December 31.

Currencies and Conversions

In this Offering Circular, references to **"\$"**, **"US\$"** or **"US dollars"** are to the legal currency of the United States; references to **"GBP"** or **"£"** are to the legal currency of the United Kingdom; references to **"₹"**, **"INR"**, **"Rupee"** or **"Indian Rupee"** are to the legal currency of India.

Unless otherwise indicated, the financial information contained in this Offering Circular has been expressed in US dollars. The US dollar equivalent information presented in this Offering Circular for Indian Rupee has been calculated based on average of the Oanda Rate as of March 31, 2026 which was ₹88.36 per US\$1.00. The exchange rates presented in this Offering Circular for each period may have differed from the exchange rates used in the preparation of financial statements included elsewhere in this Offering Circular.

References to **"crores"** in this Offering Circular are to the following:

One lakh	100,000 (one hundred thousand)
One crore	10,000,000 (ten million)
Ten crores	100,000,000 (one hundred million)
One hundred crores	1,000,000,000 (one thousand million or one billion)

Basis of Presentation of Our Reserves and Resources

Ore Reserves and Mineral Resources

The reported reserves are defined as being either **"Ore Reserves"** if reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition, prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (the **"JORC Code"**). The reported mineral resources are defined as **"Mineral Resources"** if reported in accordance with the JORC Code (2012).

The reported Ore Reserves of each project, and Mineral Resources for certain projects, are derived following a systematic evaluation of geological data and a series of technical and economic studies by our geologists and

engineers. The results and procedures used in the majority of these studies have been periodically reviewed by independent consultants.

- The Mineral Resources and Ore Reserves of HZL's mines were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- The Mineral Resources and Ore Reserves of Black Mountain Mining's Black Mountain mine were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- The Mineral Resources and Ore Reserves of Black Mountain Mining's Gamsberg mines were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- The Mineral Resources and Ore Reserves of Skorpion were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- The Mineral Resources and Ore Reserves of Bomi Mines of Western Cluster Limited were audited as of March 31, 2026 by SRK Mining Services (India) Private Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- The Mineral Resources and Ore Reserves of the iron ore mines of Vedanta Limited in Karnataka, Goa, and Odisha were audited as of March 31, 2026 by DMT Consulting (P) Ltd and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".

The estimation of the quantity and quality of the mineral occurrence is defined in two stages. In the first stage, the location, quantity, grade, geological characteristics and continuity of Mineral Resources are interpreted and estimated from specific geological evidence and knowledge. The geological evidence is gathered from exploration, sampling and testing information through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. Please see "*Annex B – Mineral Resources (Exclusive Reporting Basis)*". Furthermore, all Mineral Resources are reported on an exclusive basis where for the avoidance of doubt, the Mineral Resources exclude those Measured and Indicated Mineral Resources which have been modified to derive Ore Reserves. The definitions of the terms relied on in the JORC Code (2012) are included in the glossary to this Offering Circular. The effective date of the audits is March 31, 2026, as such all consultants confirm that they have not reviewed any additional technical information subsequent to this effective date whether with respect to material changes or otherwise.

This Offering Circular references various production expansion projections currently proposed by us, and in addition, associated capital expenditures. The Ore Reserve audits as completed by SRK Consulting (UK) Limited or all other consultants have been assessed in the context of current production levels and as such any expansion or associated capital expenditures have not been audited by all consultants.

All Mineral Resources and Ore Reserves are reported on a 100% basis and as such do not reflect the quantum which would be attributable to us based on its equity interest. This Offering Circular includes technical information, which requires subsequent calculations to derive subtotals, totals and weighted averages. Such

calculations may involve a degree of rounding and consequently introduce a margin of error. Where such errors occur, we do not consider them to be material.

The JORC Code (2012) specifies that reporting of Mineral Resources and Ore Reserves should be accompanied by certain additional supplemental information, for example as referenced in Table 1 of the JORC Code (2012).

In the second stage, the “Ore Reserve” is defined. An “**Ore Reserve**” is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses which may occur when the material is mined. Appropriate assessments and studies have been carried out and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate that at the time of reporting that extraction could reasonably be justified. Ore Reserves are sub-divided in order of increasing confidence into Probable Ore Reserves and Proved Ore Reserves.

Although we provide certain life of mine estimates on the basis of Ore Reserves and Mineral Resources, investors are cautioned to use the life of mine estimates based solely on Ore Reserves in “*Annex A — Life of Mines*” as the base case for any assessment of the life of a mine.

Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources for Mining Operations

On October 31, 2018, the SEC adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the Exchange Act. These amendments became effective February 25, 2019, with compliance required for the first fiscal year beginning on or after January 1, 2021. Under the new SEC amendments, the historical property disclosure requirements for mining registrants included in Industry Guide 7 under the US Securities Act have been rescinded and replaced with disclosure requirements in subpart 1300 of Regulation S-K.

As a result of the adoption of subpart 1300 of Regulation S-K, the SEC’s standards for mining property disclosures are now more closely aligned to the JORC Code’s requirements. For example, the SEC now recognises estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources.” In addition, the SEC has amended its definitions of “proven mineral reserves” and “probable mineral reserves” to be “substantially similar” to the corresponding standards under the JORC Code. However, despite these similarities, SEC standards are still not identical to the JORC Code. Accordingly, investors are cautioned that there can be no assurance that the reserves and resources reported by us under the JORC Code would be the same had it prepared its reserve or resource estimates under the standards adopted under subpart 1300 of Regulation S-K and that the technical information contained within this document does not constitute a Technical Report Summary in accordance with the requirements of subpart 1300 of Regulation S-K.

UNITED STATES INVESTORS ARE ADVISED THAT THE REPORTING OF MINERAL RESOURCES IN THIS OFFERING CIRCULAR IS ACCORDINGLY NOT COMPLIANT WITH SUBPART 1300 OF REGULATION S-K

Oil, Condensate and Marketable Gas Reserves and Contingent Resources

Estimates of our proved, probable, and possible reserves and contingent resources as of March 31, 2026 have been prepared according to the Petroleum Resources Management System (“**PRMS**”) approved in March 2007 and revised in June 2018 by the Society of Petroleum Engineers, the World Petroleum Council, the American Association of Petroleum Geologists, the Society of Petroleum Evaluation Engineers, the Society of Exploration Geophysicists, the Society of Petrophysicists and Well Log Analysts, and the European Association of Geoscientists & Engineers.

The PRMS standard is a referenced standard in published guidance notes of the London Stock Exchange. The proved, probable, and possible oil, condensate, and marketable gas reserves and the contingent resources were independently estimated by DeGolyer and MacNaughton as of March 31, 2026.

The contingent resources estimated herein are those volumes of oil or gas that are potentially recoverable from known accumulations, but which are not currently considered to be commercially recoverable because development is either pending or is under evaluation or is currently not considered viable under existing technical/commercial conditions. Because of the uncertainty of commerciality and the lack of sufficient exploration drilling, the Resources estimated herein cannot be classified as Reserves. The Resources estimates herein are provided as a means of comparison to other resources and do not provide a means of direct comparison to Reserves.

We retained DeGolyer and MacNaughton to conduct independent reviews of the proved, probable, and possible oil, condensate, and marketable gas reserves and the contingent resources as of March 31, 2026.

Reserves and Production

In this Offering Circular, unless expressly stated otherwise, references to reserves and production are to total reserves and total production, respectively. For example, total Ore Reserves and total production mean that part of the Ore Reserves from a mine and that part of the production at mines and operations, respectively, that our subsidiaries have an interest in or rights over.

We do not wholly own certain of its subsidiaries and therefore total reserves and total production include reserves and production, respectively, attributable to third-party interests in controlled subsidiaries. Rounding adjustments have been made in calculating some of the reserves and production information included in this Offering Circular. As a result, numerical figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that precede them.

Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources for Oil and Gas Programmes

There are significant differences between the reporting regimes under the PRMS approved in March 2007 by the Society of Petroleum Engineers, the World Petroleum Council, the American Association of Petroleum Geologists, and the Society of Petroleum Evaluation and in the United States under the requirements as adopted by the SEC in its Industry Guide 4 — Prospectus Relating to Interests in Oil and Gas Programmes and Subpart 1200 of Regulation S-K (together “**Industry Guide 4**”).

Evaluations of oil and gas reserves involve various uncertainties and require exploration and production companies to make extensive judgements as to future events based upon the information available. The crude oil and natural gas reserves data are estimates based primarily on internal technical analyses using standard industry practises. Such estimates reflect our best judgement at the time of their preparation, based on geological and geophysical analyses and appraisal work (which are dynamic processes), and may differ from previous estimates. Reserves estimates are subject to various uncertainties, including those relating to the physical characteristics of crude oil and natural gas fields. These physical characteristics are difficult to estimate and, as a result, actual production may be materially different from current estimates of reserves. Factors affecting our reserve estimates include: the outcome of new production or drilling activities; assumptions regarding future performance of wells and surface facilities; the results of field reviews; an ability to acquire new reserves from discoveries or extensions of existing fields; an ability to apply improved recovery techniques; and changed economic conditions.

UNITED STATES INVESTORS ARE ADVISED THAT THE REPORTING REGIMES USED IN THIS OFFERING CIRCULAR ARE ACCORDINGLY NOT COMPLIANT WITH INDUSTRY GUIDE 4.

CERTAIN ENFORCEMENT OF CIVIL LIABILITIES CONSIDERATIONS AND LIMITATIONS ON THE VALIDITY AND ENFORCEABILITY OF THE GUARANTEES

Mauritius

Each of Twin Star and VHM II is a private limited company incorporated under the laws of Mauritius. A judgment obtained in a foreign court may be enforced in Mauritius pursuant to a procedure known as exequatur. The Supreme Court of Mauritius (the “**Supreme Court**”) may register and enforce, by way of exequatur under article 546 of the *Code de Procédure Civile*, an *in personam* judgment of a foreign court obtained against us without reconsideration of the merits, if (i) the judgment remains valid and capable of execution in the country where it was delivered, (ii) Twin Star has been properly summoned to the proceedings leading to the judgment; and (iii) the foreign court had jurisdiction over us and the matter submitted to it. The Supreme Court can refuse to recognise and enforce a judgment obtained in a foreign court if (i) the judgment is contrary to any principle affecting public order, as such term is interpreted under Mauritian law, (ii) the judgment was obtained by fraud or in a manner contrary to the principles of natural justice, including in respect of procedure, or (iii) the judgment is for a claim that under Mauritian law would be characterised as based on a tax or as being expropriatory, penal or contrary to any other public law.

In addition, the Supreme Court has discretion to stay or decline to hear an action on the foreign judgment if the foreign judgment is under appeal or there is another subsisting judgment in any jurisdiction relating to the same cause of action as the foreign judgment.

There exists also an alternative procedure for enforcement of judgments rendered by superior courts in the UK and the enforcement of such UK judgments will be made in accordance with the Reciprocal Enforcement of Judgments Act 1923.

A foreign arbitral award may be recognised and enforced in Mauritius pursuant to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards Act 2001. The recognition and enforcement of the foreign arbitral award may be refused by the Supreme Court at the request of the party against whom it is invoked on certain limited grounds. Further, the recognition and enforcement can also be refused if the Supreme Court finds that the subject-matter of the dispute is not capable of settlement by arbitration under the law of Mauritius or the recognition or enforcement of the award would be contrary to the public policy of Mauritius.

Cyprus

Limitations on the validity and enforcement of the Guarantee by applicable laws or certain defences

Enforcement of the Guarantee against Welter, a Subsidiary Guarantor, may be subject to certain laws and defences available to guarantors in the Republic of Cyprus including, among others, those that relate to corporate interest or benefit, capacity and authority, fraudulent assignment or transfer, voidable preference, financial assistance, corporate purpose, transactions under value, capital maintenance or similar laws, insolvency, examinership or bankruptcy challenges and regulations or defences affecting the rights of creditors generally.

Other defences may be open to Welter, as a Subsidiary Guarantor, under Cyprus Law (including certain sections of the Cyprus Contracts Law Cap. 149, as amended) such as, without limitation, (i) illegality of the obligations of the Issuer which are being guaranteed, (ii) that the Guarantee has been secured by means of a misrepresentation, (iii) that the terms of any Bonds guaranteed by Welter have been varied without the consent of the guarantor, (iv) that the liability of the Issuer, as principal debtor, has been discharged, (v) that the Bondholders in respect of any Bonds, as creditors, make a composition with, promise to give time to or not to sue the Issuer, unless the guarantor assents to such contract; (vi) that such Bondholders have done any act which is inconsistent with the rights of the guarantor and the eventual remedy of the guarantor itself against the Issuer is thereby impaired; (vii) if the security granted by the Issuer has been lost or parted with; and/or (viii) the surety is discharged.

If one or more of these laws and defences is applicable, Welter, in its capacity as Subsidiary Guarantor, may have no liability or decreased liability under its Guarantee or the Guarantee could be subject to legal challenge. Under the laws of the Republic of Cyprus, a continuing guarantee may, at any time, be revoked by the guarantor concerned, as to future transactions.

Rights under the Transaction Documents are subject to the solvency of Welter and applicable insolvency laws

There is a risk that the giving of the Guarantee or the execution of any supplemental trust deed to the Trust Deed, Subscription Agreement or other transaction document by Welter (the “**Transaction Documents**”), was or will be made in contravention of applicable insolvency laws, for example: (i) the Transaction Documents were or will be entered into or realized with the intention to hinder, delay or defraud any present or future creditor or to prefer any creditor, (ii) Welter was or has become, because of entry into the Transaction Documents, unable to pay its debts (taking into account its contingent and prospective liabilities), or (iii) Welter made any payment to or entered into any arrangement with any of its creditors for the purpose of putting that creditor in a better position than it would have been in if Welter went into liquidation. In these circumstances, in winding-up proceedings, the creditors or liquidator of Welter could challenge the Transaction Documents, including the Guarantee, and the court may, if it makes certain findings, among others (a) avoid or invalidate Welter’s obligations under the Guarantee, (b) direct the recovery of any sums paid under the Guarantee to the relevant Bondholders or (c) take any other action detrimental to such Bondholders.

Under Cyprus law, pursuant to section 301 of the Companies Law Cap. 113 of the statute laws of Cyprus, any conveyance, charge, mortgage, delivery of goods, payment, execution or other act relating to property made or done by or against a company within six months before the commencement of its winding-up which, had it been made or done by or against an individual within six months before the presentation of a bankruptcy petition on which he is adjudged bankrupt, would be deemed in his bankruptcy a fraudulent preference, shall, in the event of the company being wound up, be deemed a fraudulent preference of its creditors and be invalid accordingly. On that basis, the Transaction Documents, including the Guarantee, may be subject to hardening periods.

Enforcement of judgments in Cyprus

Welter, a Subsidiary Guarantor, is organized under the laws of the Republic of Cyprus and is a member state of the EU. The courts of the Republic of Cyprus will not recognise and/or enforce any judgment given by the courts of a foreign country, unless (a) the Republic of Cyprus has entered into a bilateral treaty or international convention for the reciprocal enforcement of judgments with such country and, in such case, in accordance with the terms of such treaty or convention and/or (b) such recognition and/or enforcement is otherwise in accordance with the applicable European regulations and/or national laws of Cyprus. Any final judgment obtained in a court of member state of the EU and enforceable in that EU member state shall be recognized and enforced in the Republic of Cyprus subject to and in accordance with the Recast Brussels Regulation (EC) No. 1215/2012 of 12 December 2012 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters. The Republic of Cyprus is also party to the United Nations (New York) Convention on the Recognition and Enforcement of Foreign Arbitral Awards 1958 (the “**New York Convention**”). Consequently, a foreign arbitral award obtained in a state which is party to the New York Convention could be recognised and enforced by a Cypriot court in accordance with the procedure and subject to the matters set out in the New York Convention and the Cypriot International Commercial Arbitration Law, Law No. 101/87.

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SUMMARY

This summary highlights information contained elsewhere in this Offering Circular and does not contain all of the information that you should consider before investing in the Bonds. You should read this entire Offering Circular, including “Risk Factors” and the financial statements included elsewhere in this Offering Circular, before making an investment decision. This Offering Circular includes forward-looking statements that involve risks and uncertainties. See the section entitled “Special Note Regarding Forward-Looking Statements” for more information.

The following discussion is intended to convey our management’s perspective on our financial condition, results of operations and cash flows. Please read “Presentation of Financial Information” before reading this section. This section should be read together with “Risk Factors”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Selected Consolidated Financial Information”. This section contains forward-looking statements. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. See “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and “Risk Factors” for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows.

Unless stated or the context requires otherwise, all financial information is presented on a consolidated basis. Such financial information as of and for Fiscal Year 2025 has been derived from the Fiscal Year 2025 Financial Statements, included elsewhere in this Offering Circular, and such financial information as of and for Fiscal Year 2024 has been derived from the Fiscal Year 2024 Financial Statements, included elsewhere in this Offering Circular. The financial information as of and for the six months ended September 30, 2025 has been derived from the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, included elsewhere in this Offering Circular, and such financial information as of and for the six months ended September 30, 2024 has been extracted from the comparative information included in the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, included elsewhere in this Offering Circular. Our Group has not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025. As part of our annual reporting cycle, our annual consolidated financial statements for the Fiscal Year ended March 31, 2026 is not due for reporting as of the date of this Offering Circular.

Certain information in this section includes extracts from a report by ICRA Analytics Limited titled “Sector Report – Vedanta Resources” dated June 7, 2026 (the “ICRA Report”), which has been exclusively commissioned and paid for by us in connection with this offering of the Bonds. The relevant industry sources are indicated at all relevant places within this section. For more information, see “Risk Factors — Risks Relating to Business — Third party statistical and industry related data in this Offering Circular may be incomplete or unreliable and any reliance on such information for making an investment decision in this offering of the Bonds is subject to inherent risk”. None of us, the Joint Global Coordinators and Managers or any other person connected with the offering of the Bonds has independently verified all the information contained in the ICRA Report.

Overview

We are a globally diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. We are the largest aluminium producer in India accounting for approximately 56.8% of the overall smelting capacity in the country (Source: ICRA Report) and through Hindustan Zinc Limited, we are the world’s largest integrated zinc producer and amongst the top 10 silver producers globally (Source: ICRA Report). We have operations in India, Namibia, Ireland, South Africa, Liberia, UAE, Zambia, Japan, South Korea and Taiwan. This geographical reach and diverse portfolio of commodities allow us to capitalise on regional market demands and economic strengths.

Our Group is primarily engaged in the following businesses: (i) aluminium (“**Aluminium Business**”), (ii) zinc, lead and silver (“**Zinc, Lead and Silver Business**”), (iii) oil and gas (“**Oil and Gas Business**”), (iv) copper (“**Copper Business**”) (v) iron ore (“**Iron Ore Business**”), (vi) steel (“**Steel Business**”), and (vii) commercial power generation (“**Merchant Power Business**”).

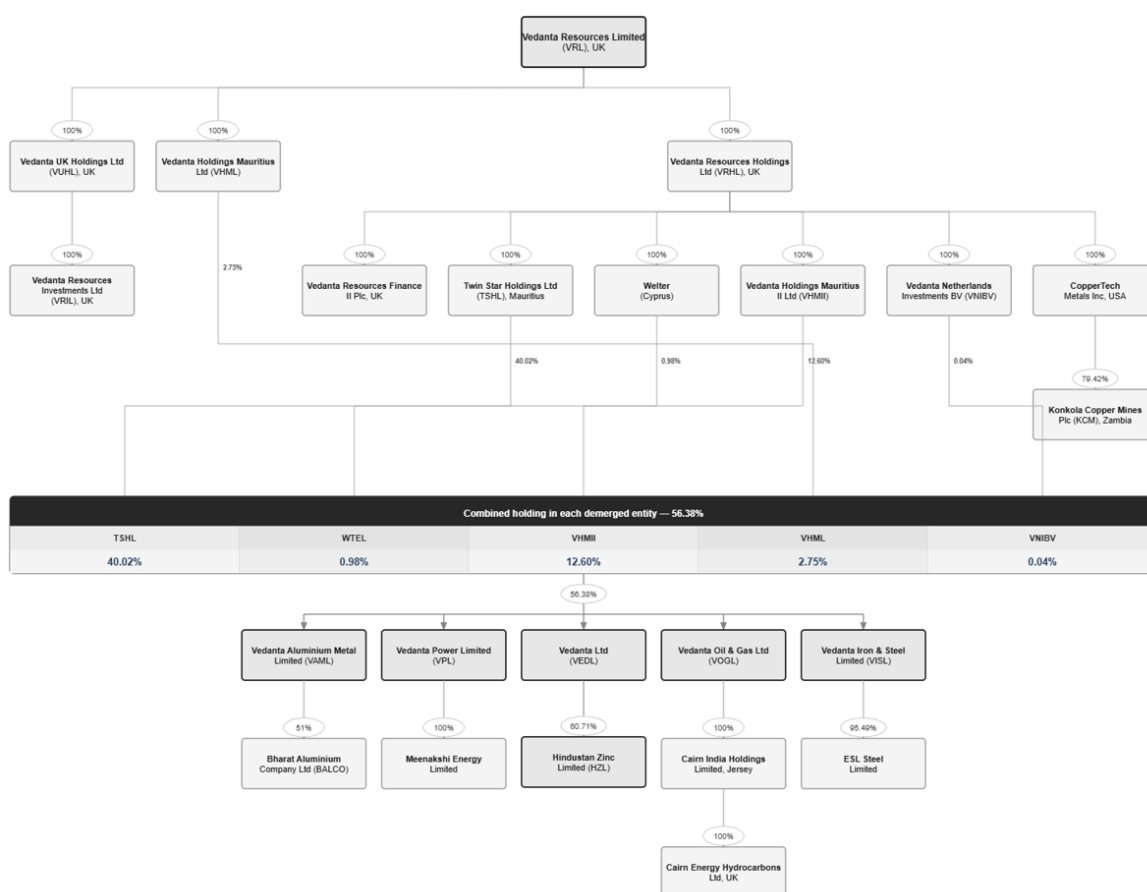
- (i) **Aluminium Business** – Our Aluminium Business is the largest aluminium producer in India and accounts for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*), with aluminium production capability of 2.44 mtpa. We have a market share of approximately 44% in producing primary aluminium sector in India (*Source: ICRA Report*). Our Aluminium Business is conducted by Vedanta Aluminium Metal Limited (“**VAML**”) in Odisha and through its subsidiary, Bharat Aluminium Company Limited (“**BALCO**”), in Chhattisgarh. VAML’s operations include a 1.85 mtpa smelter at Jharsuguda in Odisha, a 5 mtpa alumina refinery at Lanjigarh and 3,015 MW captive thermal power plants. BALCO’s operations include 1,440 MW captive power plants, a 300 MW power plant operated as an independent power producer, a 0.59 mtpa aluminium smelter and the associated fabrication facilities in Chhattisgarh.
- (ii) **Zinc, Lead and Silver Business** – Our Zinc, Lead and Silver Business remains in Vedanta Limited following the Scheme of Arrangement (*as defined below*) and comprises operations in India (“**Zinc India Business**”) and outside India (“**Zinc International Business**”). Our Zinc India Business is conducted through our subsidiary, Hindustan Zinc Limited (“**HZL**”). HZL is the world’s largest integrated zinc producer and among the top 10 silver producers globally (*Source: ICRA Report*) and has eight zinc-lead mines at the Rampura Agucha, Kayad, Sindesar Khurd, Rajpura Dariba and Zawar facilities in Rajasthan. Our Zinc International Business is conducted through several subsidiaries, namely, THL Zinc Namibia Holdings Limited and its subsidiaries (“**Skorpion**”) in Namibia, Vedanta Lisheen Holdings Limited and its subsidiaries (“**Lisheen**”) in Ireland and Black Mountain Mining Pty Ltd (“**Black Mountain Mining**”) in South Africa. Zinc India produced 827 kt of zinc, 225 kt of lead and 687 tonnes of silver in Fiscal Year 2025 and produced 851 kt of zinc, 197 kt of lead and 627 tonnes of silver in Fiscal Year 2026, while Zinc International produced 178 kt of metal-in-concentrate in Fiscal Year 2025 and produced 225 kt of metal-in-concentrate in Fiscal Year 2026.
- (iii) **Oil and Gas Business** – Our Oil and Gas Business is conducted by Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*) (“**VOGL**”), and its subsidiary, Cairn Energy Hydrocarbons Limited (“**CEHL**”). Our Oil and Gas Business produced 37.7 mmboe of gross operated production in Fiscal Year 2025 and 31.8 mmboe of gross operated production in Fiscal Year 2026 across its diversified asset base of 44 blocks in India. The blocks are primarily located across the Indian basins in Barmer, Krishna-Godavari, Cambay, Assam, Gujarat Kutch and Cauvery.
- (iv) **Copper Business** – Our Copper Business remains in Vedanta Limited following the Scheme of Arrangement and comprises operations in India and the UAE and the Kingdom of Saudi Arabia (“**Copper India**”) and in Zambia (“**Copper Zambia**”). Our Copper India Business is conducted by Vedanta Limited in India and by our subsidiary, Fujairah Gold FZC (“**Fujairah Gold**”) in the UAE and Vedanta Copper International (“**VCI**”) in the Kingdom of Saudi Arabia. Our Copper Zambia Business is conducted by our subsidiary, Konkola Copper Mines Plc (“**KCM**”). KCM is one of Zambia’s largest integrated copper producers. Additionally, our Copper India Business have also initiated the greenfield project in the Kingdom of Saudi Arabia.
- (v) **Iron Ore Business** – Our Iron Ore Business is conducted by Vedanta Iron and Steel Limited (“**VISL**”) and comprises operations in India and Liberia. We were one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*). Our Iron Ore Business is conducted by VISL in Goa and Karnataka, India, in Odisha through its subsidiary, ESL, and our Iron Ore Business in Liberia is conducted through our subsidiary, Western Cluster Limited, which is a subsidiary of Bloom Fountain Limited.

- (vi) **Steel Business** – Our Steel Business is conducted by VISL, through its subsidiary, ESL Steel Limited (“**ESL**”). ESL’s manufacturing facility is a greenfield integrated steel plant located near Bokaro, Jharkhand, India, which has a current hot metal capacity of 1.6 MTPA and an expansion programme underway to enhance capacity to 3.2 MTPA.
- (vii) **Merchant Power Business** – Our Merchant Power Business is primarily conducted by Vedanta Power Limited (“**VPL**”), formerly known as Talwandi Sabo Power Limited, and through its subsidiary, Meenakshi Energy Limited (“**Meenakshi**”). VPL serves as the merchant power platform of the Vedanta group, with an aggregate installed capacity of 4.2 GW across four operational coal-based thermal power projects. VPL has secured power purchase agreements with public utilities involved in power distribution for 3.1 GW of our merchant capacity.

For Fiscal Years 2024 and 2025, we reported revenue (before special items) of \$17,128 million and \$18,220 million, respectively, and EBITDA of \$4,718 million and \$5,452 million, respectively. For the six months ended September 30, 2024 and 2025, we reported revenue (before special items) of \$8,668 million and \$9,367 million, respectively, and EBITDA of \$2,600 million and \$2,752 million, respectively.

Group Structure

The following chart depicts our Group’s corporate structure as of the date of this Offering Circular. We own other subsidiaries that are not material and are not shown in the chart below.

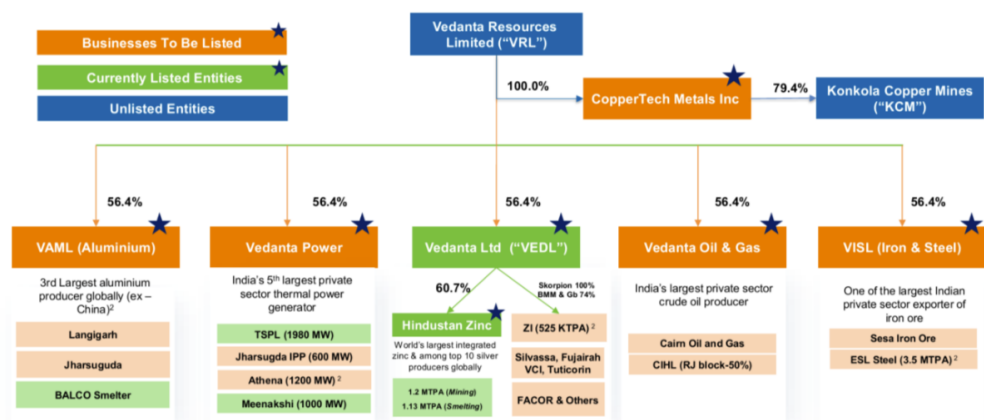


Notes:

- Following the Recent Demerger (as defined below), the equity shares of VAML, VPL, VOGL and VISL commenced trading on the BSE Limited and the National Stock Exchange of India Limited on June 15, 2026.
- Twin Star Holdings Limited has divested approximately 1.66% of its shareholding in Vedanta Limited.

Recent Developments

Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement



Note:

The equity shares of VAML, VPL, VOGL and VISL commenced trading on the BSE Limited and the National Stock Exchange of India Limited on June 15, 2026.

On September 29, 2023, the Board of Directors of Vedanta Limited approved a scheme of arrangement (the "**Original Scheme of Arrangement**") for the demerger of its aluminium, merchant power, oil and gas, base metals, and iron ore and steel undertakings, resulting in six separate companies (including Vedanta Limited as a demerged company), with consequent listings on the Indian stock exchanges. In December 2024, Vedanta Limited decided not to proceed with the demerger of the base metals undertaking, with corresponding amendments made to the Original Scheme of Arrangement. Following the receipt of no-objection letters from the Indian stock exchanges and approval of the modified scheme of arrangement by the shareholders and the secured and unsecured creditors of Vedanta Limited at meetings held on February 18, 2025, the composite scheme of arrangement for the demerger of the (a) the Aluminium Business, (b) the Oil and Gas Business, (c) the Iron Ore Business, and (d) Merchant Power Business from Vedanta Limited (the "**Scheme of Arrangement**") was sanctioned by the National Company Law Tribunal, Mumbai Bench, vide its orders dated December 16, 2025 and January 9, 2026. All conditions precedent under the Scheme of Arrangement were satisfied or deemed satisfied on May 1, 2026 and the Scheme of Arrangement became effective on such date.

With effect from May 1, 2026, the following business undertakings of the Demerged Company (*as defined below*) have been transferred to, and vested in, the respective Resulting Companies (*as defined below*) (the "**Recent Demerger**"):

- (i) The Aluminium Business undertaking to Vedanta Aluminium Metal Limited ("**VAML**" or the "**Resulting Company 1**");
- (ii) The Merchant Power Business undertaking to Vedanta Power Limited ("**VPL**" or the "**Resulting Company 2**"), formerly known as Talwandi Sabo Power Limited;
- (iii) The Oil and Gas Business undertaking to Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*) ("**VOGL**" or the "**Resulting Company 3**");
- (iv) The Iron Ore Business undertaking to Vedanta Iron and Steel Limited ("**VISL**" or "**Resulting Company 4**"); and

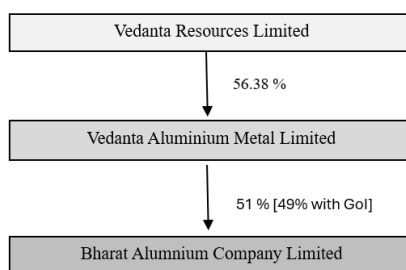
- (v) the remaining business of the Demerged Company, comprising the zinc, lead and silver business, copper business, semiconductor business, display business and ferrochrome and nickel businesses, continued in Vedanta Limited (the “**Demerged Company**”).

The Resulting Company 1, the Resulting Company 2, the Resulting Company 3 and the Resulting Company 4 are collectively referred to as the “**Resulting Companies**”.

Upon the Scheme of Arrangement becoming effective on May 1, 2026, the Aluminium Business, the Merchant Power Business, the Oil and Gas Business and the Iron Ore Business undertakings, together with their respective operating assets, were transferred to and vested in the respective Resulting Companies, each being a direct or indirect subsidiary of our Company, and such businesses and their operating assets no longer form part of Vedanta Limited’s business or consolidated financial position. As a result, the business of Vedanta Limited now comprises Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses only. The Recent Demerger does not affect our consolidated business and our Group’s overall operations remain intact. Following the effective date, the Resulting Companies completed the allotment of shares to the eligible shareholders of the Demerged Company, and the equity shares of each of the Resulting Companies commenced trading on the BSE Limited and the National Stock Exchange of India Limited on June 15, 2026.

The Recent Demerger aimed to *inter alia* create streamlined pure-play asset owner companies focusing exclusively on mining, production and/or supply of aluminium, iron ore, oil and gas and on generation and distribution of power, while exploring new opportunities and taking advantage of the growth potential in the respective sectors, attract different sets of investors, strategic partners, lenders, and other stakeholders enabling independent collaboration and expansion in the respective companies without committing the existing organisation in its entirety and enabling investors to separately hold investments in businesses with different investment characteristics thereby enabling them to select investments which best suit their investment strategies and risk profiles.

VAML



VAML was incorporated on October 6, 2023, and the Aluminium Business undertaking was vested in it pursuant to the Scheme of Arrangement with effect from May 1, 2026.

VAML is India’s largest aluminium producer, with a combined production capability of approximately 2.44 MTPA across its smelter at Jharsuguda, Odisha and its subsidiary BALCO’s smelter at Korba, Chhattisgarh. VAML has a corporate credit rating of “AA+” (with stable outlook) from ICRA Limited. Cumulatively, Our Aluminium Business accounts for approximately 56.8% of India’s overall aluminium smelting capacity with a market share of approximately 44% in producing primary aluminium sector. VAML holds management control of BALCO, with the Government of India holding the remaining 49% stake.

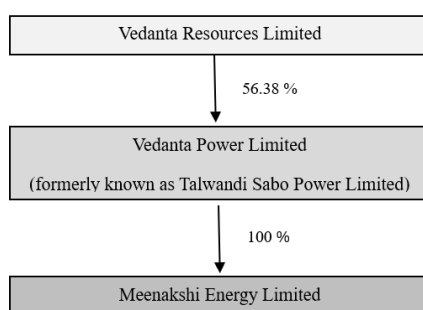
The Company operates an integrated production complex comprising (i) an alumina refinery at Lanjigarh, Odisha (5 MTPA, with plans to expand to 6 MTPA), (ii) captive thermal power assets of approximately 4.5 GW, and (iii) captive coal mines, consisting of the operational Jamkhani Coal Mine (2.6 MTPA), three mines in the

process of operationalization, i.e., Kuraloi (8 MTPA PRC, expected Fiscal 2027), Ghogharpalli (20 MTPA PRC, expected Fiscal 2027), and Radhikapur (6 MTPA PRC, expected Fiscal 2028), and Barra Coal Mine (through BALCO, with development expected to commence shortly), and (iv) the Sijimali Bauxite Mine in Odisha (311 million tonne total reserves, expected to be operational in Fiscal 2027). In Fiscal 2026, VAML and BALCO sourced approximately 32% and 77% of their respective alumina requirements from third-party suppliers to supplement in-house refinery output, which is expected to reduce materially as the Lanjigarh refinery ramps up to its full capacity and as the Sijimali Bauxite Mine becomes operational, securing a long-term captive source of bauxite feedstock for the refinery. All facilities are strategically located close to critical raw material sources and major ports, supporting a secure and cost-efficient supply chain.

VAML supplies a diversified portfolio of primary aluminium products, including wire rods, billets, primary foundry alloys, rolled products, etc., to over 60 countries across Asia, Europe, Africa, and the Americas, serving sectors such as power, automotive, construction and packaging.

VAML is distinguished by its strong ESG credentials, having been ranked 2nd among global industry peers on the S&P Global Corporate Sustainability Assessment, and offering low-carbon aluminium products under its ‘Restora’ brand. To support its transition to green aluminium production, VAML and BALCO have entered into approximately 1.3 GW of renewable power offtake agreements with Serentica Renewables SPVs, reflecting VAML’s long-term commitment to sustainability and responsible resource management.

VPL



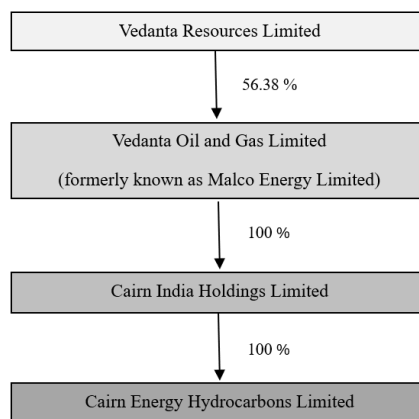
VPL was incorporated by Punjab State Power Corporation Limited (PSPCL) on April 5, 2007 and subsequently acquired by Vedanta Limited through a competitive tariff bidding process. The Merchant Power Business undertaking was vested in it pursuant to the Scheme of Arrangement with effect from May 1, 2026. Following the Recent Demerger, VPL serves as the merchant power platform of the Vedanta group, housing an aggregate installed capacity of 4.2 GW across four operational thermal power projects, making it the 5th largest private thermal power company in India as of December 2025.

VPL’s portfolio comprises four coal-based thermal power projects: (i) the 1,980 MW supercritical plant in Punjab; (ii) a 600 MW sub-critical plant in Jharsuguda, Odisha; (iii) a 1,200 MW sub-critical plant in Singhatari, Chhattisgarh, of which 600 MW is operational and 600 MW is under construction with commissioning expected in Fiscal 2027; and (iv) a 1,000 MW sub-critical coal-based plant in Nellore, Andhra Pradesh, operated through its subsidiary Meenakshi Energy Limited (MEL). An additional 0.6 GW (“**Athena Unit 2**”) is currently in the project phase, which upon commissioning will bring total installed capacity to 4.8 GW.

VPL has secured long-term and mid-term power purchase agreements for approximately 74% of its capacity (3.1 GW), with current off-take arrangements with GRIDCO, PSPCL, and TNPDC. Fuel security is underpinned by long-term coal linkages, primarily from the subsidiaries of Coal India Limited, supplemented by imported coal at certain project locations, with 29% of operational capacity located in close proximity to coal mines, expected to increase to 43% upon commissioning of Athena Unit 2.

Looking ahead, VPL is evaluating a 7.2 GW thermal capacity addition at the Chhattisgarh site, is developing torrefied biomass supply infrastructure to comply with mandated 5% biomass co-firing norms, and is exploring opportunities in nuclear power generation.

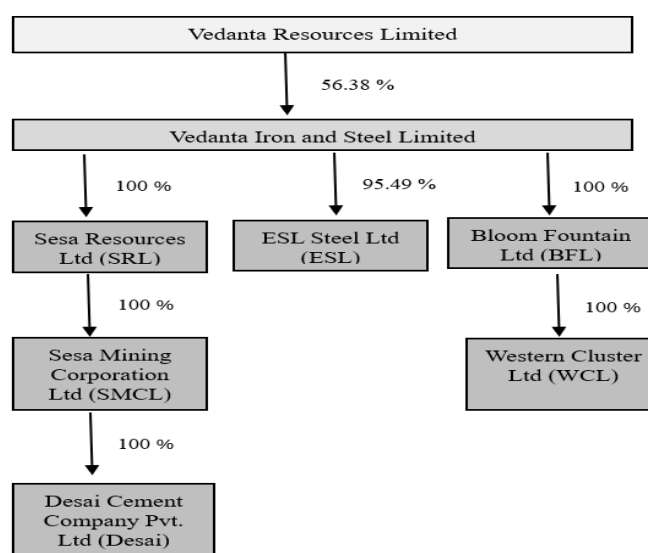
VOGL



The Oil and Gas Business undertaking was vested in VOGL pursuant to the Scheme of Arrangement with effect from May 1, 2026.

VOGL is primarily engaged in the exploration, development and production of hydrocarbons, including crude oil, condensate and natural gas from various fields across India. VOGL's end users are mainly large, reputed companies across India. VOGL sells crude oil to large public and private sector refineries, such as Hindustan Petroleum Corporation Limited, Mangalore Refinery and Petrochemicals Limited, Reliance Industries Limited, etc., and natural gas to gas consumers and aggregators, such as Gas Authority of India Limited, Gujarat State Petroleum Corporation, etc. Its principal domestic competitors include the public sector enterprises, such as Oil and Natural Gas Corporation Limited and Oil India Limited, and the private sector participant, Reliance Industries Limited.

VOGL has four major operational blocks in Rajasthan, Krishna-Godavari, Cambay and Ravva, covering a total acreage of approximately 47,000 square km. As of March 31, 2026, the gross hydrocarbons initially in place and the gross 2P reserves plus 2C re-sources are estimated to be approximately 7.1 bnboe and 1.3 bnboe, respectively.



VISL was incorporated on October 10, 2023, and the Iron Ore Business and Steel Business undertaking was vested in it pursuant to the Scheme of Arrangement with effect from May 1, 2026.

VISL is engaged in the exploration, mining, and processing of iron ore across mining sites in Goa, Karnataka, and Odisha, with a combined saleable iron ore production of 9.9 million dmt in Fiscal Year 2026. Its mining operations benefit from strategic locational advantages: Karnataka offers access to private railway sidings for efficient logistics; Goa benefits from a 50-year mining lease and proximity to VISL's pig iron plant and port infrastructure; and Odisha primarily supports backward integration for the ESL Steel plant near Bokaro, Jharkhand.

VISL value-added operations include the production of pig iron, metallurgical coke, Ferro silicon and power generation, with three blast furnaces, two power plants and a ferro-silicon plant. VISL is also in the process of setting up a Ductile Iron (DI) pipe manufacturing facility with a production capacity of 0.42 MTPA, which is expected to be commissioned in Fiscal Year 2027.

VISL's key subsidiaries include (i) ESL Steel Limited, which operates an integrated steel plant near Bokaro, Jharkhand, with a current hot metal capacity of 1.6 MTPA and expansion plans to 3.2 MTPA, (ii) Sesa Resources Limited and Sesa Mining Corporation Limited, engaged in iron ore trading and logistics, (iii) Desai Cement Company Private Limited, engaged in 'Ground Granulated Blast-furnace Slag' / 'Portland Slag Cement' manufacturing in Goa, and (iv) Western Cluster Limited, which holds iron ore exploration and mining rights in Liberia with plans to establish magnetite concentrator plant.

VISL's principal products include iron ore (lump and fine), pig iron, TMT bars (or thermo-mechanically treated steel bars), wire rods, ductile iron pipes, steel billets, and metallurgical coke, with granulated slag as a key by-product used in the cement industry.

The Demerged Company

The remaining business of the Demerged Company, comprising the Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses, continues in Vedanta Limited. Vedanta Limited has a corporate credit rating of "AA+" (with stable outlook) from ICRA Limited and HZL has a corporate credit rating of "AAA" (with stable outlook) from CRISIL Ratings Limited.

Strengths

Low-cost, long-life and diversified asset base.

We have an extensive and diverse portfolio, which is characterised by global cost leadership in several core businesses, superior margins and free cash flow generation across commodity cycle. Our commodity mix, focused on base metals and oil, and strong fundamentals and demand, further gives resilience to our business.

Vedanta Aluminium Metal Limited operates a 1.85 mtpa smelter in Jharsuguda and its subsidiary, BALCO, operates a further 0.59 mtpa smelter. Our Aluminium Business is the largest aluminium producer in India and accounts for approximately 57% of the overall smelting capacity in the country (*Source: ICRA Report*). Our Aluminium Business is also equipped with captive power plants and an alumina refinery at Lanjigarh. With ongoing investments in capacity creation and integration and efforts for structural cost reduction and operational efficiency, we continue to reinforce our cost competitiveness. HZL's Rampura Agucha mine is the largest zinc mine globally on a production basis (*Source: Wood Mackenzie*). The Sindesar Khurd mine stands amongst the top 10 silver producing mines globally (*Source: ICRA Report*). The overall mine life for Zinc International is more than 20 years and Zinc India has a mine life of more than 25 years. Our Oil and Gas Business produced 37.7 mmboe of gross operated production in Fiscal Year 2025 and 31.8 mmboe of gross operated production in Fiscal Year 2026 across its diversified multi-locational asset bases in India. As at March 31, 2025 and 2026, our Oil and Gas Business has a net working interest proved plus probable reserves and 2C resources of 1,035 mmboe and 945 mmboe, respectively. HZL is the world's largest integrated zinc producer and is amongst the top 10 silver producers globally (*Source: ICRA Report*). Our Iron Ore Business was also one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*), where we operate a metallurgical coke plant and a pig iron plant with an installed rated capacity of approximately 0.52 MTPA and approximately 1.2 MTPA in Goa and other metallurgical coke plant with an installed rated capacity of approximately 0.12 MTPA in Maharashtra and approximately 0.65 MTPA in Gujarat.

We also recently ventured into new greenfield businesses such as semiconductor and display production to further diversify our portfolio. In 2022, we incorporated Vedanta Semiconductors Private Limited and Vedanta Displays Limited to spearhead our foray into semiconductors and display glass, respectively.

We also operate at a low-cost base in our key businesses. For example, the cost of production of our Aluminium and Zinc, Lead and Silver Businesses for the periods indicated were:

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
Aluminium Business (\$ per tonne) ⁽¹⁾	1,796	1,835	1,752	1,725	1,796
Zinc India Business (\$ per tonne) ⁽¹⁾⁽²⁾	1,450	1,440	1,370	1,468	1,374
Zinc International Business (\$ per tonne) ⁽¹⁾	1,488	1,299	1,561	1,388	1,379

Notes:

- (1) Cost of production ("CoP") per unit (net of by-products). Hot metal CoP for aluminium.
- (2) Includes royalties of \$333 per tonne, \$388 per tonne and \$411 per tonne in Fiscal Years 2024, 2025 and 2026, respectively.

Well-placed to contribute and capitalise on India's high growth markets and benefit through the cycle with an attractive commodity mix.

We primarily operate in India, and have invested in building the necessary facilities, networks, and systems to extract and process minerals effectively. Having existing operations also means we are familiar with the local operational landscape, including regulatory affairs, supply chains, and community relations, which can help mitigate risks and challenges. India remains the fastest growing major economy globally with real GDP growth rising from approximately 7.2% in 2023 to 7.6% in 2025. The country is projected to grow by about 6.5% in 2026 and 2027 as per the International Monetary Fund (*Source: ICRA Report*). The industry and services sector continued to perform strongly, acting as the primary engines of growth in Fiscal Year 2026 (*Source: ICRA Report*). India also maintained its position as the fastest growing major economy during this period, outperforming both advanced and emerging market peers and according to the International Monetary Fund, India is projected to become the world's third-largest economy by 2027 (*Source: ICRA Report*).

The global primary aluminium consumption has grown by 1% and 3.9% during 2023 and 2024 to 69.9 mt and 72.6 mt, respectively (*Source: ICRA Report*). Global aluminium demand grew steadily in 2023 and 2024, driven by strong usage in automotive, transport, machinery and industrial applications (*Source: ICRA Report*). However, demand in some downstream sectors like building and construction remained weak in certain regions due to macroeconomic headwinds, limiting overall growth relative to supply (*Source: ICRA Report*). Furthermore, India is currently the fastest growing developing economy globally, witnessing a surge in construction activities and infrastructure development (*Source: ICRA Report*). This rapid growth has significantly increased the demand for aluminium and has contributed to the overall market expansion (*Source: ICRA Report*).

In 2025, primary zinc consumption went up by approximately 1.5% in 2025 to 0.81 mt from approximately 0.79 mt in 2024, led by strong demand from the construction and automotive sectors (*Source: ICRA Report*). Government-led infrastructure initiatives and housing projects supported higher usage of galvanized steel, while the automotive industry's increasing focus on lightweighting and corrosion resistance further boosted zinc demand in coatings and alloys (*Source: ICRA Report*). Global demand for refined zinc is projected to rise by 1% in 2025, reaching 13.6 mt. This modest growth indicates a cautious recovery in industrial activity (*Source: ICRA Report*).

The growing global population is one of the drivers likely to impact the primary energy demand requirements (*Source: ICRA Report*). The demand for primary fuels is also likely to increase in the long term with the exception of coal, where oil demand is likely to witness strong growth while natural gas demand is set to increase by 19.7 mboe/d over the outlook period, reaching 89.7 mboe/d in 2050 (*Source: ICRA Report*). India, other Asia, the Middle East and Africa are set to be the primary sources of long-term oil demand growth (*Source: ICRA Report*). Over the course of the anticipated period, India's oil demand will increase by 8.2 mb/d (*Source: ICRA Report*).

Iron ore is a key ingredient for the manufacturing of steel and pig iron. The market for iron ore mining has grown from 2,470 mt in 2020 to 2,500 mt in 2024 registering a compound annual growth rate of 0.3% over the last five years (*Source: ICRA Report*). India's iron ore consumption has been on the upward trend over the last one decade due to a rise in the manufacturing of sponge iron and crude steel; the iron ore apparent consumption stood at 265.8 million tonnes in Fiscal Year 2025, which increased by approximately 12.7% compared to 235.9 million tonnes in Fiscal Year 2024 as a result of the increasing steel supply where major steel producers are expanding their capacities and expected increased in the sponge iron production over the next few years (*Source: ICRA Report*).

Our Group has a strong market share in India in these key commodities, where we have a long history of established operations and experience in the country. Our Aluminium Business has a market share of

approximately 44% in producing primary aluminium sector and account for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*). HZL is the market leader for zinc, with a significant market share of 75% approximately (in domestic consumption terms) and ranked as the largest integrated zinc producer in the world (*Source: ICRA Report*). HZL is amongst the top 10 silver producers globally (*Source: ICRA Report*). We were also one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*).

Proven track record of operational excellence with high productivity and consistent utilisation rates.

Our Group has a track record of consistently delivering production growth across its assets. We prioritise adding to our reserves and resources at a faster rate than depletion through a focused approach on our drilling and exploration programme. We ensure this through a disciplined approach to development, ensuring steady production growth across operations while prioritising efficiency and cost savings. We further leverage our management team's extensive sectoral and global experience alongside investments in digitalisation, automation and vertical integration to operate efficiently and responsibly. We have adopted digital solutions to enhance mining operations.

Our Group also focuses on operational efficiencies to drive performance. For example, our Aluminium Business has been able to achieve more than 100.0% capacity utilisation, with record aluminium production in Fiscal Year 2026 at 2.46 mt.

We are committed to reducing our carbon footprint. In December 2020, we signed a declaration on climate change by pledging to move towards carbon neutrality at the Second India CEO Forum on Climate change as part of our carbon vision programme to substantially decarbonise by 2050. See also “— Sustainability” for more details.

Strong financial metrics and return on capital employed.

Our Group has a track record of delivering consistent growth across all financial parameters, driven by sustained investment in new capacities and operational efficiencies, which have strengthened our financial foundation. Despite market volatilities, we have maintained a consistent performance. Our revenue, profit after tax for the period before share in profit/ (loss) of jointly controlled entities and associates, EBITDA, return on equity ratio, return on capital employed, return on investment, total assets, total equity and free cash flow for Fiscal Years 2024, 2025 and six months ended September 30, 2025 are set out below:

	Fiscal Year		As of and for the six months ended September 30	
	2024	2025	2024	2025
	(\$ million, unless otherwise stated)			
Revenue (before special items)	17,128	18,220	8,668	9,367
Profit for the year	99	3,011	1,735	559
EBITDA	4,718	5,452	2,600	2,752
Return on capital employed (%) ⁽¹⁾	25	25	23	23
Total Assets	22,330	25,671	26,391	26,114
Total Equity	(848)	2,915	1,895	2,962
Changes in working capital	(246)	(575)	(468)	(401)
Net cash generated from operating activities	2,484	2,683	1,106	1,259
Free cash flow ⁽²⁾	746	1,026	632	26

Notes:

- (1) Return on capital employed is defined as a ratio of operating profit before special items over the average capital employed where capital employed is net assets before net (debt)/cash.
- (2) Post-capex; includes foreign exchange movements.

In addition, our Group has demonstrated a consistent deleveraging trajectory, with net debt reducing from \$6,005 million as at 31 March 2024 to \$5,331 million as at 31 March 2025 and further to \$5,218 million as at 31 March 2026, representing an aggregate reduction of approximately \$787 million over the two-year period.

Strategy

Augment reserves and resources base.

We look at ways to expand our reserves and resources base through targeted and disciplined exploration programmes, including bidding and acquiring mineral blocks. Our exploration teams aim to discover mineral and oil deposits in a safe and responsible way and to replenish the resources that support future growth. For example, during Fiscal Year 2025, additions of 13.2 million tonnes were made to reserve and resource, prior to depletion at Zinc India. Specifically, the total reserves and resources of Zinc India is up by approximately 41.0% in the last five years, with an increase of 131.6 million tonnes, considering production of 81.4 million tonnes during the same period.

In 2017, the GoI launched the Open Acreage Licensing Programme (“**OALP**”) along with the National Data Repository (“**NDR**”) with an aim to accelerate exploration and production activities in India (*Source: ICRA Report*). Our Oil and Gas Business signed revenue sharing contracts for 51 blocks as part of the OALP Round II and III in July 2019. Of these 51 blocks, 23 blocks have been relinquished. Our Oil and Gas Business further secured seven blocks in the OALP Round IX in April 2025. Our current portfolio under the OALP is 35 blocks. These blocks offer a rich conventional and unconventional resource play.

Our Oil and Gas Business also won two discovered small fields in the Discovered Small Fields (“**DSF**”) Round II bid, namely, the Hazarigaon and Kaza gas fields located in Assam and Krishna-Godavari basins, respectively. During Fiscal Year 2023, our Oil and Gas Business secured further eight blocks in the DSF Round III bid and one block in the special coal bed methane (“**CBM**”) round 2021. Of these 10 DSF blocks, six blocks have been relinquished, bringing our portfolio to five blocks under DSF and CBM.

Optimise Group structure.

We are focused on simplifying our group structure and have undergone various re-organisations, consolidations and mergers in an effort to increase revenues, combine talent and technology, reduce costs and implement effective management. On September 29, 2023, we announced the Recent Demerger, which was sanctioned by the National Company Law Tribunal, Mumbai Bench, vide its order dated December 16, 2025, and became effective on May 1, 2026 pursuant to the Scheme of Arrangement upon satisfaction of all conditions precedent thereunder. See “— *Recent Developments — Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement*” for more information.

The Recent Demerger aimed to, among others, create streamlined pure-play asset owner companies focusing exclusively on mining, production and/or supply of aluminium, iron ore, copper, oil and gas and on generation and distribution of power and exploring new opportunities and taking advantage of the growth potential in the respective sectors, attract different sets of investors, strategic partners, lenders, and other stakeholders enabling independent collaboration and expansion in the respective companies without committing the existing organisation in its entirety and enable investors to separately hold investments in businesses with different investment characteristics, thereby enabling them to select investments which best suit their investment strategies and risk profiles.

In furtherance of these objectives, through the Scheme of Arrangement, the Group has created five independently focused, sector-specific platforms — VAML (aluminium), VPL (power), VOGL (oil and gas), VISL (iron ore and steel) and Vedanta Limited (zinc, lead and silver) — each with dedicated management focus, tailored capital structures, and the ability to attract sector-specific investors, strategic partners, and lenders. Across the portfolio, the Group's strategy is centred on four core pillars: (i) operational excellence and cost leadership, (ii) backward integration and resource security, (iii) disciplined capacity expansion, and (iv) sustainability and energy transition.

As part of our Group's ongoing objective of optimising our capital structure and shareholding in our subsidiaries, we may look to raise financing (debt and/or equity) in order to recalibrate such capital structure and increase our shareholding in one or more subsidiaries. We may also combine our organic growth of operations with the strategy of selectively making acquisitions in attractive businesses to complement our existing operations, to align those acquisitions with our expansion strategies, and to increase our revenues and profits.

Committed to environmental, sustainability and corporate governance leadership in the natural resources sector.

We are committed to conducting our business in a socially responsible, ethical and environmentally friendly manner and to continue working towards improving the quality of life of the communities in our operational areas. We believe that we can positively impact and contribute to the realisation of integrated and inclusive development of the country, with programs impacting the overall socio-economic growth and empowerment of people. See also “— Sustainability” for more details. Our sustainability framework guides us to ensure a long-term, sustainable future for our business operations, meeting growth aspirations, and creating long-term value for all stakeholders.

Additionally, through our philanthropic arm, the Anil Agarwal Foundation, our Group has impacted over 50 million lives and pledged ₹50 billion over the next ten years to strengthen the rural communities through a sustainable and inclusive growth model. The aim is to transform communities by providing nutrition, healthcare, education and economic mobility to 100 million women and children by 2040.

Focus on digitalisation and innovation to drive efficiency and resilience.

We are committed to embracing digital transformation across our operations, where innovation, sustainability, and safety converge to drive operational excellence across all business units. By leveraging the power of cutting-edge technologies, we are not just adapting to the future, but actively shaping it, ensuring that every aspect of our operations is optimised for the challenges of tomorrow.

Artificial intelligence (“AI”) is deeply embedded in Vedanta's operating model and forms an integral part of our daily operations. We leverage AI-powered Internet of Things (“IoT”) solutions for predictive maintenance systems that detect early faults in equipment, which in turn helps in reducing downtime and maintenance costs. Our real-time monitoring platforms have enabled us to improve asset uptime and reduce energy consumption. Additionally, the use of thermal cameras and ‘Digital Twin’ technologies for real-time monitoring, remote advisory, and energy optimisation has significantly reduced raw material consumption and minimised waste in our smelting and refining units.

As the digital landscape continues to evolve, we remain focused on embedding innovation and technology across our value chain to build smarter, safer and more sustainable operations and to support long-term business resilience.

Optimise capital allocation and maintain strong asset base.

A key strategic priority for us is to maintain and grow cash flow through a disciplined approach on capital allocation towards capital expenditure and operating expenditure, along with disciplined management of working capital.

We are focused on our capital efficiency by prioritizing volume augmentation, cost reduction and the creation of value-added products, which are fundamental to our strategy. These guiding principles ensure that our investments not only expand operational capacity but also enhance efficiency and marketability. Moreover, we implement financial criteria for our growth projects, targeting a minimum internal rate of return of approximately 18%. All sustaining capital expenditure will form part of our business plan, which we define and track in US dollar per tonne. As our Group continues to ramp up our portfolio of diversified, low-cost and well-invested assets, we expect to generate significant organic free cash flow with minimal remaining capital expenditure

As on the date of this Offering Circular, we remain committed to Vedanta Limited's formal dividend policy, as may be amended from time to time (the "**Dividend Policy**"), formulated in terms of Regulation 43A of the SEBI Listing Regulations. The Dividend Policy aims to provide shareholders with a clear understanding of the framework governing dividend distribution by Vedanta Limited. The Dividend Policy is summarized below:

Dividend payout

In every financial year, the board of directors of Vedanta Limited shall aim to distribute to equity shareholders an appropriate amount of dividend from:

- Dividend income (net of taxes) that Vedanta Limited receives from its subsidiaries, at the discretion of the Board; and
- Distributable profit after tax of Vedanta Limited (excluding dividend income covered above). Such profits will be net of dividend payout to preference shareholders, if any.

The Dividend Policy has been made available on Vedanta Limited's website and in the annual report. Any future determination as to the declaration and payment of dividends will be at the discretion of its board of directors and will depend upon financial parameters, and internal and external factors that its board of directors deems relevant.

SUMMARY OF THE OFFERING

The following is a general summary and should not be relied on as a complete description of the terms and conditions of the Bonds (the “Conditions”). This summary is derived from, and should be read in conjunction with, the full text of the Conditions and the Trust Deed, which prevail to the extent of any inconsistency with the terms set out in this summary. You should read this entire Offering Circular, including “Risk Factors” and the financial statements included elsewhere in this Offering Circular, before making an investment decision. Capitalised terms used herein and not otherwise defined have the respective meanings given to such terms in the Conditions.

Issuer	Vedanta Resources Finance II plc.
Parent Guarantor	Vedanta Resources Limited.
Subsidiary Guarantors	Twin Star Holdings Ltd., Welter Trading Limited and Vedanta Holdings Mauritius II Limited (upon their respective execution of a supplemental trust deed to the Trust Deed and a supplemental agency agreement to the Agency Agreement pursuant to the Conditions by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by each of the Subsidiary Guarantors). See the section entitled “ <i>Risk Factors — Risks relating to the Bonds, the Guarantees and the Collateral — The Bonds may not be secured over the Collateral and the Subsidiary Guarantors may not provide guarantees in respect of the Bonds, including if certain consents are not obtained. Furthermore, the failure to create and/or perfect security over the Collateral will not constitute an event of default under the terms and conditions of the Bonds.</i> ”.
Issue	\$500,000,000 7.000 per cent. Guaranteed Senior Bonds due 2032. \$700,000,000 7.375 per cent. Guaranteed Senior Bonds due 2034. \$550,000,000 7.750 per cent. Guaranteed Senior Bonds due 2037.
Maturity Date	The 2032 Bonds will mature on July 13, 2032. The 2034 Bonds will mature on July 13, 2034. The 2037 Bonds will mature on July 13, 2037.
Guarantees	The Parent Guarantor will unconditionally guarantee, jointly and severally, the due and punctual payment of the principal and premium, if any, and interest on, and all other amounts payable under, the Bonds. By no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans

Security

to permit the guarantee of the Bonds by each of the Subsidiary Guarantors, each of Twin Star, Welter, and VHM II will execute a supplemental trust deed to the Trust Deed and a supplemental agency agreement to the Agency Agreement, under which it will unconditionally guarantee, jointly and severally with the Parent Guarantor, the due and punctual payment of the principal and premium, if any, and interest on, and all other amounts payable under, the Bonds.

The obligations of the Issuer with respect to the Bonds will, by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (*as defined below*) and (ii) (x) the receipt of the Requisite Consents (to the extent that the Bonds are secured over the Collateral, such date where the Bonds are so secured, the “**Security Creation Date**”) and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral, be secured by a first ranking Lien over (x) the receivables and other rights under each of the Brand Fee Agreements and (y) the Receivables Account (*as defined in the Conditions*), in each case, held by VRIL (the “**Collateral**”). See also “*Risk Factors – Risks relating to the Bonds, the Guarantees and the Collateral – The Bonds may not be secured over the Collateral and the Subsidiary Guarantors may not provide guarantees in respect of the Bonds, including if certain consents are not obtained. Furthermore, the failure to create and/or perfect security over the Collateral will not constitute an event of default under the terms and conditions of the Bonds.*”.

Brand Fee Agreements

Vedanta Resources Investments Limited’s (“**VRIL**”) rights in respect of the Brand Fees and its other rights under the Brand Fee Agreements form part of the Collateral securing the Bonds.

The Brand Fee Agreements are the agreements pursuant to which the Parent Guarantor, directly or indirectly, through one or more of its subsidiaries, grants a sub-license for the use of the “Vedanta” trademark and logo (the “**Brand**”) and provides strategic services to other members of our Group.

The Brand Fee Agreements include the license agreement dated January 25, 2024 and the amendment agreement dated February 5, 2026, between VRL, Vedanta UK Holdings Limited and VRIL, pursuant to which VRL granted to Vedanta UK Holdings Limited, which in turn granted to VRIL, a ten-year exclusive license of the Brand.

The “**Brand Fees**” comprise royalty and brand fee payments and strategic services fee payments, payable pursuant to the relevant Brand Fee Agreement and also include pass-through fees payable by Vedanta Limited and other entities to VRIL, inclusive of each relevant Brand Fee Adjustment (*as defined in the Conditions*).

Issue Price of the 2032 Bonds	100.000 per cent. of the principal amount of the 2032 Bonds, plus accrued interest, if any, on the Closing Date.
Issue Price of the 2034 Bonds	100.000 per cent. of the principal amount of the 2034 Bonds, plus accrued interest, if any, on the Closing Date.
Issue Price of the 2037 Bonds	100.000 per cent. of the principal amount of the 2037 Bonds, plus accrued interest, if any, on the Closing Date.
Interest and Payment Dates of the 2032 Bonds	7.000 per cent. per annum. Interest will be payable semi-annually in arrear on January 13 and July 13 of each year, commencing on January 13, 2027.
Interest and Payment Dates of the 2034 Bonds	7.375 per cent. per annum. Interest will be payable semi-annually in arrear on January 13 and July 13 of each year, commencing on January 13, 2027.
Interest and Payment Dates of the 2037 Bonds	7.750 per cent. per annum. Interest will be payable semi-annually in arrear on January 13 and July 13 of each year, commencing on January 13, 2027.
Status of the Bonds and the Guarantees	The Bonds will constitute direct, unconditional, unsubordinated and (subject to Condition 4 of the Bonds) secured obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to the Conditions, (i) at all times rank at least <i>pari passu</i> with all its other present and future unsubordinated and unsecured obligations and (ii) (subject to Condition 4) be effectively senior in right of payment to all of its other present and future unsecured obligations with respect to the value of the Collateral (as defined below). The Guarantees will be (subject to Condition 3(a)) of the Bonds) unsubordinated and unsecured obligations of the Guarantors. The payment obligations of each Guarantor under its respective Guarantees shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsubordinated and unsecured obligations. The Guarantees will be structurally subordinated to claims of holders of indebtedness and other creditors of subsidiaries of the Parent Guarantor (other than the Issuer and the Subsidiary Guarantors).
Use of Proceeds	We intend to use the proceeds from this offering to repay (including by way of tender offers, redemptions, or otherwise) our outstanding 2028 Bonds, 2029 Bonds, 2030 Bonds, 2031 Bonds, 2032 Bonds and 2033 Bonds (including any accrued interest thereto), to pay any transaction costs in connection therewith and to service our other debts (whether for interest or principal payments).
Optional Redemption	At any time and from time to time prior to July 13, 2028, the 2032 Bonds may be redeemed, in whole or in part, at the option of the

Issuer on giving not less than 5 Business Days nor more than 60 calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to 100 per cent. of the principal amount of the Bonds being redeemed plus the Applicable Premium, plus accrued and unpaid interest, if any, to (but excluding) the redemption date. None of the Agents (as defined in the "*Terms and Conditions of the Bonds*"), the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Applicable Premium.

At any time and from time to time prior to July 13, 2029, the 2034 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than 5 Business Days nor more than 60 calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to 100 per cent. of the principal amount of the Bonds being redeemed plus the Applicable Premium, plus accrued and unpaid interest, if any, to (but excluding) the redemption date. None of the Agents, the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Applicable Premium.

At any time and from time to time prior to July 13, 2031, the 2037 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than 5 Business Days nor more than 60 calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to 100 per cent. of the principal amount of the Bonds being redeemed plus the Applicable Premium, plus accrued and unpaid interest, if any, to (but excluding) the redemption date. None of the Agents, the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Applicable Premium.

At any time and from time to time on or after July 13, 2028, the 2032 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the applicable redemption prices set forth in Condition 6(b) plus accrued and unpaid interest, if any, to (but excluding) the redemption date.

At any time and from time to time on or after July 13, 2029, the 2034 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the applicable redemption prices set forth in Condition 6(b) plus accrued and unpaid interest, if any, to (but excluding) the redemption date.

At any time and from time to time on or after July 13, 2031, the 2037 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the applicable redemption prices set forth in Condition 6(b) plus accrued and unpaid interest, if any, to (but excluding) the redemption date.

At any time and from time to time, the 2032 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the 2032 Bonds (calculated after giving effect to any issuance of Additional 2032 Bonds) at a redemption price (expressed as a percentage of the principal amount of the 2032 Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

At any time and from time to time, the 2034 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the 2034 Bonds (calculated after giving effect to any issuance of Additional 2034 Bonds) at a redemption price (expressed as a percentage of the principal amount of the 2034 Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

At any time and from time to time, the 2037 Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the 2037 Bonds (calculated after giving effect to any issuance of Additional 2037 Bonds) at a redemption price (expressed as a percentage of the principal amount of the 2037 Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

See the section entitled "*Terms and Conditions of the Bonds — Redemption and Purchase*".

Repurchase of Bonds upon a Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event, the Issuer must make an offer to purchase all of the Bonds outstanding

	at a purchase price equal to 101.0 per cent. of their principal amount plus accrued and unpaid interest, if any, to (but excluding) the purchase date.
Redemption for Taxation	The Issuer may redeem the Bonds at any time, in whole but not in part, at a redemption price equal to their principal amount, plus accrued and unpaid interest, if any, to (but excluding) the redemption date and any additional amounts then due and that will become due on the redemption date in the event of certain changes affecting taxes of certain relevant tax jurisdictions or any authority thereof or therein having power to tax.
Covenants	Each of the Parent Guarantor, each Subsidiary Guarantor and the Issuer has agreed to comply with certain covenants limiting its ability and the ability of certain of the Parent Guarantor's subsidiaries to, among other things, create any security interests over assets, create any restrictions on the ability of certain subsidiaries to pay dividends, incur additional borrowings and has agreed to certain other covenants. These covenants are subject to important exceptions and qualifications. See the section entitled "<i>Terms and Conditions of the Bonds — Covenants</i>".
Selling Restrictions	There are restrictions on the offer, sale and transfer of the Bonds in certain jurisdictions. See the sections entitled "<i>Plan of Distribution</i>" and "<i>Transfer Restrictions</i>".
Form and Denomination of the Bonds	The Bonds will be issued in registered form in the denomination of \$200,000 each and in integral multiples of \$1,000 in excess thereof. On the Closing Date, the Global Certificates will be registered in the name of a nominee of, and shall be deposited with, a common depository for Euroclear and Clearstream.
Listing	Application will be made to the SGX-ST for the listing of and quotation for the Bonds on the Official List of the SGX-ST. The Bonds, if so listed, will be traded on the SGX-ST in a minimum board lot size of S\$200,000 (or its equivalent in other currencies) for so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require. For so long as any Bonds are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore, where the Bonds may be presented or surrendered for payment or redemption, in the event that a Global Certificate is exchanged for Individual Certificates. In addition, in the event that a Global Certificate is exchanged for Individual Certificates, an announcement of such exchange will be made by the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the Individual Certificates, including details of the paying agent in Singapore.
Further Issues of Bonds	The Issuer may from time to time, without the consent of the Bondholders of Bonds of a particular series, create and issue further securities either having the same terms and conditions as

	the Bonds of that series in all respects (or in all respects except for the first payment of interest on them) so that such further issue shall be consolidated and form a single series with the Bonds of that series or upon such terms as the Issuer may determine at the time of their issue. See the section entitled “<i>Terms and Conditions of the Bonds — Further Issues</i>”.
Governing Law	The Bonds, the Trust Deed and the Agency Agreement, and all non-contractual matters arising therefrom or connected therewith, will be governed by and construed in accordance with English law.
Trustee and Security Agent	GLAS Agency (Hong Kong) Limited.
Paying Agent and Transfer Agent	GLAS Trust Company LLC.
Registrar	GLAS Trust Company LLC.
Ratings	Our Company has corporate credit rating of “Ba3” (with positive outlook) from Moody’s, “BB” (with stable outlook) from Fitch and “BB” (with stable outlook) from S&P. The Bonds are expected, on the Closing Date, to be rated “Ba3” by Moody’s, “BB” by Fitch and “BB-” by S&P. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.
Withholding Tax	All payments in respect of the Bonds or the Guarantees shall be made free and clear of any withholding or deduction unless required by law. If any such withholding or deduction is required by certain relevant taxing jurisdictions, or any authority therein or thereof having power to tax, subject to certain exceptions, the Issuer, the Parent Guarantor or the Subsidiary Guarantors will be required to pay certain additional amounts in respect of such withholding or deduction. See the section entitled “<i>Terms and Conditions of the Bonds — Taxation</i>”.
Events of Default	For a description of certain events that will permit the Bonds to become immediately due and payable at their principal amount, together with accrued interest, see the section entitled “<i>Terms and Conditions of the Bonds — Events of Default</i>”. See also “<i>Risk Factors – Risks relating to the Bonds, the Guarantees and the Collateral – The Bonds may not be secured over the Collateral and the Subsidiary Guarantors may not provide guarantees in respect of the Bonds, including if certain consents are not obtained. Furthermore, the failure to create and/or perfect security over the Collateral will not constitute an event of default under the terms and conditions of the Bonds.</i>”.
Lock-up Agreement	Neither the Parent Guarantor, any Subsidiary Guarantor nor the Issuer, nor any person acting on their behalf, will, from the date of this Offering Circular until the date 30 days after the date of this Offering Circular, without the prior written consent of the Managers, issue, offer, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or

	disposal) non-equity-linked debt securities issued or guaranteed (other than guarantees in respect of Indian Rupee denominated non-equity linked debt securities) by the Parent Guarantor, any Subsidiary Guarantor or the Issuer and having a maturity of more than one year from the date of issue, subject to certain exceptions. See the section entitled “ <i>Plan of Distribution</i> ”.	
Settlement	Delivery of the Bonds is expected to be made against payment through the facilities of Euroclear and Clearstream on or about July 13, 2026, which is the tenth business day after the date of this Offering Circular. See the section entitled “ <i>Plan of Distribution</i> ”.	
Legal Entity Identifier (LEI) of the Issuer	8945002DGA3BBXO3N634	
ISIN of the 2032 Bonds	Regulation S Bonds:	XS3427418432
	Rule 144A Bonds:	XS3427419166
Common Code of the 2032 Bonds	Regulation S Bonds:	342741843
	Rule 144A Bonds:	342741916
CUSIP of the 2032 Bonds	Regulation S Bonds:	G9T27H AP9
	Rule 144A Bonds:	92243X AP6
ISIN of the 2034 Bonds	Regulation S Bonds:	XS3427418606
	Rule 144A Bonds:	XS3427419323
Common Code of the 2034 Bonds	Regulation S Bonds:	342741860
	Rule 144A Bonds:	342741932
CUSIP of the 2034 Bonds	Regulation S Bonds:	G9T27H AQ7
	Rule 144A Bonds:	92243X AQ4
ISIN of the 2037 Bonds	Regulation S Bonds:	XS3427418788
	Rule 144A Bonds:	XS3427419596
Common Code of the 2037 Bonds	Regulation S Bonds:	342741878
	Rule 144A Bonds:	342741959
CUSIP of the 2037 Bonds	Regulation S Bonds:	G9T27H AR5
	Rule 144A Bonds:	92243X AR2
Prospective purchasers should refer to the section entitled “ <i>Risk Factors</i> ” for a discussion of certain risks involved in investing in the Bonds.		

RISK FACTORS

This Offering Circular contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those described in the following risk factors and elsewhere in this Offering Circular. You should consider the following risk factors carefully in evaluating our business before investing in the Bonds. If any of the following risks actually occur, our business, financial condition, cash flows and results of operations could suffer, the trading price of the Bonds could decline and you may lose all or part of your investment.

An investment in the Bonds involves some degree of risk and should be made only after consulting with independent, qualified sources of investment, legal, tax, accounting and other advice.

The list of risk factors does not purport to be a complete explanation of the risks involved in this offering. Potential investors must read the Offering Circular before determining to invest in the Bonds. All potential investors must obtain professional guidance from their advisors in evaluating all of the implications and risks involved in investing in the Bonds.

Risks Relating to Business

The Resulting Companies have not previously operated as independent standalone businesses and may face significant challenges following the Recent Demerger.

The composite scheme of arrangement for the demerger (the “**Scheme of Arrangement**”) was sanctioned by the National Company Law Tribunal, Mumbai Bench, *vide* its orders dated December 16, 2025 and January 9, 2026, and became effective on May 1, 2026. Pursuant to the Scheme of Arrangement, four business undertakings of Vedanta Limited have been demerged into four separate resulting companies, being Vedanta Aluminium Metal Limited, Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*), Vedanta Power Limited (*formerly known as Talwandi Sabo Power Limited*) and Vedanta Iron and Steel Limited (collectively, the “**Resulting Companies**”, and each, a “**Resulting Company**”). For details, see “*Our Business — Recent Developments — Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement*”.

Following the Recent Demerger, the Resulting Companies are required to independently develop and maintain the institutional capabilities, management bandwidth, financial systems and governance frameworks necessary to operate as listed companies. This transition may prove more challenging and costly than anticipated, and the Resulting Companies may not be able to replicate the operational efficiencies and support structures previously available to them as part of Vedanta Limited, including in relation to capital and debt allocation, maintenance of adequate cash flows, unforeseen liabilities inherited as part of the transferred undertakings, union issues, the diversion of management attention from ongoing business operations, and increased costs of regulatory compliance and corporate governance as standalone listed entities. Any of the foregoing could have a material adverse effect on the respective Resulting Company's results of operations, cash flows and financial condition.

Further, notwithstanding the legal effectiveness of the Scheme of Arrangement, critical post-demerger integration workstreams remain ongoing across the Resulting Companies, and any failure to complete these in a timely or effective manner could have a material adverse effect on their results of operations, cash flows, financial condition and regulatory compliance. In particular, the participating interests held by Vedanta Limited in the production sharing contracts, revenue sharing contracts and joint operating agreements relating to our Oil and Gas Business are intended to vest in VOGL. However, formal consents for such transfer from the Ministry of Petroleum and Natural Gas, Government of India and, where applicable, from the relevant joint venture partners under the applicable joint operating agreements, have not been received as of the date of this Offering Circular. Until such consents are obtained, Vedanta Limited will continue to hold such interests in trust for

VOGL, and any failure or delay in obtaining such consents may adversely affect VOGL's ability to exercise its rights and derive the anticipated economic benefit under the relevant contracts.

We have a significant amount of indebtedness and our ability to refinance our existing indebtedness is dependent on fees and distributions received from our Group.

We have a significant amount of indebtedness, and a material amount of such indebtedness will mature in the near future. See “*Description of Material Indebtedness — Our Company*”. As holding companies, the Issuer and the Guarantors' ability to service their debt and other obligations will depend on the level of distributions, management and brand fees, and/or intercompany lending and repayments, if any, received by our Group. Failure to receive these fees and distributions could have an adverse effect on our ability to pay our indebtedness (whether principal or interest), which in turn could result in a material adverse effect on our results of operations, cash flows and financial condition.

The ability of our subsidiaries (particularly our Indian listed subsidiaries) to declare and pay dividends is subject to a variety of factors and there is no assurance that our subsidiaries will be able to continue to declare and pay dividends in the future to service our principal or interest payments. In addition, our subsidiaries are separate and distinct legal entities, and may be restricted from making distributions by, among other things, applicable corporate and tax laws, overseas investment regulations and other laws and regulations and the terms of agreements to which they are or may become a party. In the event there are any changes in the aforesaid positions, it may have an impact on our Indian listed subsidiaries to declare and pay dividends and consequently on the Issuer and the Guarantors' ability to service their debt and other obligations.

Our Company also has a notable stream of income from brand fees received from Vedanta Limited and its subsidiaries. These brand fees are paid in the month of April for the financial year based on the approved business plan and our Company has received brand fees in the amount of \$343 million, \$386 million and \$379 million with respect to the brand fees for Fiscal Years 2024 and 2025 and as of September 30, 2025, respectively. If Vedanta Limited and its subsidiaries do not pay such brand fees for any reason, our Company's financial condition and cash flows may be materially and adversely affected.

Our ability to refinance our existing indebtedness is dependent upon our ability to obtain funding.

We are dependent on our ability to obtain external funding to refinance our existing and upcoming indebtedness. We have a significant level of indebtedness, and a material amount of such indebtedness will mature in the near future. See “*Description of Material Indebtedness — Our Company*”. Failure to obtain necessary funding in a timely manner or failure to obtain terms favourable to us to repay such maturing indebtedness may have a material adverse effect on our business, results of operations, cash flows and financial condition.

Factors that may affect our access to funding or increase our funding costs include (a) the financial and regulatory environments; (b) adverse changes in our operating results, financial condition or cash flows; (c) currency movements, interest rate increases or volatility or other potential market disruptions; (d) a decrease in bank appetite for risk as a result of tightened lending standards, regulatory capital requirements or otherwise and (e) downgrade in India's sovereign ratings. There can be no assurance that we will continue to be successful in obtaining the necessary funding to refinance our existing indebtedness, or be successful in obtaining such funding on terms favourable to us, or that any such future financing would not result in increased finance charges, increased financial leverage or decreased income or the imposition of more restrictive covenants on our businesses and operations. See also the section entitled “— *We are subject to covenants under our credit facilities that limit the flexibility in managing our business.*”.

Our future expansions and acquisitions are dependent upon our ability to raise capital.

We require capital, in the form of debt or equity, for, among other purposes, expanding our operations, making acquisitions, managing acquired assets, acquiring new equipment, maintaining the condition of our existing

equipment and maintaining compliance with environmental laws and regulations. From time to time, we evaluate the acquisition opportunities in the course of our business. To the extent that cash generated internally and cash available under our existing credit facilities may not be sufficient to fund our capital requirements, we may have to obtain financing in the form of debt or equity financing.

Factors that may affect our access to funding or increase our funding costs include (a) the financial and regulatory environments; (b) adverse changes in our operating results, financial condition or cash flows; (c) currency movements, interest rate increases or volatility or other potential market disruptions; (d) a decrease in bank appetite for risk as a result of tightened lending standards, regulatory capital requirements or otherwise and (e) downgrade in India's sovereign ratings. There can be no assurance that we will continue to be successful in obtaining the necessary funding to fund our future expansions and acquisitions, or be successful in obtaining such funding on terms favourable to us, or that any such future financing would not result in increased finance charges, increased financial leverage or decreased income or the imposition of more restrictive covenants on our businesses and operations. See also the risk factor entitled “— *We are subject to covenants under our credit facilities that limit the flexibility in managing our business.*”.

The volatility of commodity prices may cause a material adverse effect on our revenue, results of operations, cash flows and financial condition.

Historically, the international commodity prices for oil and gas, zinc, copper, iron ore and aluminium, and the prevailing market treatment and refining charge (“TcRc”) rate (the charge levied by smelters and refineries for the smelting and refining of copper concentrate from mines into copper metal) for copper have been volatile and subject to wide fluctuations in response to relatively minor changes in the supply of, and demand for, such commodities, market uncertainties, the overall performance of world or regional economies, actions taken by governments and international organisations, the related cyclicity in industries, government policies and regulations such as those relating to taxation, royalties, allowable production, import and export restrictions and environmental protection. For example, in Fiscal Year 2024, the increase in the prices of silver and lead by 10% and 1%, respectively, positively affected our revenue and operating profit; however, this was offset by the decrease in zinc, Dated Brent, aluminium, and copper prices by 25%, 14%, 11% and 2%, respectively. In Fiscal Year 2025, the increase in the prices of aluminium, zinc, silver and copper by 15%, 16%, 29% and 12% respectively, positively affected our revenue and operating profit. However, this was offset by the decrease in Dated Brent and lead by 5% and 4% respectively. In Fiscal Year 2026, the increase in aluminium prices by 10% positively affected our revenue and operating profit. In Fiscal Year 2026, Brent declined by 11%. Additionally, cost of production of our metal production businesses is also affected by fluctuation in coal price, as a majority of our power requirements are met by captive power plants which are primarily coal-fuelled. Specifically, our Aluminium Business has high energy consumption due to the power-intensive nature of aluminium smelting. Any change in coal prices or the mix of coal that is utilised, primarily whether the coal is sourced locally or imported, can affect the cost of generating power and ultimately the cost of production of our Aluminium Business.

A portion of our alumina requirements is sourced internally from the captive refinery at Lanjigarh, Odisha, and remaining volumes are sourced from global suppliers mostly at index-linked prices. The exposure to global prices indices affects the profitability of our aluminium operations. During Fiscal Year 2025, 84% of BALCO's and 48% of Vedanta Limited's alumina requirement were sourced from third parties. During Fiscal Year 2026, 77% of BALCO's and 32% of Jharsuguda smelter's alumina requirement were sourced from third parties. The market price of the alumina that we purchase from third parties and the market price of the aluminium metal that we sell has experienced volatility in the past and any increase in the market price of the alumina relative to the market price of the aluminium that we sell would adversely affect the profitability and operating margins of our Aluminium Business, which could have a material adverse effect on our business, cash flows, financial condition and results of operations.

The revenue of our Zinc, Lead and Silver Business fluctuates based on the volume of sales and the London Metal Exchange Limited (“LME”) price of zinc and lead and London Bullion Metal Association (“LBMA”) price for silver. Our Zinc India Business is fully integrated, so our profitability is dependent upon the difference between the LME price of zinc, lead and silver and the cost of production, which includes the costs of mining and smelting.

Volatility in oil prices may have a material and adverse impact on our results of operations, cash flows and financial condition. Historically, international prices for crude oil and natural gas have fluctuated as a result of many macro-economic, geo-political and regional factors. More recently, the heightened military conflict involving the United States, Israel, and Iran, which escalated significantly in February 2026, has led to profound instability in global financial and energy markets. These events, including the closure of strategic airspaces and critical maritime routes such as the Strait of Hormuz and the Red Sea, have contributed to a dramatic increase in the price of oil and gas and created widespread market uncertainty. The prices we receive for our sales of crude oil are generally linked to international price levels for crude oil such as Dated Brent, an international benchmark crude for low sulphur crude grades. Any change in the prices of international crude benchmarks such as Dated Brent would impact the revenue from our Oil and Gas Business. The implied price realisation of crude oil for Fiscal Year 2025 was within the range of 4.0% to 6.0% discount to Dated Brent for crude oil from the Rajasthan Block, Cambay Block and Ravva Block, due to the prevailing oil market conditions. The implied price realisation of crude oil for Fiscal Year 2026 was within the range of 4% to 5% discount to Dated Brent for crude oil from the Rajasthan Block and 3% to 6% premium for crude oil from the Cambay Block and Ravva Block, due to the prevailing oil market conditions. Movements in discount affect our revenue realisation and any increase in quality differentials may adversely impact our revenues and profits. Crude oil price averaged \$70.5 per barrel in Fiscal Year 2026 compared to \$78.9 per barrel in Fiscal Year 2025 and \$83.1 per barrel in Fiscal Year 2024.

Similarly, we purchase copper concentrate and blisters at the LME price for copper metal for the relevant quotational period less the TcRc that we negotiate with our suppliers which is influenced by the global copper concentrate and blister demand, supply of copper smelting and refining capacity, LME trends, LME-linked price participation among other factors. The TcRc has historically fluctuated independently from the copper LME price. We attempt to make the LME price a pass-through cost as our copper concentrate and blisters purchases and sales of finished copper products are based on LME prices. Nevertheless, we are also exposed to differences in the LME price between the quotational periods for the purchase of copper concentrate and sale of the finished copper products. Although we employ a back-to-back hedging strategy, there can be no assurance that any decline in the copper LME price between these periods will not adversely affect our business, cash flows, financial condition and results of operations. While a decline in the LME copper price may impact our revenues, our margins are only partially affected as the TcRc is negotiated independently of the LME price.

Our profitability in our Steel Business is largely dependent on the prices of imported coking coal and movement in iron ore prices in the domestic market which is volatile. Both coking coal and iron ore together constitute approximately 71.8% and 69.26% of the cost of production for our Steel Business in Fiscal Years 2025 and 2026, respectively. Prices of iron and steel are influenced by several macro-economic factors. These include global economic slowdown, the US trade policies, the Russia-Ukraine conflict, supply chain destocking, government investment on infrastructure, the emphasis on developmental projects, demand-supply forces and production and inventory levels across the world, especially in China. Iron and steel products are largely sold in the domestic market and prices of the products are subject to demand and supply factors and macro-economic factors. Any adverse movement in prices will have a direct impact on profit realisation and resultant margins.

Our results of operations and cash flows have been and are expected to continue to be substantially dependent on the reserves, production and the cost of production at certain key assets; if we cannot secure additional reserves at competitive costs, our profitability and operating margins could decline.

We have significant asset concentration risks, and any interruption in the operations at those assets could have a material adverse effect on our results of operations, cash flows and financial condition. For example, our Oil and Gas Business, which contributed 7.3% and 5.5% of our revenue in Fiscal Years 2025 and 2026, respectively, has been and is expected to continue to be substantially dependent on the reserves, production and cost of production of the Rajasthan Block, and any interruption in the operations or exploration and development activities at those oil and gas fields for any reason could have a material adverse effect on our results of operations, cash flows and financial condition. The Rajasthan Block produced 90.4%, 87.0% and 86.2% of our average daily net production from the oil and gas business in Fiscal Years 2024, 2025 and 2026, respectively, and oil and gas from the Rajasthan Block constituted 77.1% and 80.4% of our net aggregate proved plus probable oil and gas reserves and 2C resources on a barrel of oil equivalent basis as of March 31, 2025 and 2026, respectively. However, the Rajasthan Block have been experiencing natural reservoir decline, and as such our production (on a gross basis) in the Rajasthan Block has been steadily declining over the last three Fiscal Years, from 106,469 boepd in Fiscal Year 2024 to 84,276 boepd in Fiscal Year 2025 and 70,397 boepd in Fiscal Year 2026. Our ongoing capital expenditure programme has focused on development and exploration activities across all the assets, with approximately 79.3% and 58.4% of the capital expenditure for Fiscal Years 2025 and 2026, respectively, invested in the Rajasthan Block. The Rajasthan Block PSC was originally valid until May 2020 but has since been extended to May 2030. For details in relation to ongoing legal proceedings pertaining to the extension of the tenure of the Rajasthan Block PSC, see, “*Our Business — Litigation*”.

At our Zinc India Business, the Rampura Agucha mine produced 60.0%, 60.0% and 59.0% of HZL’s total mined zinc metal in concentrate and 23.0%, 23.0% and 20.0% of HZL’s total mined lead metal in concentrate produced in Fiscal Years 2024, 2025 and 2026, respectively, and constituted 21% of our total Proved and Probable Zinc India Ore Reserves as of March 31, 2026. Any interruption in the operations, exploration and development activities at the Rampura Agucha mine for any reason could have a material adverse effect on our results of operations, cash flows and financial condition.

If we cannot secure additional reserves at competitive costs, our profitability and operating margins could decline. Our ability to obtain additional reserves in the future could be limited by restrictions under our existing or future debt agreements, competition from our competitors, lack of suitable acquisition candidates, government regulatory and licencing restrictions, difficulties in obtaining mining leases and surface rights or the inability to acquire such properties on commercially reasonable terms, or at all. Appraisal and development activities may be subject to delays in obtaining governmental approvals or consents, insufficient storage or transportation capacity or exhaustion and depletion of reserves or other geological and mechanical conditions all of which may result in a material increase of our costs of operations or delay anticipated revenues.

We may also not be able to accurately assess the geological characteristics of any Ore Reserves that we acquire. As the value of Ore Reserves depends on that part of the mineral deposits that are economically and legally exploitable at the time of the reserve calculation, a decrease in metal prices may result in a reduction in the value of Ore Reserves that we obtain as less of the mineral deposits contained therein would be economically exploitable at the lower prices. Exhaustion of reserves at particular mines may also have an adverse effect on our operating results that is disproportionate to the percentage of overall production represented by such mines. With the depletion of reserves, we may face higher unit extraction costs per mine.

Our businesses depend upon certain third parties for the supply of our raw material, equipment and services, the execution of projects and the offtake of our production.

We source a majority of our copper concentrate and blisters and a substantial proportion of our alumina requirements for our Copper and Aluminium Businesses, respectively, from third parties. For example, for Fiscal Year 2025, BALCO and Jharsuguda smelter sourced 84% and 48% of their respective alumina requirements from third parties and for Fiscal Year 2026, BALCO and Jharsuguda smelter sourced 77% and 32% of their respective alumina requirements from third parties, and due to the closure of the smelter at Tuticorin, we sourced all of our copper concentrates and blisters from external sources for production of copper cathodes at the Silvassa refinery. For the portion of our Aluminium Business where the required alumina is sourced internally, profitability of our Aluminium Business is dependent upon sourcing of key raw materials, such as bauxite, from third parties. As a result, the margins of our Copper and Aluminium Businesses depend upon our ability to obtain the required alumina, bauxite and copper concentrate and blisters at prices that are low relative to the market prices of the copper and aluminium products that it sells. The market prices of the copper concentrate, blisters and alumina that we purchase from third parties and the market prices of the copper and aluminium metals that we sell have experienced volatility in the past, and any increases in the market price of the raw material relative to the market prices of the metal that we sell would adversely affect the results and margins of our Copper and Aluminium Businesses, which could have a material and adverse effect on our business, financial condition, results of operations, cash flows and prospects.

Coal, which is the primary raw material for our Merchant Power Business and a key component of cost of production of our metal production businesses, is subject to the Government of India's ("GoI") coal allocation policies. We could experience a shortfall in the quantity of coal in relation to our requirement or receive lower quality coal, which can result in increased costs and have a material and adverse effect on our business, financial condition, results of operations, cash flows and prospects.

Similar to many oil and gas exploration and production companies, we often contract or lease services and equipment from third party providers. Such services and equipment can be scarce and may not be readily available at the times and places required. Scarcity of services and equipment and increased prices may in particular result from any significant increase in regional exploration and development activities, which in turn may be the consequence of increased or continued high hydrocarbon or mineral prices. The scarcity of such services and equipment, as well as their potentially high costs, could delay, restrict or lower the profitability and viability of projects which may have a material adverse effect on our businesses, prospects, financial condition, cash flows or results of operations.

For our Oil and Gas Business, we have dedicated infrastructure with public sector and domestic private sector refineries for expected levels of crude oil production from the Rajasthan Block. In certain cases, the relevant counterparty, either legally or as a result of geographic, infrastructure or other constraints or factors, is in practice the sole potential purchaser of the relevant production output. This is particularly the case for sales of gas which relies on the availability or construction of transmission and other infrastructure facilities, enabling the supply of gas produced to be supplied to end users. The absence of competitors for the transmission or purchase of gas produced may expose us to offtake and production delays, adverse pricing or other contractual terms or may restrict the availability of transmission or other necessary infrastructure. Stoppage of off-take or supply could result if the buyers fail to take delivery of volumes anticipated by these sales agreements. In Fiscal Years 2025 and 2026, four customers accounted for approximately 100.0% and 91.6%, respectively, of the total oil sales of the Rajasthan Block, and any unforeseen disruption at these buyers' facilities would affect sales volume and therefore revenue generation. As we are subject to the risk of delayed off-takes or payment for delivered production volumes or counterparty default, any of these events could have an adverse impact on crude oil sales and cash flows.

We are subject to covenants under our credit facilities that limit the flexibility in managing our business.

Our financing agreements contain certain restrictive covenants and events of default that limit our ability to undertake certain types of transactions or ability to expand, any of which could adversely affect our business. These covenants require us to maintain certain shareholding percentage, financial ratios, and in certain cases, obtain the prior consent of our lenders for various activities, including, among others:

- any change in its capital structure,
- issue of equity, preferential capital or debentures,
- raising any loans and deposits from the public,
- undertaking any new project;
- effecting any scheme of acquisition, merger, amalgamation or reconstitution;
- maintaining control or certain shareholding percentage on our material subsidiaries, including Vedanta Limited; and
- implementing a new scheme of expansion or creation of a subsidiary.

Our future borrowings may also contain similar restrictive provisions. For example, low commodity prices may adversely impact our profitability and therefore our ability to meet the financial covenants and ratios. Although we have, in the past, successfully obtained similar covenant revisions and/or waivers for our material indebtedness, there can be no guarantee that at such time that we would be able to obtain consent/ waivers/ relaxations from existing and future lenders commensurate with the then prevailing commodity pricing environment or our financial condition. If we fail to meet our debt service obligations or covenants (or receive approvals from our lenders to undertake certain transactions) provided under the financing agreements, the relevant lenders could declare us to be in default under the terms of our agreements, accelerate the maturity of our obligations or take over the financed project or other security made available to our lenders. We cannot assure you that in the event of any such acceleration, we will have sufficient resources to repay borrowings. In such an event, we may be forced to renegotiate our financing agreements with our lenders on terms that may not be favourable to us.

Although we comply with our material covenants under our credit facilities for Fiscal Years 2023, 2024 and 2025 and six months ended September 30, 2025, there is no assurance that we will remain in compliance with our covenants, and any such breach could have a material adverse effect on our business, results of operations, cash flows and financial condition.

In addition, our lenders may recall all or part of such unsecured amounts borrowed by us on short or no notice. Such recalls on borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lenders to give us extensions or to refrain from exercising such recalls, which may adversely affect our results of operations, cash flows and financial condition.

We depend on the experience and management skill of certain of our key managerial personnel and senior management.

Our ability to maintain and grow our existing business and integrate new businesses will depend on our ability to maintain the necessary management resources and on our ability to attract, train and retain personnel with skills that enable us to keep pace with growing demands and evolving industry standards. We are in particular dependent to a large degree on the continued service and performance of our senior management team and other key team members in our business units. These key personnel possess technical and business capabilities that are difficult to replace. The loss or diminution in the services of our executive management or other key team members, or our failure otherwise to maintain the necessary management and other resources and grow our

business, could have a material adverse effect on our business, results of operations, cash flows, financial condition and prospects. In addition, as our business develops and expands, we believe that our future success will depend on our ability to attract and retain highly skilled and qualified personnel, which is not guaranteed.

Furthermore, mining, metal refining, metal smelting and fabrication operations and oil and gas extraction require a skilled and experienced labour force. If we experience a shortage of skilled and experienced labour, our labour productivity could decrease and costs could increase, our operations may be interrupted or we may be unable to maintain our current production or increase our production as otherwise planned, which could have a material adverse effect on our results of operations, cash flows, financial condition and business prospects.

There are outstanding legal proceedings involving us, Directors and material subsidiaries and other outstanding litigation, which may be considered material. Further, we may be subject to certain regulatory investigations from time to time. Any adverse outcome in such proceedings or investigations may impact our ability to raise capital in the future and may have an adverse effect on our reputation, business, results of operations, cash flows, financial condition and prospects.

As of the date of this Offering Circular, we, our material subsidiaries and certain of their directors are involved in several legal and regulatory proceedings, including criminal matters, regulatory actions initiated by regulatory and statutory authorities and certain material civil or tax proceedings, which are pending at different levels of adjudication before various courts, tribunals and other authorities. While in some cases, we have made provisions for these contingent liabilities, we cannot assure you that the outcome of any of these legal proceedings will be favourable.

We may be subject to certain regulatory investigations from time to time. For example, in June 2026, the Directorate of Enforcement (“ED”) conducted search operations following summon(s) issued earlier at the premises of Vedanta Limited and Hindustan Zinc Limited under the provisions of the Foreign Exchange Management Act, 1999. The necessary information, documents and clarifications sought by ED has been provided. No penalty or restriction has been imposed or notice has been given to Vedanta Limited or Hindustan Zinc Limited, in relation to this investigation as of the date of this Offering Circular. There is no assurance that any future investigations will not result in adverse findings or penalties.

These also include certain SEBI-related proceedings, under which SEBI had taken certain actions against Vedanta Limited and certain Directors. For instance, SEBI had issued an order dated April 19, 2001 against Sterlite Industries India Limited (now merged with Vedanta Limited) (“SIIL”) in relation to alleged violations of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to securities market) Regulations, 1995, pursuant to which SEBI had prohibited SIIL from accessing the capital markets for a period of two years. This order has been subsequently overruled by the Securities Appellate Tribunal (“SAT”) in their order dated October 22, 2001, and SEBI has filed an appeal before the Bombay High Court, which is currently pending. Subsequently, SIIL filed a criminal application before the Bombay High Court to stay the criminal proceedings initiated by SEBI through its criminal complaint. The Bombay High Court admitted the application and granted an interim stay on the criminal proceedings, which continues to be in force as on date. Further, in a separate litigation SEBI had issued an order dated March 12, 2024 against Vedanta Limited and certain of its Directors and others alleging, among others, violations of certain provisions of the Companies Act and the SEBI Listing Regulations for delay in payment of dividend by Cairn India Limited (now merged with Vedanta Limited) to Cairn UK Holdings Limited, pursuant to which SEBI, among others, directed us to pay interest on the delayed payment of dividend, prohibited certain of Vedanta Limited’s Directors and others from dealing in securities for a period of one to two months, as applicable. The SAT, in their order dated March 20, 2024, has currently granted a stay on the effect and operation of the SEBI order. Both of these matters are currently pending. Any unfavourable decisions in these matters, especially any matter resulting in prohibition on Vedanta Limited or any of its directors from dealing in securities, could affect the ability of Vedanta Limited to raise further capital during the period of such prohibition.

Any adverse decision in these cases or in any future proceedings in which we may become involved, may adversely affect our business, results of operations, financial condition and cash flows. In addition, any unfavourable decisions in these matters, especially any matter resulting in prohibition on us or any of our directors from dealing in securities, could affect our ability to raise further capital during the period of such prohibition. Such proceedings could divert our management's time and attention and consume our financial resources in their defence or prosecution. In addition, should any new developments arise, such as changes in Indian law or rulings against us by the regulators, appellate courts or tribunals, we may need to make provisions in our financial statements, which could increase our expenses and current liabilities. If we fail to successfully defend our claims or if our provisions prove to be inadequate, our business, results of operations, financial condition and cash flows could be adversely affected.

Our Directors, key managerial personnel and senior management have interests other than normal remuneration or benefits. They may enter into ventures that may lead to conflicts of interest with our business.

Certain of our Directors, key managerial personnel and senior management have interests that are in addition to reimbursement of expenses and normal remuneration payable to them. We cannot assure you that our directors, key managerial personnel and senior management will exercise their rights as shareholders to the benefit and best interest of our Company or our Group. For further information, see “*Management*”.

Furthermore, certain of our directors may have interests in entities outside our Group, and this may result in conflict of interest with us. In the event that any conflicts of interest arise, our directors may make decisions regarding our operations, financial structure or commercial transactions that may not be in our shareholders' best interest. Such decisions could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects. Should we face any such conflicts in the future, there is no guarantee that they will be resolved in our favour.

A short seller has published a series of reports alleging various transactions of the Group, including the inter group transactions.

During Fiscal Year 2026, short seller has published a series of reports alleging various transactions of the Group, including the inter group transactions. SEBI had also demanded the production of information and documents from Vedanta Limited and HZL, for the transactions alleged in the reports published by the short seller under Sections 11(2) and 11C(2), (3) of the SEBI Act. The Group has been submitting requisite details and providing necessary information pursuant to such demand for information and for production of documents from the market regulator. HZL has received an administrative warning letter from SEBI with respect to the above and no further communication has been received thereafter. A Public Interest Litigation (“**PIL**”) which was filed with Supreme Court of India (“**Supreme Court**”) pursuant to these reports has been dismissed in October 2025. While we believe that these allegations are baseless and that the transactions stated in the allegations have appropriate commercial substance and have been duly approved through necessary processes and are in compliance with contractual obligations and applicable laws and regulations, we cannot assure you that any judicial, regulatory or governmental body will come to the same conclusion.

We have entered into related party transactions in the past and will continue to do so in the future.

In the ordinary course of our business, we have entered into transactions with our related parties in the past and it is likely that we may enter into related party transactions in the future. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with an unrelated party or that our shareholders would not question the related party transactions that we enter into.

While we will conduct all related party transactions subject to the board of directors' or shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. For example, in Fiscal Year 2021, some of the shareholders of Vedanta Limited raised corporate governance concerns relating to intercompany loans extended by certain wholly owned overseas subsidiaries, including Cairn India Holdings Limited ("CIHL"). In response, during Fiscal Year 2022, Vedanta Limited updated its policies and procedures regarding authorisations for such related party transactions which now require that every related party transaction proposed to be undertaken by the subsidiaries outside the Vedanta Limited group would need prior approval from the board of directors and/or the audit committee of Vedanta Limited.

Following the Recent Demerger, each of the Resulting Companies has adopted a related party transaction policy in accordance with applicable law and substantially similar to that of Vedanta Limited. Notwithstanding compliance with such policies, there can be no assurance that any related party transaction will be conducted on terms no less favourable to the respective Resulting Company than those obtainable from an independent third party, or that such transactions will not otherwise have a material adverse effect on our business, results of operations, cash flows and financial condition..

Third-party interests in our subsidiaries may restrict our ability to deal freely with our subsidiaries, which may have a material adverse effect on our results of operations, cash flows and financial condition.

We do not wholly own all of our operating subsidiaries, and although we hold majority stakes in all of our subsidiary businesses and we have direct or indirect management control, certain of these operating subsidiaries have other shareholders who, in some cases, hold substantial interests. As a result of this, these subsidiaries may be subject to additional legal or regulatory requirements, or we may be prevented from taking certain courses of action without the prior approval of a particular or a specified percentage of shareholders (including in certain cases majority of minority approval, e.g., in case of material related party transactions) and/or regulatory bodies (under shareholders' agreements, relationship agreements or by operation of law). The existence of minority or other interests in our subsidiaries may limit our ability to increase our equity interests in these subsidiaries, combine similar operations, utilise synergies that may exist between the operations of different subsidiaries, move funds among the different parts of our businesses or reorganise the structure of our business in a tax efficient manner, which may have a material adverse effect on our results of operations, cash flows and financial condition. Further, certain proceedings are also currently ongoing with respect to equity interests of Vedanta Limited in BALCO and HZL, specifically in connection with Vedanta Limited's exercise of its call option to acquire the remaining shares of BALCO and HZL, held by the GoI, in accordance with the terms of the shareholders' agreement between the GoI and Vedanta Limited. The amount claimed under these proceedings is presently unquantifiable. There is no assurance that the outcome of these proceedings will be in the favour of Vedanta Limited. In such an event, Vedanta Limited may be unable to purchase the GoI's remaining interest in these companies or may be required to pay a higher purchase price, should it decide to consummate such purchase, which may have a material adverse effect on Vedanta's business, financial condition, cash flows and results of operations. For further details, see "Our Business — Litigation".

There is also a risk that other parties with interests in our assets may elect not to participate in certain activities relating to those assets which require such party's consent. In such circumstances, it may not be possible for such activities to be undertaken by us alone or in conjunction with other participants at the desired time or at all. In addition, other joint operation partners may default in their obligations to fund capital or other funding obligations in relation to the assets. In certain circumstances, we may be required under the terms of the relevant operating agreement to contribute all or part of any such funding shortfall, which could adversely impact our

business, financial condition, cash flows or results of operations. In order to mitigate such risks, execution of projects is undertaken after aligning the partners.

Our funding requirements and the proposed deployment of proceeds have not been appraised by any bank or financial institution or any other independent agency or the Managers.

We propose to utilise the proceeds for the purposes described in “*Use of Proceeds*”. The funding requirements are based on internal management estimates and current conditions which are subject to changes due to changes in external circumstances, costs, other financial condition or business strategies. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may place a burden on our finance plans. Our proposed deployment of proceeds has not been appraised by any bank or financial institution or any other independent agency or the Managers and is based on management estimates. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, financial condition, results of operations and cash flows. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the proceeds to achieve profitable growth in our business.

Material changes in the laws and regulations that govern our businesses, or the interpretation of recent legislation, could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Mining is subject to complex and comprehensive laws and regulatory requirements. These laws and regulatory requirements are subject to change. If we are affected, directly or indirectly, by the application or interpretation of any such statute, including any enforcement proceedings initiated under it, it may have a material adverse effect on our business, financial condition, cash flows and results of operations. For example, recently the Mines and Minerals (Development and Regulation) Amendment Act, 2023 dated August 21, 2025 (“**MMDR Amendment Act**”) brought forth amendments in the Mines and Minerals (Development and Regulation) Act, 1957 (“**MMDR Act**”). The MMDR Amendment Act introduced key provisions, which include, the setting up of mineral exchanges, permitting holders of mining license or a composite license of a deep seated mineral to apply for extension of leased area, increasing the amount to be paid to the National Mineral Exploration and Development Trust. If we are affected, directly or indirectly, by the application or interpretation of any such statute, as and when notified, including any enforcement proceedings initiated under it and any adverse publicity that may be generated due to prosecution, it may have a material adverse effect on our business, financial condition, cash flows and results of operations.

Furthermore, we are subject to complex and comprehensive oil and gas regulations. Any new or changed oil and gas regulations could require changes to the manner in which we conduct our business, and result in an increase in compliance costs, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. The costs, liabilities and requirements associated with complying with existing and future laws and regulations, within India or in other jurisdictions may also be substantial and time-consuming and may delay the commencement or continuation of oil and gas exploration or metal mining and production activities. For example, upon the expiry of oil and gas licences, contractors are generally required, under the terms of relevant licences or local law, to dismantle and remove equipment, cap or seal wells and generally make good production sites. There can, however, be no assurance that we will not in the future incur decommissioning charges in excess of those currently provided for, since local or national governments may require decommissioning to be carried out in circumstances where there is no express obligation to do so,

particularly in the case of future oil and gas licence renewals. This and any changes to applicable regulations could require changes to the manner in which we conduct our business and result in an increase in compliance costs, which could also have a material adverse effect on our results of operations, cash flows and financial condition.

Our operations are subject to extensive governmental, health and safety and environmental regulations, which require us to obtain and comply with the terms of various approvals, licences and permits. Any failure to obtain, renew or comply with the terms of such approvals, licences and permits in a timely manner may have a material adverse effect on our results of operations, cash flows and financial condition.

Numerous governmental permits, approvals and leases are required for our operations as the industries in which we operate and seek to operate are subject to numerous laws and extensive regulation by national, state and local authorities in jurisdictions including India, Namibia, Ireland, South Africa, Liberia, UAE, Zambia, Japan, South Korea and Taiwan and any other jurisdictions where we may operate in the future. Our operations are also subject to laws and regulations relating to employment, the protection of the health and safety of employees as well as the environment, including conservation and climate change. For instance, we are required to obtain various environmental and labour-related approvals in connection with our operations in India, including clearances from the Ministry of Environment, Forest and Climate Change, GoI and from the relevant Pollution Control Boards in the various states in India in which we operate, and registration under the Factories Act, 1948 of India, as amended (the “**Factories Act**”) to establish and operate its facilities. Certain of such approvals are valid for stipulated periods of time and require periodic renewals. At times, there may be instances where we or our material subsidiaries are in the process of renewing licenses which are material for our business and operations.

Our exploration, oil and gas and mining activities also depend on the grant, renewal or continuance in force of various exploration and mining licences and production sharing contracts and other regulatory approvals that are valid for a specific period of time. In addition, such licences and contracts contain various obligations and restrictions, including restrictions on assignment or any other form of transfer of a mining lease or on the employment of a person who is not an Indian national. For instance, in connection with our mining operations in India, mining leases are typically granted for a period of 50 years and stipulate conditions including approved limits on extraction. Similarly, in connection with our oil and gas operations in India, we are required to enter into a production sharing contract/ revenue sharing contract and obtain a mining lease, in order to conduct petroleum operations. Furthermore, our global presence exposes us to a number of jurisdictions in which regulations or laws have been or are being considered to limit or reduce greenhouse gas emissions. These changes can result in increased cost of fossil fuels, imposition of levies for emissions in excess of certain permitted levels and increased administrative costs for monitoring and reporting. Increasing regulation of greenhouse gas emissions, including the progressive introduction of carbon emissions trading mechanisms and tighter emission reduction targets, can result in increased costs and reduced demand growth.

Moreover, our operations in the mining and minerals sector are subject to significant regulatory oversight, which can change in response to environmental, social, and political pressures. There is a risk that new laws or regulations could impose restrictions or outright bans on mining activities in some of the regions where we operate. Such regulatory changes could lead to operational disruptions, financial losses from halted projects, and substantial costs associated with compliance or legal challenges. The implementation of a mining ban could adversely affect our revenue streams and overall financial health, reduce the value of our investments in mining assets, and negatively impact our workforce and local economies dependent on our activities.

Our failure to comply with applicable laws, regulations or recognised international standards, or to obtain or renew the necessary permits, approvals and leases may result in the loss of the right to operate our facilities or continue our operations, the imposition of significant administrative liabilities, or costly compliance procedures,

or other enforcement measures that could have the effect of closing or limiting production from our operations. For instance, the Tamil Nadu Pollution Control Board rejected our application for renewal of consent to operate our copper smelter plant at Thoothukudi in Tamil Nadu and issued an order directing the closure of our operations at the smelter with immediate effect, pursuant to which our operations at this facility have been suspended. We filed a review petition before the Supreme Court challenging the closure, which was dismissed. For further details, see “*Our Business — Litigation*”.

In addition, if we fail to meet applicable environmental obligations or if a major accident or disaster were to occur, we may also be subject to administrative, civil and criminal proceedings by governmental authorities, as well as civil proceedings by environmental groups and other individuals. For instance, the stage-I forest clearance of ESL was revoked, however, the Chief Minister Secretariat, Government of Jharkhand issued a letter to the Ministry of Environment, Forest and Climate Change requesting reconsideration of the revocation. ESL, subsequently, has applied for fresh forest clearance (without prejudice) which is presently under process. Further, for instance, pursuant to the show cause notice issued by State Pollution Control Board, Odisha, the Jharsuguda unit of Vedanta Aluminium Metal Limited has been directed to pay an environmental compensation for an allegation of dumping fly ash in multiple districts. The said show cause notice has been challenged before the High Court of Orissa. For further details, see “*Our Business — Litigation*”.

Additionally, on September 19, 2025, we received a communication from the GoI that our application for extension of the Cambay PSC has not been accepted. Vedanta Limited has challenged the said rejection before Delhi High Court. The Delhi High Court has, *vide* its order dated January 6, 2026, directed the parties to maintain status quo and accordingly, Vedanta Limited continues to operate the Block and is subject to outcome of the litigation. The matter is currently sub-judice.

These events could result in substantial fines, penalties and damages against us as well as orders that could limit or halt or even cause closure of our operations, any of which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

Changes in the interpretation of certain taxation and mining laws by the judiciary can have a material adverse effect on our business, financial condition, cash flows and results of operations.

On 25 July 2024, the Supreme Court has passed an order in the matter of Mineral Area Development Authority v. Steel Authority of India, concluding that the state governments have the power to levy cesses on mining and mineral use activities (“**Order 1**”).

Subsequent to Order 1, the Supreme Court has, in its order dated August 14, 2024, allowed the respective state governments in India to recover the aforesaid taxes and levies retrospectively beginning from April 1, 2005 (“**Order 2**” and together with Order 1, the “**Orders**”). The Supreme Court has ordered that the aforesaid retrospective payment should be made over a period of 12 (twelve) years beginning April 1, 2026. The Orders are likely to have a cascading effect on the Indian economy and could impact the entire supply chain originating from the mining industry leading to inflationary pressures in India. The conclusions of Order 1 and the retrospective payment of taxes and levies pursuant to Order 2 could significantly impact cost of doing business, profitability, cash flows and financial condition of our Indian subsidiaries and other mining companies in India. Similarly, in cases where our Indian subsidiaries are procuring raw materials from other businesses operating in the mining industry (especially in cases of procurement of coal as a raw material), the Orders have the potential of increasing cost of acquisition of raw materials and consequently lead to an increase in cost of production for our Indian subsidiaries. There can be no assurance that we will be able to fully mitigate the impact of these Orders on our future business, financial condition, cash flows, and results of operations.

We avail certain benefits under certain GoI incentive schemes. Cancellation or our inability to meet the conditions under such schemes may adversely affect our business operations, cash flows, results of operations and financial condition.

We currently benefit from incentives and schemes granted by the GoI. For example, the GoI provides a variety of export incentives to Indian companies exporting copper, aluminium and zinc from India. We also currently benefit from significant tax holidays, exemptions and tax deferral schemes, which apply for limited periods. Separately, exemption on customs duty was announced for 25 critical minerals in the union budget for 2024-2025, which remains available as on the date of this Offering Circular. See the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Significant Factors Affecting Our Results of Operations — Indian Government Policy*” for more information. There is no guarantee that we will continue receiving or benefiting from such policies (or similar policies), and it may be possible that the GoI discontinue such policies in the future.

We have filed applications through SPVs for grant of subsidies from the GoI in setting up our semiconductor and display fabs in India. We may be required to satisfy certain conditions or contractual obligations before recognising government grants. However, there can be no assurance that we will be able to fully satisfy these conditions or perform such obligations, and it may be possible that the GoI may discontinue such grants in the future at the GoI’s discretion or require us to repay part or all of the grants we may have previously received. There is no assurance that we could continue to be able to meet the requirements to be entitled to such grants, and there can further be no assurance that the grants that we could have enjoyed will not be challenged, altered or discontinued subsequently. Any alteration, suspension or termination of our government grants could have a material adverse effect on our business, financial condition, results of operations, cash flows, profitability and prospects.

Currency fluctuations among the Indian Rupee, other currencies and the US dollar could have a material adverse effect on our results of operations and cash flows.

Although substantially all of our revenue is tied to commodity prices that are typically priced by reference to the US dollar, most of our expenses are incurred and paid in Indian Rupee. In addition, in Fiscal Year 2025, 65% of our revenue earned in the respective periods was derived from commodities that were sold to customers within India. The exchange rates between the Indian Rupee and the US dollar and between other currencies and the US dollar have changed substantially in recent years and may fluctuate substantially in the future. See “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Significant Factors Affecting Our Results of Operations — Exchange Rates*” for details. Our results of operations, cash flows and financial condition could be adversely affected if the US dollar appreciates against the Indian Rupee or other currencies. We progressively hedge short-term exposures to mitigate near-term currency fluctuations. However, large or prolonged movements in exchange rates may have a material adverse effect on our results of operations, cash flows and financial condition.

We are exposed to the political, economic, legal, regulatory and social risks of the countries in which we operate.

We have operations in India, Namibia, Ireland, South Africa, Liberia, UAE, Zambia, Japan, South Korea and Taiwan. We are exposed to the political, economic, legal, regulatory and social risks of the countries in which we operate or intend to operate. These risks potentially include expropriation and nationalisation of property, instability in political, economic or financial systems, uncertainty arising from underdeveloped legal and regulatory systems, corruption, civil strife or labour unrest, acts of war, armed conflict, terrorism, outbreaks of infectious diseases, prohibitions, limitations or price controls on hydrocarbon exports and limitations or the imposition of tariffs or duties on imports of certain goods.

Countries in which we have operations or intend to have operations have transportation, telecommunications and financial services infrastructures that may present logistical challenges not associated with doing business in more developed locales. Additionally, we may have difficulty ascertaining our legal obligations and enforcing any rights we may have. Social unrest in the countries and communities in which we operate make us vulnerable to community opposition and protests, which could lead to material fines, delays and the revocation of an operation's licence. Although we engage in enhancing our community engagement systems and grievance mechanisms, any failure to maintain these systems could result in our inability to manage civil unrest in and around our operations.

Moreover, once we have established operations in a particular country, it may be expensive and logistically burdensome to discontinue such operations should economic, political, physical or other conditions subsequently deteriorate. All of these factors could have a material adverse effect on our businesses, results of operations, cash flows, financial condition or prospects.

We may face numerous protective trade restrictions, including anti-dumping laws, countervailing duties and tariffs and economic sanctions, which could adversely affect our financial condition, cash flows and results of operations.

We are subject to the general risk of doing business overseas and may therefore be affected by global trade policies, laws, regulations and sanctions. Protectionist measures, including anti-dumping laws, countervailing duties and tariffs and government subsidization adopted or currently contemplated by governments in some of our export markets could adversely affect our sales. Anti-dumping duty proceedings or any resulting penalties or any other form of import restrictions in other countries may limit our access to export markets for our products, and in the future additional markets could be closed to us as a result of similar proceedings, thereby adversely impacting our sales and/or limiting our opportunities for growth. Economic sanctions or similar measures may also be imposed on our business partners which may impact our ability to do business with such partners and result in a loss of customer or supplier and imposition of penalties or sanctions against us, all of which in turn could adversely affect our financial condition, cash flows and results of operations.

Furthermore, the developing strain on the diplomatic relations between India and China may impact our operations. Our Aluminium and Merchant Power Businesses procure several spares and consumables, carbon-related commodities and relining material, alloys and other smaller items from China. While these items are available globally, they were procured from China due to competitive pricings. Alternative sourcing for commodities, alloying, relining, etc. may result in a slight cost increase on these products. Foreign vendors working on various technical projects also provide the various technology used in our refinery, smelters and power plants.

While we are actively monitoring these developments and any other indirect impact that may arise across our operations and dynamically evaluating all opportunities and risks to ensure business continuity, there can be no assurance that any of the above circumstances would not adversely affect our results of operations, cash flows and financial condition.

If our planned expansions and new projects are delayed, our results of operations, cash flows and financial condition may be materially and adversely affected.

We have, over the past few years, initiated expansion plans for our existing operations and planned greenfield projects, which may involve significant capital expenditure. Our planned expansions and new projects are subject to a number of risks that may adversely affect the prospects and profitability of such projects, including the following:

- unfavourable results from feasibility studies;

- failure to obtain, or experience delays or higher than expected costs in obtaining, the required agreements, authorisations, licenses and permits to develop a project, including the prior consultation procedure and agreements with local communities;
- permits, authorisations or rights granted to third parties that could conflict with, and require us to alter our expansion or new project plans;
- delays or higher than expected costs in obtaining the necessary equipment, machinery, materials, supplies, labour or services and in implementing new technologies to develop and operate a project;
- conflicts with local communities and/or strikes or other labour disputes may delay the implementation or the development of projects;
- accidents, natural disasters and equipment failures, as well as major public health issues, could result in delays, cost overruns, or the suspension or cancelation of projects; and
- changes in market conditions or regulations may make a project less profitable than expected at the time we initiated work on it.

We do not currently have all of the leases, licences, permits, consents and approvals that are or will be required for our planned expansions and new projects. There can be no assurance that we or our subsidiaries will be able to obtain or renew all necessary leases, licences, permits, consents and approvals in a timely manner or at all. For details, see “— *Our operations are subject to extensive governmental, health and safety and environmental regulations, which require us to obtain and comply with the terms of various approvals, licences and permits. Any failure to obtain, renew or comply with the terms of such approvals, licences and permits in a timely manner may have a material adverse effect on our results of operations, cash flows and financial condition.*”.

Any delay in completing planned expansions, revocation of existing clearances, failure to obtain or renew regulatory approvals, non-compliance with applicable regulations or conditions stipulated in the approvals obtained, suspension of current projects, or cost overruns or operational difficulties once the projects are commissioned may have a material adverse effect on our business, results of operations, cash flows and financial condition. Any delay in completing planned expansions could have a material adverse effect on our credit ratings, which may increase our borrowing costs.

Any business acquisitions by us entails significant risks.

We may from time to time pursue acquisitions to expand our business. For example, Vedanta Limited successfully acquired Athena and Meenakshi Thermal Power Plants in 2023 and Incab Industries, a power cable company in 2025. However, there can be no assurance that we will be able to identify suitable acquisition, strategic investment or joint venture opportunities, obtain the financing necessary to complete and support such acquisitions, investments or joint ventures, integrate such businesses, investments or joint ventures or that any business acquired will be profitable. If we attempt to acquire non-Indian companies, they may not be able to satisfy certain Indian regulatory requirements for such acquisitions and may need to obtain prior approval of the RBI, which we may not be able to obtain. The funding of such acquisitions by us may require certain approvals from regulatory authorities in India.

In addition, acquisitions and investments involve a number of risks, including possible adverse effects on our operating results, diversion of management’s attention, loss of goodwill on account of change in ownership, failure to retain key personnel, risks associated with unanticipated events or liabilities, including environmental liabilities, and difficulties in the assimilation of the operations, technologies, systems, services and products of the acquired businesses or investments. Any failure to achieve successful integration of such acquisitions or investments could have a material adverse effect on our business, results of operations, cash flows and financial condition.

Our venture into new greenfield businesses such as semiconductor and display production businesses entail significant risks.

In 2022, we incorporated Vedanta Semiconductors Private Limited and Vedanta Displays Limited to spearhead our foray into semiconductors and display glass businesses, respectively, which is significantly different from our primary business in the natural resources sector. The semiconductors and display glass businesses are relatively new in India, and India does not yet manufacture glass substrates, display glass/ panels or semiconductors. Venturing in new greenfield businesses such as semiconductors and display glass entails significant risks, and our success in these new businesses is dependent on our ability to navigate technological complexities, secure adequate funding, and effectively manage supply chain logistics.

While we are hoping to leverage the expertise that we have, for example from our overseas subsidiary Avanstrate Inc., which is one of the top global manufacturers of liquid-crystal display (LCD) glass substrates, there is no assurance that our expansion into the semiconductors and display glass businesses will be successful, which in turn could result in a material adverse effect on our business, financial condition, cash flows or results of operations.

Our insurance coverage may prove inadequate to satisfy future claims against us.

We maintain insurance which we believe is typical in the respective industries in which we operate and in amounts which we believe to be commercially appropriate. Nevertheless, we may become subject to liabilities, including liabilities for pollution or other hazards, against which we have not insured adequately or at all, or cannot insure. Our insurance policies contain certain customary exclusions and limitations on coverage which may result in our claims not being honoured to the full extent of the losses or damages we have suffered. For example, machinery breakdown in our aluminium facilities is not fully covered by insurance. In addition, our operating entities in India can only seek insurance from domestic insurance companies or foreign insurance companies operating in joint ventures with Indian companies and these insurance policies may not continue to be available at economically acceptable premiums. This is especially risky for the exploration and production of crude oil and natural gas, which is inherently hazardous. A range of factors incorporating natural and man-made factors may result in oil spills, fires, equipment failure, loss of well control, leakage of hydrocarbons or hydrogen sulphide etc., which can result in death, injury and damage to production facilities and the environment. The occurrence of a significant adverse event, the risks of which are not fully covered or honoured by such insurers, could have a material adverse effect on our results of operations, cash flows and financial condition.

Defects in title or loss of any leasehold interests in our properties could limit our ability to conduct operations on such properties or result in significant unanticipated costs.

Our ability to mine the land on which we have been granted mining lease rights and to make use of our other industrial and office premises is dependent on our acquisition of surface rights. Surface rights and title to land are required to be negotiated separately with landowners, although there is no guarantee that these rights will be granted. Any delay outside of the ordinary course of business in obtaining or inability to obtain or any challenge to our title or leasehold rights to surface rights could negatively affect our financial condition, cash flows and results of operations. For example, BALCO is currently involved in proceedings before the Supreme Court in relation to, among others, a dispute challenging its possession of forest land for its operations. For details, see “Our Business — Litigation”.

We may face impairment risks and the risk of loss of dividend income in relation to our subsidiaries and other investments.

We have invested a significant amount of capital in our subsidiaries, associates and joint ventures. The business performance of entities that we have invested in has given rise to impairment charges in the past. The performance of our subsidiaries or other investments are susceptible to various factors, including change in

regulations, sector dynamics and macro-economic events, among others, that may lead to impairment charges, should the recoverable amount of the investment fall below its carrying value. Additionally, we have subsidiaries that are listed, such as HZL. Any changes in the fair value of these investments may adversely affect our financial condition. To receive investment income, we are dependent on the distribution of funds from our subsidiaries. This distribution is typically in the form of dividends, the declaration of which is beyond our control or influence and may depend on external factors affecting the industry that the subsidiary operates in, or other factors, including claims or actions by third parties. There can be no assurance that we will continue to receive dividend at the current levels, or at all, and this may have a material and adverse effect on our business, financial condition, cash flows and results of operations.

We are subject to risks associated with negative publicity or damage to our reputation.

We value and rely on our reputation to maintain and grow our business operations. Negative publicity associated with our operations could cause loss of business, divert management attention and other resources and incur litigation costs. We conduct business with a number of counterparties, including customers and suppliers. If any of such counterparties, or any of our former employees, is dissatisfied with us, whether or not justified, and raises any complaints or allegations relating to our operations and/or our directors or employees, our business may be adversely affected. Any negative publicity on any form of media following such complaints or allegations, regardless of whether the court has ruled in our favour or otherwise, may also damage our reputation and impact customers' perceptions of our brand, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

As the securities of Vedanta Limited and the Resulting Companies are listed, Vedanta Limited is subject to certain obligations and reporting requirements under the SEBI Listing Regulations.

The securities of Vedanta Limited and the Resulting Companies are listed and consequently, these companies are subject to certain obligations and reporting requirements under the SEBI Listing Regulations. Although Vedanta Limited and the Resulting Companies endeavour to comply with all such obligations or reporting requirements, there have been instances of non-compliance or delays in complying with such obligations or reporting requirements, and penalties have been levied on Vedanta Limited and the Resulting Companies in relation to such non-compliance or delay from time to time. We cannot assure you that such instances of non-compliance or delays may not take place in the future, which may adversely affect our reputation, results of operations, financial condition and cash flows. For further details, see “Our Business — Litigation”.

We are affected by climate change and decarbonisation, and failure of our ESG initiatives may adversely affect our reputation and loss of business opportunities.

Climate change and the transition to a low-carbon economy present both risks and opportunities for the Group. Evolving regulations and mechanisms, such as carbon border adjustment mechanism, may increase compliance requirements and carbon-related costs for our Aluminium Business, Iron Ore Business and Steel Business.

At the same time, these developments are expected to accelerate global demand for low-carbon and responsibly produced materials. This creates an opportunity for us to enhance our competitive positioning by improving emissions intensity, strengthening operational efficiency and aligning our products with emerging market preferences.

As regulatory frameworks increasingly favour low-carbon producers, we may benefit from improved market access and potential pricing advantages, supporting long-term value creation while managing the transition risks.

Increasing scrutiny and rapidly evolving expectations, including by governmental and non-governmental organisations, consumer advocacy groups, third-party interest groups, investors, consumers, customers, employees and other stakeholders, regarding environmental, social and governance (“ESG”) practices and

performance, particularly as they relate to the environment, sustainability, climate change, health and safety, supply chain management, diversity, labour conditions and human rights, could adversely affect our business, cash flows, results of operations or financial condition. The standards for tracking and reporting on ESG matters are relatively new, have not been harmonized and continue to evolve. Legislators and regulators have imposed, and likely will continue to impose, ESG-related legislation, rules and guidance, which may conflict with one another, create new disclosure obligations, result in additional compliance costs or expose us to new or additional risks. In addition, customers and other stakeholders have encouraged or insisted on, and likely will continue to encourage or insist on in the future, the adoption of various ESG practices that may conflict with one another and may exceed the requirements of applicable laws or regulations. Furthermore, certain organisations that provide information to investors have developed ratings for evaluating companies on their approach to various ESG matters. Implementing any necessary enhancements to our global processes and controls to reflect the increased scrutiny and rapidly evolving expectations regarding ESG matters may be complex, time-consuming and costly.

However, we may be unable to successfully implement our ESG efforts or the changes we implement in connection with our ESG efforts may not generate the intended effects, which could adversely affect our business, cash flows, results of operations or financial condition. For example, our ESG goals and commitments could hinder our ability to obtain sufficient amounts of products or materials, either at a reasonable cost or at all, including because our ESG goals and commitments could reduce the number of manufacturers or suppliers with business practices or access to materials that satisfy the requirements of our ESG goals and commitments. In addition, we expect that stakeholders will compare our ESG goals and commitments against those of our competitors. Our competitors could have more robust ESG goals and commitments or be more successful at implementing their ESG goals and commitments than us, which could adversely affect our reputation. Our competitors could also decide not to establish ESG goals and commitments at a scope or scale that is comparable to our ESG goals and commitments, which could result in our competitors having lower supply chain or operating costs.

Our reputation may be affected by our perceived ESG credentials and our ability to meet our ESG goals. Despite our efforts, any actual or perceived failure to achieve our ESG goals or the perception (whether or not valid) that we have failed to act responsibly with respect to ESG matters, comply with ESG laws or regulations or meet societal, investor and consumer ESG expectations could result in negative publicity and reputational damage, lead consumers or customers to purchase competing products or investors to choose not to invest in our Group or cause dissatisfaction among our employees or other stakeholders, which could adversely affect our business, cash flows, results of operations or financial condition.

Our inability to renew or maintain our lease agreements may adversely affect our business operations. Further, we may be unable to enforce our rights in the event of any inadequate preservation, stamping or non-registration of agreements in relation to our properties.

Our Company's registered office in London, the UK is located on leased premises, we have been granted the right to use these premises. Vedanta Limited's registered office in Andheri (East), Mumbai, Maharashtra, India are located on leased premises, where we have been granted the right to use these premises on a leave and license basis. A failure to observe and perform obligations under the leave and license agreement in relation to any of our registered offices may lead to termination or non-renewal of such license in the future, which may adversely affect our operations. There can be no assurance that we will be able to renew such an agreement at commercially favourable terms, or at all. If we are unable to renew such agreement in a timely manner or if there is any premature termination of such agreement, it may cause disruptions in our business and we may incur substantial costs associated with shifting to new premises, all of which may adversely affect our business operations.

Additionally, we regularly enter into agreements with third parties in relation to the purchase and/or use of premises or land parcels for our offices, facilities and business operations. The terms, tenure and the nature of the agreements vary depending on, amongst other things, the subject matter of the agreement and the third party involved. Further, some of the agreements executed by us may be inadequately stamped or unregistered and the originals or copies of such agreements may not have been adequately preserved or maintained by us. While such agreements may be enforceable in accordance with the dispute resolution mechanism set out in such agreements, any inadequately stamped or unregistered documents may not be admissible as evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered, and any inadequately preserved documents may not be produced as evidence, which could affect our ability to enforce our rights under the agreements in a timely manner or without incurring any additional costs and could have an adverse impact on the ongoing nature of our business operations.

We could be subject to weaknesses, disruptions, failures or infiltrations of, or inadequacies in, our information technology systems.

We are dependent on the capacity and reliability of the communications, information and technology systems supporting our operations. We are exposed to operational risks, such as data entry or operational errors or interruptions of our financial, accounting, compliance and other data processing systems, whether caused by the failure to prevent or mitigate data losses and other security breaches, or other cyber security threats or attacks, fire or other disaster and power or telecommunications failure, which could result in a disruption of our business, liability to third parties, regulatory intervention, or reputational damage, and thus have a material adverse effect on our business.

Although we have back-up systems and cyber security measures in place, our back-up procedures, cyber defences and capabilities in the event of a failure, interruption, or breach of security may not be adequate. Insurance and other safeguards we use may not be available or may only partially reimburse us for losses related to operational failures or cyber-attacks.

As we grow and our reliance on information technology and systems increases, protecting systems from cyber security attacks and threats may become increasingly challenging and costly. We may be unable to prevent or address any disruption to the operation of our information technology systems in a timely manner, or upgrade our information technology or communications systems. Any such failure could result in our inability to perform, or result in prolonged delays in the performance of, critical business and operational functions, the loss of key business information and data, or a failure to comply with regulatory requirements.

The equity shares of the Issuer and our Company are not listed and therefore the Issuer and our Company are not subject to the disclosure and corporate governance requirements that listed companies are required to comply with.

The equity shares of the Issuer and our Company are not listed or traded on any stock exchange. Whilst we have other listed debt instrument which may require disclosure of certain information from us, Bondholders will not have the benefit of the disclosure and corporate governance requirements that are imposed on companies that have publicly listed equity shares.

Third party statistical and industry related data in this Offering Circular may be incomplete or unreliable and any reliance on such information for making an investment decision in this offering of the Bonds is subject to inherent risk.

We have availed the services of an independent third-party research agency, ICRA Limited, to prepare an industry report titled “Sector Report – Vedanta Resources” dated June 7, 2026, for the purpose of inclusion of information pertaining to the industries in which we operate in this Offering Circular. Further, information regarding market position, growth rates and other industry data pertaining to our businesses contained in this

Offering Circular also consists of estimates based on data reports compiled by professional organisations and analysts, data from other external sources and our knowledge of the markets in which we compete. The Issuer and the Guarantors have not independently verified third-party statistical and industry related data obtained from ICRA Limited or other industry publications and sources referred to in this Offering Circular and, therefore, we cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to the economy and the industries in which we operate in this Offering Circular are subject to the caveat that the statistical and other external data upon which such discussions are based may be incomplete or unreliable. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analyses and estimates, so we rely on internally developed estimates. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Offering Circular. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof or the industry data as mentioned above as included in this Offering Circular, when making their investment decisions.

A downgrade in our credit ratings or the rating assigned to the Bonds may adversely affect our ability to access capital.

We have a corporate credit rating of “B1” (with stable outlook) from Moody’s, “B+” (with stable outlook) from Fitch and “BB” (with stable outlook) from S&P. The Bonds are expected, on the Closing Date, to be rated “Ba3” by Moody’s, “BB” by Fitch and “BB-” by S&P. Our corporate credit ratings or the rating of the Bonds may be reviewed and changed at any time by one or more of these agencies, and they may be lowered or withdrawn entirely in the future. There can be no assurance that we will be able to maintain such ratings. A suspension, reduction or withdrawal at any time of the ratings assigned to the Bonds may adversely affect the market price of the Bonds.

One of our subsidiaries, CopperTech Metals Inc., is in the process of undertaking an initial public offering.

Our wholly-owned subsidiary, CopperTech Metals Inc. (“**CopperTech**”), an integrated copper and cobalt producer, has confidentially submitted a draft registration statement with the U.S. Securities and Exchange Commission in connection with a proposed initial public offering of its common stock (the “**IPO**”). The IPO remains subject to a number of factors outside our control, including prevailing market conditions, regulatory approvals and investor interest. There can be no assurance that the IPO will be completed within the anticipated timeframe, or at all. If the IPO is delayed, fails to proceed, or attracts adverse public scrutiny, this could impact our reputation and, in turn, materially affect our business and financial condition.

Operating Risks

Our operations are subject to operating risks common to the industries in which we operate, which could result in decreased production, increased cost of production and increased cost of or disruptions in transportation, which could adversely affect our business, results of operations, cash flows and financial condition.

The success of each of our businesses is subject to operating conditions and events common to the industry in which we operate which are beyond our control that could, among other things, increase our mining, transportation or production costs, disrupt or halt operations at our mines and production facilities permanently or for varying lengths of time, or interrupt the transportation of our products to our customers. These conditions and events include:

- *Operational hazards.* Our mining operations include open-pit and underground mining, both of which involve significant hazards and risks. Hazards associated with our open-pit mining operations include flooding of the open pit, collapses of the open-pit wall, accidents related to the operation of large open-pit mining and rock transportation equipment, accidents related to the preparation and ignition of large-scale open pit blasting operations, production disruptions due to weather and hazards related to the disposal of mineralised wastewater, such as groundwater and waterway contamination. Hazards associated with our underground mining operations include underground fires and explosions, including those caused by flammable gas, cave-ins or ground falls, discharges of gases and toxic chemicals, flooding, sinkhole formation and ground subsidence and other accidents and conditions resulting from drilling and removing and processing material from an underground mine. If any of these hazards or accidents result in significant injury to employees and damage to equipment or other property, we may experience unexpected production delays, increased production costs, and increased capital expenditures to repair or replace equipment or property, as well as claims from affected employees, environmental and other authorities for any alleged breaches of applicable laws or regulations.
- *Disruptions in mining, drilling and production due to equipment failures, unexpected maintenance problems and other interruptions.* All of our operations are vulnerable to disruptions. Metal processing plants are especially vulnerable to interruptions, particularly where an event causes a stoppage which necessitates a shut down in operations. Stoppages in certain types of our smelters, even if lasting only a few hours, can cause the contents of furnaces or cells to solidify, resulting in a plant closure for a significant period and necessitating expensive repairs. Oil and gas drillings may also involve unprofitable efforts, not only with respect to dry wells, but also with respect to wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs.
- *Availability of raw materials for energy requirements.* Any shortage of or increase in the prices of the raw materials needed to satisfy our energy requirements may interrupt our operations or increase our cost of production. We are particularly dependent on coal which is used in many of our captive and independent power plants. Our Aluminium Business, which has high energy consumption due to the energy intensive nature of aluminium smelting, is significantly dependent on receiving allocations from domestic coal suppliers.
- *Availability of water.* The mining operations of our Zinc, Lead and Silver Business and our Aluminium Business and our captive power plants depend upon the supply of a significant amount of water. There is no assurance that the water required for these operations will continue to be available for us in sufficient quantities or that the cost of water will not increase.
- *Disruptions to or increased costs of transport services.* We depend upon seaborne freight, inland water transport, rail, trucking, overland conveyor and other systems to transport bauxite, alumina, zinc concentrate, copper concentrate and blister, iron ore, oil, natural gas, metallurgical coke, pig iron, coking coal and other supplies to our operations and to deliver our products to customers. Any disruption to or increase in the cost of these transport services, including as a result of fuel cost increases, interruptions, unavailability of railway wagons, that decrease the availability of these transport services or increases in demand for transport services from our competitors or from other businesses, or any failure of these transport services to be expanded in a timely manner to support an expansion of our operations, may impact our ability to operate and/or increase the cost of our production and sales.
- *Accidents at mines, smelters, refineries, cargo terminals and related facilities, including as a result of the occurrence of natural disasters.* Any accidents or explosions, including as a result of the occurrence of natural disasters, causing personal injury or fatality, property damage or environmental damage at or to our mines, smelters, refineries, cargo terminals and related facilities may result in significant losses,

expensive litigation, imposition of penalties and sanctions or suspension or revocation of permits and licences. Risks associated with open-pit mining operations include flooding of the open-pit and collapses of the open-pit wall. Risks associated with underground mining operations include underground fires and explosions (including those caused by flammable gas), cave-ins or ground falls, discharges of gases or toxic chemicals, flooding, sinkhole formation and ground subsidence. See also “— *Operational Hazards*”. An un-foreseeable accident occurred on April 14, 2026, at Vedanta Limited’s thermal power plant at village Singhitarai, Chhattisgarh. A total of 35 workers were affected wherein 25 lost their lives and 10 sustained injuries. Out of the injured, 7 have been discharged, while 3 remain under treatment and are in stable condition. Ex gratia compensation has been provided to the families of the deceased and the injured, and all necessary assistance inter alia medical care, travel support, and family aid is being extended. Inquiry into the accident is underway by the concerned authorities including the Assistant Director of Industrial Health and Safety, Chhattisgarh and the Central Committee under Boilers Act, 2025, and full cooperation is being extended thereto. Similar injuries to and deaths of workers at our mines and facilities have occurred in the past and may occur in the future. For further details, see “*Our Business – Litigation*”.

- *Industrial actions or disputes.* Industrial actions or disputes may lead to business interruptions and halts in production. In addition, we may be subject to union demands and litigation for pay raises and increased benefits, and the existing arrangements with the trade unions may not be renewed on favourable terms, or at all.
- *Tailings dam failure.* A release of waste material from tailings dams of any of our production facilities may lead to loss of life, injuries, environmental damage, reputational damage, financial costs and production impacts. Tailings dam failure is considered to be a catastrophic risk and is a very high severity but a very low frequency event that is treated with the highest priority.

Other than as disclosed above, we have not experienced any material incident or condition as described above in Fiscal Years 2023, 2024 and 2025 and six months ended September 30, 2025. There is no assurance that any such incident or condition may not occur in the future, and any occurrence of such incident or condition could have a material adverse effect on our business, results of operations, cash flows and financial condition.

Suspension of our mining operations, either temporarily or permanently, could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We have mining operations particularly in our Aluminium Business, our Zinc, Lead and Silver Business and our Iron Ore Business; as such, we face the risk of mine closures, either temporarily or permanently, due to economical, technical, regulatory, social or other factors. For example, due to the adverse environmental impact associated with mining activities, we may face adverse impact on our financial condition concerning the areas in which we conduct mining operations. Although we have not experienced any such material impact in Fiscal Years 2023, 2024 and 2025 and six months ended September 30, 2025, there is no assurance that it will not occur in the future. We are also subject to regulatory consents to operate our mines which could be granted, revoked or terminated, either due to policy change or change in law. See also “— *Risks Relating to Business — Our operations are subject to extensive governmental, health and safety and environmental regulations, which require us to obtain and comply with the terms of various approvals, licences and permits. Any failure to obtain, renew or comply with the terms of such approvals, licences and permits in a timely manner may have a material adverse effect on our results of operations, cash flows and financial condition.*”.

Suspension of our mining operations, either temporarily or permanently, could have a material adverse effect on our business, results of operations, cash flows and financial condition and could also exacerbate our dependency on third-party suppliers. See also “— *Risks Relating to Business — Our businesses depend upon*

certain third parties for the supply of our raw material, equipment and services, the execution of projects and the offtake of our production.”.

Our oil and gas operations may be subject to operating risks which may have a material adverse effect on our financial condition, cash flows and results of operations.

We have operating and maintenance procedures to maintain the integrity of our production facilities but there is a risk that unplanned events, inadequate application of these procedures or higher than expected levels of corrosion could disrupt production, which would have an adverse impact on oil sales, which ultimately could materially and adversely affect our financial condition, cash flows and results of operations.

Due to the waxy nature of crude oil, we use hot water injection recovery techniques at our crude oil fields. Injection of hot water requires that the temperature of the water is maintained at a certain level to ensure that the temperature of the crude oil is not reduced by the water used in the injection process to the point where solidification may occur. If the temperature of the injection water is not maintained at the required level, the overall field production rate and ultimate recovery may be adversely impacted. Furthermore, the waxy nature of the crude oil requires that the temperature of crude oil transported through the 24-inch insulated oil pipeline and connecting spur lines should be kept at a temperature greater than the temperature at which crude oil starts to solidify (i.e., pour point). Maintaining the temperature of the crude oil above pour point temperature has required the installation of a specialised heating system and heating stations at various points along the pipeline. If the specialized heating system does not perform as expected, or there are problems associated with the performance of the heating stations, or there are problems supplying fuel to the power generation systems at these heating stations, then the temperature of crude oil may not be maintained, which would have an adverse impact on the rate at which oil can be transported through the pipeline. Any reduction in the crude oil production, ultimate recovery, or in the oil transportation may have a material adverse effect on our business, cash flows, financial condition and results of operations.

Oil processing facility in the northern fields of the Rajasthan Block require reliable fuel supply for power generation and heating, to ensure the quality of our crude oil production. Currently, the fuel supply for power generation and heating requirements are being met through associated natural gas from the Mangala field, supplemented as required by natural gas from the Raageshwari Deep Gas field. While the current gas supply is adequate to ensure a continuous efficient fuel supply, there is no guarantee that the current estimates of the future fuel requirements can be supplied from the gas associated with existing and future oil production, supplemented by supply of remaining gas from the Raageshwari Deep Gas field, after accounting for gas sales. Thus, the facilities have been augmented by alternative energy source in form of grid power supply. Sustained failure of power systems due to unavailability of fuel supply and/or grid power availability could lead to disruption in operations, having a material adverse effect on our results of operations, cash flows and financial condition.

We are using hot water injection to maintain reservoir pressure and to optimise crude oil recovery at the Mangala, Bhagyam and Aishwariya fields. The primary source of water for injection in these fields is the produced water to which water from Thumbli saline aquifer is added to make up the total injection requirements. Extraction of saline water also requires the approval from the relevant authorities. There can be no assurance that the estimated impact of expected water extraction on the flow of ground water is accurate. A failure to extract the required amount of water during the life of the existing and currently planned developments, or an inaccurate prediction of the impact on the groundwater flow, or delay or cancellation of the approval from the government to extract saline water, may require us to access alternative sources of water. Although the relevant government authority has given its consent for the extraction of saline groundwater from Thumbli, it is possible that we will be perceived to be directly or indirectly responsible for any shortage of fresh water or deterioration in water quality. In such an event, the local authorities may require us to access alternative water sources or hold us responsible for any contamination of the fresh water supply by saline groundwater from the aquifer.

The field development plans for the northern fields of the Rajasthan Block assume, the use of enhanced oil recovery techniques to extract an additional incremental percentage of the estimated oil in place in the reservoirs. Enhanced oil recovery screening studies of the northern fields have concluded that polymer flooding or alkaline surfactant polymer, or ASP, flooding, two common enhanced oil recovery techniques, are the preferred enhanced oil recovery options. Risks associated with the project include improper chemical selection, inadequate subsurface response to injected fluid(s) and inadequate processing of produced fluids thereby impacting performance of surface facilities and continuous sourcing of polymer for ongoing operations. Furthermore, if the polymer is not maintained at the correct temperature in the reservoir and, then it may degrade and not function correctly, thereby reducing the incremental amount of crude oil that is expected to be recovered. There is also a risk that the polymer handling facilities at the surface may perform at lower efficiency than designed, which may lead to degradation of the polymer and ultimately its higher consumption. All of these factors could have a material adverse effect on our business, results of operations, cash flows, financial condition and prospects.

The use of enhanced oil recovery technique may significantly increase the operational expenditure necessary to extract crude oil. The economic viability of such recovery techniques will be determined by the incremental cost of such techniques compared to the then prevailing price of crude oil in the international markets. There can be no assurance that the price of crude oil will allow such techniques to be an economically viable proposition at the time we intend to implement these enhanced recovery techniques. This could have a material adverse effect on our ability to compete, our business, cash flows, financial condition and results of operations.

We also rely on pipelines for the transportation of crude oil to refineries. These pipelines, due to their geographical spread and exposure to various environmental and operational hazards, are susceptible to disruptions or stoppages that could significantly impact our Oil and Gas Business's operations and financial performance. Disruptions could result from a range of factors including but not limited to natural disasters (such as earthquakes, floods, or severe weather conditions), mechanical failures, maintenance issues, ageing infrastructure, and accidents. Political unrest or terrorist activities in regions where these pipelines operate also pose a substantial risk of disruption. Furthermore, any disruptions could lead to a temporary or prolonged inability to supply crude oil to refineries, potentially resulting in substantial revenue losses and contractual penalties. Additionally, such events could necessitate significant capital expenditures to repair damages, which could adversely affect our financial condition, cash flows and results of operations.

Our oil and gas business involves joint venture partnerships under the relevant PSC. Differences of opinion between partners and regulators may occur on cost recovery and other PSC provisions which may adversely impact our financial position.

The operating blocks of our Oil and Gas Business operates under the relevant production sharing contract ("PSC"). These operating blocks have joint venture partners. Pursuant to the provisions of the joint operating agreement, our joint venture partner has an obligation to pay the cash calls raised for the smooth functioning of the petroleum operations. Any delay in receipt of these cash calls may create funding gaps and impact our cash flows and financial position.

Oil and gas exploration activities are capital intensive and inherently uncertain in their outcome.

Oil and gas exploration activities are capital intensive and inherently uncertain in their outcome. There is a risk that our Group or the operators of assets in which our Group has an interest will undertake exploration activities and incur significant costs in so doing with no assurance that such expenditure will result in the discovery of hydrocarbons, whether or not in commercially viable quantities.

There are general risks relating to the operation of our Merchant Power Business.

Operating power plants on a standalone basis involves many operational risks which are unique to the Merchant Power Business as compared to our other businesses, including the following:

- *Dependence on third parties.* Third parties must be hired for the construction, delivery and commissioning of power facilities, the supply and testing of equipment and transmission and the distribution of any electricity we generate and there are associated risks. For instance, contractors hired may not be able to complete construction and installation on time, within budget, or to the specifications in the contracts with them, or such contractors may otherwise cause delays in meeting project milestones or achieving commercial operation by the scheduled completion date, which could in turn cause forecast budgets to be exceeded or result in delayed payment by customers, invoke liquidated damages or penalty clauses or performance guarantees or result in termination of contracts. In addition, as a result of increased industrial development in India in recent years, the demand for contractors with specialist design, engineering and project management skills and services has increased, resulting in a shortage of and increasing costs of services of such contractors. There can be no assurance that such skilled and experienced contractors will continue to be available at reasonable rates, and we may be exposed to risks relating to the cost and quality of their services, equipment and supplies.
- *Dependence on coal.* We may not receive the coal block allocations that we expect or, may not be allowed to use such allocations for our Merchant Power Business. Any coal block allocations that we receive may not be sufficient for our planned operations and we may not be successful in procuring sufficient supply of coal at economically attractive prices, or at all. Moreover, the coal block allocation letters contain certain restrictive covenants which we are subject to, including specified end use and submission of mining plans within a certain specified period. We also could experience a shortfall in the quantity of coal against our requirement or receive lower quality coal, which can result in increased costs. If we are unable to secure sufficient coal linkage for our power plants, we will be dependent on open market purchases and fluctuation of coal prices.
- *Power purchase agreements.* The power purchase agreements (“PPAs”) and other agreements that we have entered into, or may enter into, may require us to guarantee certain minimum performance standards, such as plant availability and generation capacity, to the power purchasers. If our facilities do not meet the required performance standards, the power purchasers may not reimburse us for any increased costs arising as a result of not operating within the agreed norms, which may in turn have a material adverse effect on our results of operations, cash flows and financial condition. Furthermore, power sold to different merchants will also be subject to the fluctuation of merchant power rates.

Any of the above could have a material and adverse effect on our business, cash flows, financial condition and results of operations.

We are exposed to competitive pressures in the various businesses in which we operate.

The mines and minerals, commercial power generation, and oil and gas industries are highly competitive. We will continue to compete with other industry participants in the search for and acquisition of mineral and oil and gas assets and licences. Competitors include companies with, in many cases, greater financial resources, local contacts, staff and facilities than ours.

Competition for licences as well as for other investment or acquisition opportunities may increase in the future. This may lead to increased costs in the carrying out of our activities, reduced available growth opportunities and may have a material adverse effect on our businesses, financial condition, results of operations, cash flows and prospects.

There are uncertainties inherent in estimating our Ore Reserves and Mineral Resources and oil, condensate and sales-gas reserves, and if the actual amounts of such reserves and resources are less

than estimated, our results of operations, cash flows and financial condition may be materially and adversely affected.

There are uncertainties inherent in estimating the quantity of Ore Reserves and Mineral Resources and in projecting future rates of production, including factors beyond our control. Estimating the amount of Ore Reserves and Mineral Resources is a subjective process, and the accuracy of any estimate is a function of the quality of available data and engineering and geological interpretation and judgement. Estimates of different Competent Persons/ Experts may vary, and results of exploration, mining and production subsequent to the date of an estimate may lead to revision of estimates. For example, fluctuations in the market price of ore and other commodities, reduced recovery rates or increased production costs due to inflation or other factors may render Proved and Probable Ore Reserves containing relatively lower grades of mineralisation uneconomic to exploit and may ultimately result in a restatement of Ore Reserves. If the assumptions upon which estimates of Ore Reserves or Resources have been based prove to be incorrect, or if Ore Reserve estimates differ materially from mineral quantities or grades that we may actually recover, estimates of mine or field life may prove inaccurate and market price fluctuations and changes in operating and capital costs may render certain Ore Reserves, mineral deposits or oil and gas deposits uneconomical to extract.

For example, there are differences between our estimates of reserves and contingent resources and the estimates of DeGolyer and MacNaughton, independent petroleum engineering consultants, due to their different methodologies. Please see the section entitled *“Our Business — Description of the Businesses — Oil and Gas Business — DeGolyer and MacNaughton’s Evaluation of Reserves”* for more information.

This Offering Circular, including *“Annex A — Life of Mines”* and *“Annex B — Mineral Resources (Exclusive Reporting Basis)”*, uses the term “Resources,” which are comprised of “Measured,” “Indicated” and “Inferred” Mineral Resources. There is a great amount of uncertainty as to the existence of “Inferred” Mineral Resources and uncertainty as to their technical, economic and legal feasibility. It cannot be assumed that all or any part of an “Inferred” Mineral Resource will ever be upgraded to a higher category. Investors should not assume that all or any part of “Measured” or “Indicated” Mineral Resources will ever be converted into Ore Reserves and are also cautioned not to assume that all or any part of an “Inferred” Mineral Resource exists or is economically or legally mineable. On October 31, 2018, the SEC adopted amendments to its disclosure rules to modernise the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the Exchange Act. These amendments became effective February 25, 2019, with compliance required for the first fiscal year beginning on or after January 1, 2021. Under these SEC amendments, the historical property disclosure requirements for mining registrants included in Industry Guide 7 under the US Securities Act have been rescinded and replaced with disclosure requirements in subpart 1300 of Regulation S-K. As a result of the adoption of subpart 1300 of Regulation S-K, the SEC’s standards for mining property disclosures are now more closely aligned to the JORC Code’s requirements. For example, the SEC now recognises estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources.” In addition, the SEC has amended its definitions of “proven mineral reserves” and “probable mineral reserves” to be “substantially similar” to the corresponding standards under the JORC Code. However, despite these similarities, SEC standards are still not identical to the JORC Code. Accordingly, investors are cautioned that there can be no assurance that the reserves and resources reported by us under the JORC Code would be the same had we prepared our reserve or resource estimates under the standards adopted under subpart 1300 of Regulation S-K and that the technical information contained within this document does not constitute a Technical Report Summary in accordance with the requirements of subpart 1300 of Regulation S-K. See the section entitled *“Basis of Presentation of Reserves and Resources — Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources for Mining Operations”* for more information.

As a result, the Ore Reserves and Mineral Resources data contained in this Offering Circular are subject to material assumptions and uncertainties. If any of these assumptions and estimates turns out to be incorrect, we

may need to revise our estimates downwards and this may adversely affect our business plans and the total value of our asset base, which could increase our costs and decrease profitability. If this occurs, our results of operations, cash flows and financial condition may be materially and adversely affected.

In addition, “*Annex B — Mineral Resources (Exclusive Reporting Basis)*” contains management’s life of mine estimates based on Mineral Resource plus Ore Reserves and current production rates. The reporting methodology for Mineral Resources differs from that of Ore Reserves under international reporting codes as certain factors (termed “**Modifying Factors**”, such as mining losses and dilution) are included in the reporting of Ore Reserves, whereas Mineral Resources are reported on an in-situ basis. For the purposes of proving and indication on the potential Life of Mine, Mineral Reserves and Mineral Resources (reported on an exclusive basis) have been summed. ‘Reserves and Resources’ are reported in “*Annex B — Mineral Resources (Exclusive Reporting Basis)*” as the sum of Mineral Reserves (Proven and Probable) and Mineral Resources (including Measured, Indicated and Inferred) exclusive of Mineral Reserves. Consequently, considerable caution should be exercised when considering life of mine estimates based on Mineral Resource plus Ore Reserves. Life of mine estimates which include Mineral Resources have been undertaken by us and have not been subject to review by the Independent Consultants named in this Offering Circular. See the section entitled “*Basis of Presentation of Reserves and Resources — Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources for Mining Operations*” for more information.

Although we provide certain life of mine estimates on the basis of Ore Reserves and Mineral Resources, investors are cautioned to use the life of mine estimates based solely on Ore Reserves in “*Annex A — Life of Mines*” as the base case for any assessment of the life of a mine. The life of mine estimates presented therein take into account the Fiscal Year 2025 production for all mines. It should be noted that the Ore Reserves are derived from Life-of-mine plans which in certain instances assume expanded production which is significantly increased when compared to current (2025) production capacity. Furthermore, the contribution of Inferred Mineral Resources to the estimation of Mine Life may be significant, with Inferred Mineral Resources representing the following percentages of “Reserves and Resources” shown; Rampura Agucha – 7.0%, Rajpura Dariba – 23.5%, Zawar Group – 36.2%, Kayad – 37.4%, Sindesar Khurd – 8.1%, Bamnia Kalan – 36.8%, Skorpion – 20.0%, Swartberg – 15.6%, Gamsberg – 33.6%, Big Syncline – 96.7%, Gergarub Project – 23.6% and Iron ore Karnataka – 0%.

Future production from our assets may vary from the forecast.

We estimate the annual metal production and the mine life through a detailed mine plan for both open pit and underground mines and the oil and gas production rates and field life through the field development plans. These mine plans and field development plans are prepared based on our estimates of future mine and field performance. Future performance is subject to a number of risks including but not limited to geological conditions being more complex than originally predicted, ore grade being different from estimates, future producer or injector well performance, plant operating efficiencies being less than originally forecast, inadequate power, water or utility supplies, and other constraints. Any material fall in production from the current production level or from the estimates due to some or all of the risks detailed above may adversely impact our business, cash flows, financial condition and results of operations.

For example, for our Oil and Gas Business, plateau production rates from the Rajasthan Block may be less than as forecasted. The estimates of production rates and field life contained in the field development plans for the Mangala, Bhagyam, Aishwariya, Raageshwari and Saraswati fields in the Rajasthan Block are based on our estimates of future field performance. Future field performance is subject to a number of risks that are beyond our control. See “— *There are uncertainties inherent in estimating our Ore Reserves and Mineral Resources and oil, condensate and sales-gas reserves, and if the actual amounts of such reserves and resources are less than estimated, our results of operations, cash flows and financial condition may be materially and adversely affected.*” for more details.

Our Unaudited Consolidated Condensed Interim Financial Statements may not be representative of our financial condition, results of operations and cash flows for the Fiscal Year 2026.

As we have not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025, we have included our Unaudited Consolidated Condensed Interim Financial Statements elsewhere in this Offering Circular. As part of our annual reporting cycle, our annual consolidated financial statements for the Fiscal Year ended March 31, 2026 is not due for reporting as of the date of this Offering Circular. Whilst we believe that the financial condition, cash flows and results of operations of our Company (on a consolidated basis) as reflected in Unaudited Consolidated Condensed Interim Financial Statement provides a meaningful reflection of our financial condition, cash flows and results of operations, there can be no assurance and none of the Joint Global Coordinators and Managers or any of their respective affiliates, directors or advisors makes any representation or warranty, express or implied, that our Unaudited Consolidated Condensed Interim Financial Statements would be sufficiently representative of our financial condition, cash flows and results of operations expected for any future period. Our Unaudited Consolidated Condensed Interim Financial Statements are not necessarily indicative of results expected for a full Fiscal Year for any future period and should not be taken as an indication of our expected financial condition, cash flows and results of operations for Fiscal Year 2026.

Vedanta Limited's Fiscal 2026 Audited Financial Statements may not be representative of our financial condition, results of operations and cash flows for the same period.

As our Group has not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025, we have included Vedanta Limited's Fiscal 2026 Audited Financial Statements elsewhere in this Offering Circular. Prior to the Scheme of Arrangement becoming effective, Vedanta Limited was the primary operating subsidiary of our Company and included all of our operating assets except for KCM. For Fiscal Year 2025, Vedanta Limited, on a consolidated basis together with its subsidiaries, joint ventures and its associates, contributed 94% of our EBITDA. Whilst we believe that the financial condition, cash flows and results of operations of Vedanta Limited (on a consolidated basis) as reflected in Vedanta Limited's Fiscal 2026 Audited Financial Statement provides a meaningful reflection of our financial condition, cash flows and results of operations expected for same period, there can be no assurance and none of the Joint Global Coordinators and Managers or any of their respective affiliates, directors or advisors makes any representation or warranty, express or implied that Vedanta Limited's Fiscal 2026 Audited Financial Statements would be sufficiently representative of our financial condition, cash flows and results of operations expected for the same period.

Vedanta Limited's Audited Financial Statements included in this Offering Circular have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act and other accounting principles generally accepted in India, which differs from IFRS, which is the accounting principles and auditing standards of our Company. Significant differences exist between Ind AS and IFRS, hence the adjustments that are ultimately required to convert from Ind AS to IFRS could be significant. For a summary of the significant differences between Ind AS and IFRS, see the section entitled "*Summary of Significant Differences Between IFRS and Ind AS*". We have not attempted to provide any reconciliation or quantitative impact of IFRS on Vedanta Limited's financial in this Offering Circular. Potential investors should consult their own professional advisers for an understanding of the differences between Ind AS and IFRS, and how these differences might affect their understanding of the financial information contained herein.

Vedanta Limited's Fiscal 2026 Audited Financial Statements would not reflect certain items, such as total indebtedness of certain of our offshore subsidiaries, including the Subsidiary Guarantors. In addition, the audit report on Vedanta Limited's Fiscal 2026 Audited Financial Statements included emphasis-of-matter paragraphs with respect to the approval of extension of the production sharing contract for the Cambay Block (CB-OS/2) pending before the Ministry of Petroleum & Natural Gas, allegations made during the year ended March 31,

2026 by a short seller against certain Vedanta Limited's group entities, the ongoing matters for which information has been sought by regulators/ authorities, and management's assessment thereof and responses thereto. See "*— Auditor report of Vedanta Limited's Fiscal 2026 Audited Financial Statements contain, inter alia, emphasis-of-matters.*". Potential investors must exercise caution when using Vedanta Limited's Fiscal 2026 Audited Financial Statements to evaluate our financial condition, cash flows and results of operations for the similar period.

Further, following the Scheme of Arrangement becoming effective on May 1, 2026, the Aluminium Business, the Merchant Power Business, the Oil and Gas Business and the Iron Ore Business undertakings, together with their respective operating assets, were transferred to and vested in the respective Resulting Companies, each being a direct or indirect subsidiary of our Company, and such businesses and their operating assets no longer form part of Vedanta Limited's business or consolidated financial position. The business of Vedanta Limited now comprises Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses only. See also "*Our Business – Recent Developments – Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement*" and "*— Risks Relating to Business – The Resulting Companies have not previously operated as independent standalone businesses and may face significant challenges following the Recent Demerger.*".

Vedanta Limited's Audited Financial Statements have been prepared in accordance with the Indian Accounting Standards, which differs from International Financial Reporting Standards.

Vedanta Limited's Audited Financial Statements included in this Offering Circular have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act and other accounting principles generally accepted in India, which differs from IFRS, which is the accounting principles and auditing standards of our Company. Significant differences exist between Ind AS and IFRS, hence the adjustments that are ultimately required to convert from Ind AS to IFRS could be significant. For a summary of the significant differences between Ind AS and IFRS, see the section entitled "*Summary of Significant Differences Between IFRS and Ind AS*". We have not attempted to provide any reconciliation or quantitative impact of IFRS on Vedanta Limited's financial in this Offering Circular. Potential investors should consult their own professional advisers for an understanding of the differences between Ind AS and IFRS, and how these differences might affect their understanding of the financial information contained herein.

Auditor report of Vedanta Limited's Fiscal 2026 Audited Financial Statements contain, inter alia, emphasis-of-matters.

Vedanta Limited's statutory auditors, S.R. Batliboi & Co. LLP, Chartered Accountants, have in their audit report on Vedanta Limited's Fiscal 2026 Audited Financial Statements included emphasis-of-matter paragraphs with respect to allegations made during the year ended March 31, 2026 by a short seller against certain Vedanta Limited's group entities (the "**VEDL Group**"), the ongoing matters for which information has been sought by regulators/ authorities, the approval of extension of the production sharing contract (the "**PSC**") for the Cambay Block (CB-OS/2) pending before the Ministry of Petroleum & Natural Gas (the "**MoPNG**") and management's assessment thereof and responses thereto.

In respect of the Cambay Block (CB-OS/2), the PSC for the Cambay Block (CB-OS/2) expired on June 29, 2023, and the VEDL Group had submitted an extension application on June 28, 2021 under the 'Government of India's 2017 Extension Policy' (the "**2017 Extension Policy**"). The MoPNG did not accept the extension application, citing delays and procedural and contractual non-compliances. The VEDL Group had challenged this rejection before the Delhi High Court on the grounds that the rejection was arbitrary and did not consider the relevant factors under the 2017 Extension Policy. The Delhi High Court's *vide* its judgement dated January 6, 2026, has directed the parties to maintain status quo and the matter is currently pending. Based on the provisions of the PSC and its interpretation of the 2017 Extension Policy, the management believes that the

extension will ultimately be granted by the MoPNG and accordingly, no adjustments have been made to the consolidated financial statements for the fiscal year ended March 31, 2026. There is no assurance that the Delhi High Court will rule in the VEDL Group's favour or that the MoPNG will ultimately grant the extension, and any adverse outcome could result in the loss of the VEDL Group's interest in the Cambay Block, which could have a material adverse effect on the our results of operations, cash flows and financial condition.

In respect of the short seller allegations, during the Fiscal Year ended March 31, 2026, a short seller published reports alleging certain matters against certain VEDL Group entities, including Vedanta Limited. Based on management's assessment, legal advice obtained and the involvement of external experts, management continues to believe that the allegations are baseless, that the transactions referred to in the allegations have appropriate commercial substance, that such transactions have been duly approved through the necessary processes, and that the VEDL Group remains compliant with its contractual obligations and applicable laws and regulations. During and subsequent to the year ended March 31, 2026, the VEDL Group received requests for information and summons for production of documents from regulators, which have been submitted or are in the process of being submitted within the relevant due dates, and no further communication has been received thereafter. Based on the above, management is confident that no adjustments are required to the consolidated financial statements of the VEDL Group for year ended March 31, 2026 or any prior periods with respect to the allegations in the short seller reports published to date. Notwithstanding management's assessment, there is no assurance that the regulatory inquiries will not result in further investigation or proceedings, or that the allegations will not have a reputational, regulatory or financial impact on the Group.

The above emphasis-of-matters indicate matters of significance associated with the financial statements of Vedanta Limited, which its statutory auditor considers to be important enough to warrant a mention in their audit report but without qualifying its opinion therein. Potential investors must therefore exercise caution when reading such financial statements to evaluate financial condition, results of operations and cash flows.

Risks relating to Investments in India

A substantial portion of our assets and operations are located in India and we are subject to regulatory, economic, social and political uncertainties in India.

A substantial portion of our assets and employees are located in India, and we intend to continue to develop and expand our facilities in India. Consequently, our financial performance will be affected by changes in exchange rates and controls, interest rates, commodity prices, subsidies and controls, changes in government policies, including taxation policies, the outbreak of infectious diseases, social and civil unrest and other political, social and economic developments in or affecting India.

The GoI exercises significant influence over many aspects of the Indian economy. Since 1991, successive Indian governments have pursued policies of economic liberalisation, including by significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant and there are no assurance that such liberalisation policies will continue. The rate of economic liberalisation could change and specific laws and policies affecting metals and mining companies, foreign investments, currency exchange rates and other matters affecting investment in India could change as well. The provisional estimate of India's gross domestic product ("GDP") growth by the Ministry of Statistics and Programme Implementation is 6.5% and 7.4 for Fiscal Years 2025 and 2026, respectively, while GDP growth for the first quarter of Fiscal Year 2027 is estimated at approximately 7.0% (year-on-year, constant prices).

Furthermore, negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial

instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business and financial performance.

Any other global economic developments or the perception that any of them could occur may adversely affect global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on its business, financial condition, cash flows and results of operations.

As the domestic Indian market constitutes a significant source of our revenue, a downturn in the rate of economic growth in India will be detrimental to our results of operations and cash flows.

In Fiscal Year 2025, our revenue was derived from commodities that were sold within India. The performance and growth of our businesses are necessarily dependent on the health of the Indian economy which may be materially and adversely affected by political instability or regional conflicts or economic slowdown elsewhere in the world. The Indian economy also remains largely driven by the performance of the agriculture sector which depends on the quality of the monsoon which is difficult to predict. The Indian economy has grown significantly over the past few years. Past slowdowns in the Indian economy have harmed manufacturing industries, including companies engaged in the copper, zinc, aluminium and iron ore sectors, as well as customers of manufacturing industries due to a reduction in demand for industrial production. Any slowdown in the Indian economy could have a material adverse effect on demand for the commodities that we produce and, as a result, on our financial condition, cash flows and results of operations.

Terrorist attacks and other acts of violence involving India or neighbouring countries could adversely affect our operations directly, or may result in a more general loss of customer confidence and reduced investment in these countries that reduces demand for our products, which would have a material adverse effect on our business, results of operations, financial condition and cash flows.

Terrorist attacks and other acts of violence or war involving India or neighbouring countries may adversely affect the Indian markets and the worldwide financial markets. The occurrence of any of these events may result in a loss of business confidence, which could potentially lead to economic recession and generally have a material adverse effect on our businesses, results of operations, financial condition and cash flows. In addition, any deterioration in international relations may result in investor concern regarding regional stability which could adversely affect the price of the Bonds.

Furthermore, any wars, acts of terrorism and uncertain political or economic prospects or instability in the Europe, particularly in Russia and Ukraine, as well as the geopolitical tension between the USA and Middle Eastern nations have adversely impacted global financial markets and an increase in the price of crude oil. The conflict among these countries may continue in unforeseeable future and broaden across the region and lead to significant political uncertainties in a number of countries.

South Asia has also experienced instances of civil unrest and hostilities among neighbouring countries from time to time, especially between India and Pakistan. Present relations between India and Pakistan continue to be fragile on the issues of terrorism, armament and Kashmir. India has also experienced terrorist attacks in some parts of the country. These hostilities, attacks and tensions could lead to political or economic instability in India and a possible adverse effect on our business and our future financial performance. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk.

Social and civil unrest within other countries in Asia, could adversely influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including the Bonds. Such

activity or terrorist attacks could adversely affect the Indian economy by disrupting communications and making travel more difficult. Resulting political tensions could create a greater perception that investments in Indian companies involve a high degree of risk. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that were protracted or involved the threat or use of nuclear weapons, we might not be able to continue our operations.

If natural disasters or environmental conditions in India, including floods and earthquakes, affect our mining and production facilities, our revenues could decline.

Our mining and production facilities are spread across India, and our sales force is spread throughout the country. Natural calamities such as floods, rains, heavy downpours and earthquakes could disrupt our mining and production activities and distribution chains and damage our storage facilities.

Substantially all of our facilities and employees are located in India and could be affected by natural disasters in the future. In addition, if there were a drought or general water shortage in India or any part of India where our operations are located, the GoI or local, state or other authorities may restrict our water supplies and other industrial operations in order to maintain water supplies for drinking and other public necessities, which would cause us to reduce or cease operations. Our business and operating activities could be disrupted if we do not respond, or are perceived not to respond, in an appropriate manner to any major crisis or if we are not able to restore or replace critical operational capacity.

If inflation were to rise in India and the jurisdictions in which we operate, we might not be able to increase the prices of our products and services at a proportional rate in order to pass costs on to our customers thereby reducing our margins.

Inflation rates in India and in other jurisdictions in which we operate have been volatile in recent years, and such volatility may continue in the future. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of borrowings, wages and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability. Any increase in inflation in India and the jurisdictions in which we operate can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business, results of operations, financial condition and cash flows. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, financial condition and cash flows may be adversely affected.

Labour laws in India may adversely affect our profitability.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for industrial dispute resolution and employee compensation for injury or death sustained in the course of employment, and imposes financial obligations on employers upon employee layoffs. This may make it difficult for us to maintain flexible human resource policies, discharge employees or downsize, which may have a material adverse effect on our business, financial condition, cash flows and results of operations. Further, we have large number of employees and any further changes in labour rules and regulations may increase our employee benefits expenses, which could have an adverse effect on our results of operations and cash flows. Uncertainty in the applicability, interpretation or implementation of any amendment or change in governing laws, regulations or policies, including by reason of an absent or limited body of administrative or judicial precedents may be time consuming and costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. There can be no assurance that such future legislative or regulatory changes will not have any adverse effect on our business, results of

operations, financial condition and cash flows. The GoI has recently announced the implementation of the Code on Wages 2019, Social Security Code 2020, the Occupational Safety, Health and Working Conditions Code 2020 and the Industrial Relations Code 2020. These codes have been enacted to abridge, rationalize and consolidate Indian central labor laws. These codes introduced several new changes, such as introducing a single registration and license for Indian companies, increasing threshold for applicability of certain laws for factories, increase in threshold for engaging contract workers, and government approval for retrenchment (termination) of workers. Our subsidiaries are in the process of implementing necessary changes towards compliance with the new labour codes enacted in India to manage potential implications to their operational flexibility and costs. There is no assurance that the costs of complying with current and future labor laws and other regulations will not adversely affect our business, results of operations or financial condition.

Restrictions on foreign investment in India may prevent us from making future acquisitions or investments in India, which may have a material adverse effect on our results of operations, financial condition and cash flows.

India regulates ownership of Indian companies by foreigners, as well as external commercial borrowing (“ECB”) by Indian companies, although restrictions on foreign investment and ECB have been relaxed significantly in recent years. These regulations and restrictions may apply to our acquisitions, or other members of our Group who are not residents in India, of shares in Indian companies or the provision of our funding or any other non-Indian resident entity to Indian companies. There can be no assurance that we will be able to obtain any required approvals for future acquisitions or investments in India, or that we will be able to obtain such approvals on satisfactory terms.

A slowdown in economic growth in India and other countries in which we operate could cause its business to suffer.

The Indian securities market and the Indian economy are influenced by economic and market conditions in other countries. Although economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effect on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any slowdown in the Indian economy, or future volatility in global commodity prices, could adversely affect the growth of our India business.

The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, United Kingdom, Europe or China, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

Economic downturn and adverse credit market conditions, whether in response to global trade wars or other factors, may negatively impact us and our customers and suppliers. In addition, we and our customers’ and suppliers’ access to capital and funding sources, cost of capital and ability to meet liquidity needs could be adversely affected in a prolonged economic downturn or deterioration in the global economies, which in turn could have a material adverse impact on our business, cash flows, financial condition and results of operations.

We may be affected by competition laws in India and any adverse application or interpretation of the Competition Act could adversely affect its business.

The Competition Act, 2002, as amended (the “**Competition Act**”), regulates practises having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Furthermore, any agreement among competitors which, directly or indirectly, involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of clients in the relevant market or, directly or indirectly, results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition and is considered void. Furthermore, the Competition Act also prohibits certain vertical agreements such as for tying, bundling, resale price maintenance, exclusive distribution and exclusive supply agreements, which cause or could cause an appreciable adverse effect on competition in India. The Competition Act also prohibits abuse of a dominant position by any enterprise. A company found guilty of contravening the Competition Act can be liable for significant penalties of up to 10% of its global turnover (higher in case of anti-competitive horizontal agreements). If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished with appropriate monetary penalties.

The Competition Commission of India (the “**CCI**”) also has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. However, while there are currently no proceedings against us of such nature, the impact of the provisions of the Competition Act on the agreements entered into by us or the potential of any proceedings of such nature being initiated against us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects.

The filing of an insolvency petition under the bankruptcy code in India by the creditors of our Indian subsidiaries may adversely affect our revenues, cash flows and financial condition.

The Insolvency and Bankruptcy Code, 2016, as amended (“**Bankruptcy Code**”) encompassing all companies, partnerships and individuals (other than financial firms) allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy time bound liquidation. If the Bankruptcy Code provisions are invoked against any of our material Indian subsidiaries by any of its creditors, it may adversely and materially affect our revenues, cash flows and financial condition.

Any downgrading of India’s sovereign rating by a credit rating agency could have a negative impact on our business.

Our borrowing costs and our access to the capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business, results of operations, financial condition, cash flows and the price of the Bonds.

In April 2024, Moody's retained India's sovereign foreign currency and local currency long term issuer ratings to 'Baa3' and reaffirmed in September 2025. Going forward, the sovereign ratings outlook will remain dependent on the policies adopted by GoI. There is no assurance that India's credit ratings will not be downgraded in the future. Further, in August 2025, S&P revised India's sovereign ratings from 'BBB-' with the 'positive' outlook to 'BBB' with 'stable' outlook.

Risks relating to the Bonds, the Guarantees and the Collateral

The Issuer is a special purpose company that will depend on receiving funds from our Company or other subsidiaries to meet its obligations under the Bonds.

The Issuer is a wholly owned subsidiary formed for the principal purpose of issuing debt securities, including the Bonds. The Issuer will lend the net proceeds from the issue of the Bonds to our Company. The Issuer does not have and is not expected to have any assets other than such loan and loans it has made (or will make) to our Company and/or its subsidiaries with the proceeds of other debt securities it has issued (or will issue), and its ability to make payments under the Bonds will depend on its receipt of timely payments under such loans. If our Company and/or subsidiaries do not make such payments due to limitation in such loans or other agreements, lack of available cash flow or other factors, the Issuer's ability to make payments under the Bonds may be adversely affected.

The Bonds may not be secured over the Collateral and the Subsidiary Guarantors may not provide guarantees in respect of the Bonds, including if certain consents are not obtained. Furthermore, the failure to create and/or perfect security over the Collateral will not constitute an event of default under the terms and conditions of the Bonds.

Each of Twin Star Holdings Ltd., Welter Trading Limited and Vedanta Holdings Mauritius II Limited will become subsidiary guarantors and unconditionally and irrevocably guarantee, on a joint and several basis with the Parent Guarantor, the payment of amounts payable under the Bonds, only after the Closing Date and by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors (the date of such guarantee, the "**Guarantee Effective Date**"). Accordingly, during the period between the Closing Date and the Guarantee Effective Date, the Bondholders will have recourse only to the Parent Guarantor under its guarantee and the Issuer and will not have the benefit of the guarantees of the Subsidiary Guarantors.

Furthermore, while the Issuer intends for the Bonds to be secured by a first ranking Lien (as defined in the "Terms and Conditions of the Bonds") over the Collateral by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral, the creation of security over the Collateral is conditional and, even if the conditions are met to be able to create the security, failure to so create the security will not lead to an Event of Default under the Bonds and, in such a circumstance, Bondholders will continue to hold the Bonds on an unsecured basis and the protections that were expected to be afforded by the contemplated security would not be available. Accordingly, Bondholders' recourse will be limited to an unsecured claim against the Issuer, the Subsidiary Guarantors (after they have become as such) and the Parent Guarantor, which could materially and adversely affect the position of Bondholders and the market value of the Bonds.

The Bondholders will be exposed to the credit risk of the Issuer and the Guarantors on an unsecured basis until the Security Creation Date.

The Bonds will not be secured over the Collateral on the date of issuance of the Bonds. Pursuant to the Terms and Conditions, the obligations of the Issuer under the Bonds will only be secured by a first ranking Lien over the Collateral (if at all) upon the occurrence of the Security Creation Date, being no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral and (ii) (x) the receipt of the Requisite Consents (to the extent that the Bonds are secured over the Collateral, such date where the Bonds are so secured, the “**Security Creation Date**”) and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral, be secured by a first ranking Lien over (x) the receivables and other rights under each of the Brand Fee Agreements and (y) the Receivables Account, in each case, held by VRIL. During the period between the Closing Date (as defined in the “*Terms and Conditions of the Bonds*”) and the Security Creation Date, the Bondholders will rank as unsecured creditors of the Issuer, the Subsidiary Guarantors and the Parent Guarantor, and will be exposed to the full credit risk of the Issuer, the Subsidiary Guarantors and the Parent Guarantor without the benefit of any security interest over the Collateral. During this period, in the event of an insolvency, liquidation or analogous proceeding in respect of the Issuer or the Parent Guarantor, the Bondholders would rank *pari passu* with all other unsecured and unsubordinated creditors, and there can be no assurance that Bondholders would recover the full amount of principal, interest and other amounts due under the Bonds. There can be no assurance as to whether the Security Creation Date will occur and therefore, the Bonds may remain unsecured for a prolonged period of time or for the entire tenor of the Bonds.

Each Guarantee will be structurally subordinated to the debt of the applicable Guarantor’s subsidiaries (other than the debt of the Issuer and the other Subsidiary Guarantors).

Our operations are principally conducted through our subsidiaries. Accordingly, our Company is, and after this offering will continue to be, dependent on our subsidiaries’ operations and cash flows to service its indebtedness, including the Parent Guarantee. The Parent Guarantee will be structurally subordinated to the claims of all lenders, holders of debt securities and other creditors, including trade creditors, of the Parent Guarantor’s subsidiaries (other than the Issuer and the Subsidiary Guarantors), including Vedanta Limited and its subsidiaries, and to all of our Group’s secured creditors. Each of the Subsidiary Guarantees will also be structurally subordinated to the claims of all lenders, holders of debt securities and other creditors, including trade creditors, of its respective subsidiaries and to all of our Group’s secured creditors. In the event of an insolvency, bankruptcy, liquidation, reorganisation, dissolution or winding-up of any subsidiary of our Company, creditors of such subsidiary will generally have the right to be paid in full before any distribution is made to our Company, which could materially and adversely affect your ability to recover amounts owed to you under the Guarantee by our Company.

Some of our subsidiaries, including Vedanta Limited, BALCO, HZL, VPL, ESL and CIHL, have significant amounts of debt which is repayable during the term of the Bonds, and could incur a significant amount of additional debt which could be repayable during the term of the Bonds. Moreover, some of this debt is (and additional debt could be) secured by assets of the respective subsidiaries, which may adversely affect the ability of the Issuer and the Guarantors to pay the Bondholders. As of September 30, 2025, we had total debt of \$13,997 million, of which \$4,589 million existed at our Company’s subsidiaries. We could incur a significant amount of additional debt, and any such additional debt incurred by our subsidiaries (other than the Issuer and the Subsidiary Guarantors), including Vedanta Limited and its subsidiaries would be structurally senior to the Guarantee, which in turn could materially and adversely affect your ability to recover amounts owed to you under the Guarantee.

The Issuer may not be able to repurchase the Bonds upon a Change of Control Triggering Event.

The Issuer must offer to purchase the Bonds upon the occurrence of a Change of Control Triggering Event at a purchase price equal to 101.0% of their principal amount plus accrued and unpaid interest.

The source of funds for any such purchase would be the Issuer's or, as the case may be, the Guarantors' available cash or third-party financing. However, the Issuer, or as the case may be, the Guarantors may not have enough available funds at the time a Change of Control Triggering Event occurs to purchase the Bonds. The Issuer's, or as the case may be, the Guarantors' failure to make the offer to purchase or purchase the Bonds would constitute an Event of Default. The Event of Default may, in turn, constitute an event of default under other debt, which could cause such debt to be accelerated. If the Issuer's or the Guarantors' other debt were to be accelerated, the Issuer and the Guarantors may not have sufficient funds to purchase the Bonds and repay such other debt.

There is no existing market for the Bonds.

There can be no assurance regarding the future development of a market for the Bonds, or the ability of Bondholders to sell their Bonds, or the price at which Bondholders may be able to sell their Bonds. If a market for the Bonds were to develop, the Bonds could trade at prices that are lower than the issue price depending on many factors, including prevailing interest rates, our operating results, the market for similar securities, and the rating of the Bonds or our Company given by rating agencies.

The Bonds will be a new issue of securities with no existing trading market. Application will be made to the SGX-ST for the listing of and quotation for the Bonds on the Official List of the SGX-ST. However, the Bonds might not be or remain listed on the SGX-ST and a liquid trading market might not develop for the Bonds.

The market price of the Bonds may be volatile.

The market price of the Bonds could be subject to wide fluctuations in response to numerous factors, many of which are beyond the control of the Guarantors and the Issuer. These factors include actual or anticipated variations in operating results, our and our competitors' earnings releases, changes in financial estimates by securities analysts, market conditions in the industry and the general state of the securities markets, governmental legislation or regulation, currency and exchange rate fluctuations, interest rates, the rating of the Bonds or of our Company by rating agencies, as well as general economic and market conditions.

The Bonds may not be a suitable investment for all investors.

Each potential investor in the Bonds must determine the suitability of that investment in light of their own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this Offering Circular;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risk of an investment in the Bonds, including where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

A potential investor should not invest in the Bonds, which are complex financial instruments, unless it has the expertise (either alone or with a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of the Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

Early redemption may adversely affect the Bondholders' return on the Bonds.

The Bonds may be redeemed in whole or in part, at the option of the Issuer at any time. This feature of the Bonds may limit their market value. The market value of the Bonds generally will not rise substantially above the price at which they can be redeemed. The Issuer may be expected to exercise its option to redeem the Bonds when its cost of borrowing is lower than the interest rate on the Bonds.

Further, if the Issuer or the Guarantors become obliged to pay additional amounts in respect of any Bonds due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the UK, Mauritius, Cyprus or any authority therein or thereof having power to tax, the Issuer may redeem in whole, but not in part, the Bonds in accordance with the applicable Conditions. In either of these circumstances, an investor may not be able to reinvest the redemption proceeds in a comparable security with an effective rate equal to that of the Bonds.

Bondholders will be subject to risks relating to change of law.

The Trust Deed and the Bonds will be governed by English law. No assurance can be given as to the impact of any judicial decision or change to English law or the interpretation or administrative practice thereof after the date of this Offering Circular.

Developments in other markets may adversely affect the market price of the Bonds.

The market price of the Bonds may be adversely affected by declines in the international financial markets and world economic conditions. Global financial markets, to varying degrees, are influenced by economic and market conditions in other markets. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of issuers in other countries. If adverse developments occur in the international financial markets in the future, the market price of the Bonds could be adversely affected.

Bondholders will not be entitled to attend or vote at shareholders meetings.

Bondholders will not have any right to attend or vote at shareholders' meetings of the Guarantors or the Issuer. Consequently, Bondholders cannot influence any decisions by the Board or any decisions by shareholders concerning the Guarantors' or the Issuer's capital structure, including the declaration of dividends in respect of the Guarantors' or the Issuer's capital stock.

Bondholders will be bound by decisions of defined majorities in respect of any modification, waivers and substitution.

The Conditions of the Bonds contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Bondholders, including Bondholders who do not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority. There is a risk that the decision of the majority of Bondholders may be adverse to the interests of individual or minority Bondholders, and in such circumstances, the recourse available to the minority Bondholders may be limited.

The Terms and Conditions of the Bonds provide that the Trustee may (but shall not be obliged to) agree, without the consent of Bondholders, to (i) any modification of the Conditions, or any of the provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document that is, in the opinion

of the Trustee, of a formal, minor or technical nature or is to correct a manifest error and (ii) any modification (except as mentioned in the Trust Deed) of any of the Conditions or any of the provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document that is, in the opinion of the Trustee, not materially prejudicial to the interests of the Bondholders and (iii) add any guarantor or any guarantee of the Bonds or any collateral to secure the Bonds, in each case, at the cost of the Issuer.

The Bonds will be subject to interest rate risks.

The Bonds are fixed interest rate securities. Changes in market interest rates may adversely affect the value of the Bonds. In particular, a rise in market interest rates will likely adversely affect the value of fixed rate instruments like the Bonds.

The rating of the Bonds may not reflect all risks and may be lowered or withdrawn at any time.

On the Closing Date, the Bonds are expected to be rated “Ba3” by Moody’s, “BB” by Fitch and “BB-” by S&P. Each rating may not reflect all risks that may affect the value of the relevant Bonds. A credit rating is not a recommendation to buy, sell or hold the Bonds and may be suspended, lowered or withdrawn by the rating agency at any time. Any suspension, reduction or withdrawal of a rating assigned to the relevant Bonds may adversely affect the market price of such Bonds.

The Trustee and Security Agent may not take action on behalf of the Bondholders.

In certain circumstances, including, without limitation, giving of written notice to the Issuer pursuant to Condition 9 of the Conditions and taking steps and/or actions and/or instituting proceedings pursuant to Condition 14 of the Conditions, the Trustee and Security Agent may, at its sole discretion, request the Bondholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes such steps and/or such actions and/or institutes such proceedings on behalf of the Bondholders. The Trustee and Security Agent shall not be obliged to take any such steps and/or actions and/or institute any such proceedings unless first indemnified and/or secured and/or pre-funded to its satisfaction.

Negotiating and agreeing to an indemnity and/or security and/or pre-funding can be a lengthy process and may impact on when such steps and/or actions can be taken and/or when such proceedings can be instituted. The Trustee and Security Agent may not be able to take such steps and/or actions and/or institute any proceedings, notwithstanding the provision of an indemnity and/or security and/or pre-funding to it, in breach of the terms of the Trust Deed or the Terms and Conditions of the Bonds and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations, to the extent permitted by the agreements and the applicable law, it will be for the holders of the Bonds to take such actions directly.

Holders of Bonds must rely on the procedures of the respective clearing systems to effect transfers of Bonds, receive payments in respect of Bonds and vote at meetings of Bondholders.

Bonds will be represented on issue by Global Certificates. The Global Certificates will be deposited with a common depositary for Euroclear and Clearstream. Except in the limited circumstances described in the Global Certificates, investors will not be entitled to receive Bonds in definitive form. The relevant clearing systems will maintain records of the beneficial interests in each Global Certificate held through it. While the Bonds are represented by Global Certificates, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Bonds are represented by Global Certificates, the Guarantors and the Issuer will discharge their payment obligation under the Bonds by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Certificate must rely on the procedures of the relevant clearing system and its participants to receive payments under the Bonds. The Guarantors and the Issuer have no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Certificate. Holders of beneficial interests in a Global Certificate will not have a direct right to vote in respect of the Bonds

so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies.

The Bonds will be subject to restrictions on resales and transfers, which may adversely affect their liquidity and the price at which they may be sold.

The Bonds have not been and will not be registered under the Securities Act or any US state securities laws or the securities laws of any other jurisdiction and are being issued and sold in reliance upon exemptions from registration provided by such laws. As a result, investors may not resell or transfer the Bonds unless such sale or transfer is exempt from the registration requirements of the Securities Act and applicable state securities laws.

Holdings of less than the minimum denomination of the Bonds may be illiquid.

The denomination of the Bonds is \$200,000 and integral multiples of \$1,000 in excess thereof. If a Bondholder holds a principal amount of less than \$200,000, such holder might not be able to trade its Bonds and will not receive a definitive certificate in respect of such holding (should definitive certificates be issued).

The Issuer will be required to follow the corporate disclosure standards for debt securities listed on the SGX-ST, which standards may differ from those applicable to companies with securities listed on other stock exchanges.

The Issuer will be subject to reporting obligations of the SGX-ST if and for so long as the Bonds are listed on the SGX-ST. The corporate disclosure standards imposed by the SGX-ST may differ from those imposed by securities exchanges in other countries or regions such as the United States or the UK. As a result, the level of information that is available to Bondholders may not correspond to the level to which investors are accustomed.

Bondholders may suffer erosion in the return on their investment in the Bonds due to inflation.

Bondholders may suffer erosion in the return on their investment in the Bonds due to inflation. Bondholders have an anticipated rate of return based on expected inflation rates when they purchase Bonds. An unexpected rise in inflation could reduce the actual returns to Bondholders.

Bondholders may be subject to foreign exchange risks.

The Bonds are denominated and payable in US dollars. If an investor measures its investment returns by reference to a currency other than US dollars, an investment in the Bonds entails foreign exchange-related risks, including possible significant changes in the value of the US dollar relative to the currency by reference to which an investor measures its investment returns, because of, among other things, economic, political and other factors over which we have no control. Depreciation of the US dollar against such currency could cause a decrease in the effective yield of the Bonds below their stated coupon rate and could result in a loss when the return on the Bonds is translated into such currency. In addition, there may be adverse tax consequences for investors as a result of any foreign exchange gains resulting from any investment in or sale of the Bonds.

The enforceability of the Guarantees will be subject to the laws of the jurisdictions in which the Guarantors are incorporated.

The laws of the jurisdictions in which the Guarantors are incorporated may limit (i) the ability of these entities to guarantee debt of the Issuer, and/or (ii) any obligations other than such entities' direct obligations or the obligations of such entities' subsidiaries and/or impose a time limit pursuant to which a claim must be made under a guarantee. These limitations arise under various provisions or principles of corporate and tax law, which include provisions requiring a Guarantor to receive adequate corporate benefit from the financing, financial assistance rules, rules governing preservation of share capital and fraudulent transfer principles. Accordingly, if Bondholders were to try to enforce the Guarantees in these jurisdictions, their claims may be limited. If these

limitations were not observed, the Guarantees could be subject to legal challenge. Furthermore, a third-party creditor may challenge the Guarantees and prevail in court.

Any enforcement of the Guarantees after an insolvency event of any of the Guarantors will be subject to the insolvency and administrative laws of such Guarantor's jurisdiction of incorporation, or the insolvency laws of the country where the centre of main interests of such Guarantor is situated. The insolvency, administrative and other laws of these jurisdictions may materially differ from, or conflict with, each other, including in the areas of rights of creditors, priority of governmental and other creditors, ability to obtain post-petition interest and duration of the proceeding. The application of these laws, or any conflict among them, could call into question whether any particular jurisdiction's law should apply, adversely affect the Bondholder's ability to enforce their rights under the Guarantees or limit any amounts that they may receive.

Bondholders may be unable to enforce their rights under UK bankruptcy law; and the insolvency laws of Mauritius and Cyprus may differ from UK bankruptcy law or those of another jurisdiction.

The Issuer and the Parent Guarantor are incorporated under the laws of England and Wales, and the Subsidiary Guarantors are incorporated under the laws of Cyprus and Mauritius. Under UK bankruptcy law, courts typically have jurisdiction over a debtor's property, wherever located, including property situated in other countries. However, courts outside of the UK may not recognize the UK bankruptcy court's jurisdiction. Accordingly, difficulties may arise in administering a UK bankruptcy case with property located outside the UK, and any orders or judgments of a bankruptcy court in the UK may not be enforceable outside of the UK.

Because the Subsidiary Guarantors are incorporated under the laws of Mauritius and Cyprus, an insolvency proceeding relating to the Subsidiary Guarantors, even if brought in the UK, would likely involve insolvency laws under the laws of Mauritius or Cyprus (as the case may be), the procedural and substantive provisions of which may differ from comparable provisions of UK bankruptcy law or the laws of other jurisdictions with which the Bondholders may be familiar.

Any enforcement action outside India may be subject to certain enforcement considerations in India, including on the contracts executed by Vedanta Limited.

If a Subsidiary Guarantor is referred to an insolvency or administration process outside of India, the implication on the shareholding of such Subsidiary Guarantor in Vedanta Limited will be governed entirely under their respective domestic laws, as applicable, on insolvency/ administration and not under the Indian Insolvency and Bankruptcy Code, 2016. However, the enforcement action outside India will trigger a change in control of Vedanta Limited or its parent and would also trigger other consent requirements under various mining leases and contracts and may also provide other customary approvals like from the Competition Commission of India (the "CCI"). Prior approval from the CCI may be required even for a minority stake sale, subject to certain conditions. Under the Indian exchange control laws, a GoI consent would also be required if the shares of Vedanta Limited are sold to an entity which belongs to a country sharing its boundaries with India.

Vedanta Limited has entered into a shareholder agreement with the GoI for its subsidiary, HZL (the "**HZL Shareholder Agreement**"). Under the HZL Shareholder Agreement, any bankruptcy event of the principal (i.e., the person who controls Vedanta Limited) will trigger a right of the GoI to purchase the shares held by Vedanta Limited in HZL at market value.

Additionally, a default under the HZL Shareholder Agreement will likely trigger a "material adverse effect" default under the onshore financing documents of Vedanta Limited (considering that HZL is a material subsidiary of Vedanta Limited) and thus would also trigger cross default in other financings of Vedanta Limited, offshore bonds and bank loans in our Group.

If pursuant to the enforcement action, any person acquires 25% or more of shareholding in Vedanta Limited and/or acquires control over Vedanta Limited, such person will be required to provide an exit opportunity to the

public shareholders of Vedanta Limited by making an open offer in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Indian Takeover Code**”). Additionally, any change of control of Vedanta Limited will require an open offer to be made to the shareholders of HZL.

USE OF PROCEEDS

The gross proceeds from this offering are \$1,750,000,000.

We intend to use the proceeds from this offering to repay (including by way of tender offers, redemptions, or otherwise) our outstanding 2028 Bonds, 2029 Bonds, 2030 Bonds, 2031 Bonds, 2032 Bonds and 2033 Bonds (each as defined in “*Description of Material Indebtedness*”) (including any accrued interest thereon), to pay any transaction costs in connection therewith and to service our other debts (whether for interest or principal payments).

The Joint Global Coordinators and Managers and/or their respective affiliates have and will continue to have additional relationships with our Company as described in the section entitled “*Plan of Distribution*”. In particular, each Joint Global Coordinator and Manager and/or their respective affiliates may act as dealer managers in respect of any tender offer referred to above.

CAPITALISATION AND INDEBTEDNESS

The following table sets out the consolidated cash and cash equivalents and liquid investments, capitalisation and indebtedness of our Company as of September 30, 2025:

- on a historical basis; and
- on an as adjusted basis to give effect to the issuance of the Bonds.

This table should be read in conjunction with the sections entitled “*Use of Proceeds*” and the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, the related notes and other financial information contained elsewhere in this Offering Circular.

	As of September 30, 2025	
	Actual	As Adjusted ⁽¹⁾
	(\$ million)	
Cash and Cash Equivalents and Liquid Investments	2,759	2,759
Share capital.....	29	29
Hedging reserve	(140)	(140)
Other reserves	(1,336)	(1,336)
Retained earnings.....	1,029	1,029
Non-controlling interests.....	3,200	3,200
Total Equity	2,962	2,962
Term loans – secured – (repayable < 1 year).....	1,475	1,475
Term loans – unsecured – (repayable < 1 year).....	1,188	1,188
Term loans – secured – (repayable > 1 year).....	4,087	4,087
Term loans – unsecured – (repayable > 1 year).....	1,244	1,244
Other borrowings and indebtedness – secured – (repayable < 1 year).....	593	593
Other borrowings and indebtedness – unsecured – (repayable < 1 year).....	425	425
Other borrowings and indebtedness – secured – (repayable > 1 year).....	1,004	1,004
Other borrowings and indebtedness – unsecured – (repayable > 1 year).....	3,982	3,982
Total Indebtedness	13,997	13,997
Total Capitalisation⁽²⁾	16,959	16,959

Notes:

- (1) The ‘as adjusted’ column gives effect to the use of proceeds. Please also see the section entitled “*Use of Proceeds*” for more information in respect of the utilisation of the proceeds of the Bonds.
- (2) Total capitalisation equals total equity plus total indebtedness.

Except as disclosed in this Offering Circular (including the “*Description of Material Indebtedness*” section), there has been no material changes to our Company’s capitalisation since September 30, 2025. As of March 31, 2026, the total net borrowings of our Group was \$10,612 million and the total borrowings of our Company,

together with the total borrowings of our wholly-owned subsidiaries, was \$5,001 million (excluding the \$217 million inter-company loan).

Since October 1, 2025, our Company and our wholly owned subsidiaries have drawn an aggregate of \$779 million from existing committed bank loans and issued the 2032 Bonds, and have subsequently repaid \$752 million of existing bank loans and \$417 million of inter-company loans.

Except as disclosed in this Offering Circular (including the below), there has been no material changes to our Company's capitalisation since October 1, 2025:

Conditional redemption of our 2028 Bonds and 2029 Bonds

The Issuer distributed a notice of conditional redemption dated June 9, 2026 to the holders of the 2028 Bonds and 2029 Bonds, pursuant to which we may redeem our 2028 Bonds at a redemption price of 102.563% of its outstanding principal amount, plus accrued and unpaid interest, if any, to (but excluding) its redemption date, and our 2029 Bonds at a redemption price of 100.00% of its outstanding principal amount, plus the applicable premium, plus accrued and unpaid interest, if any, to (but excluding) its redemption date (the “**Conditional Redemption**”) on the terms and conditions set forth in such notices. See also “*Description of Material Indebtedness — Our Company and our offshore intermediate subsidiaries — Senior Bonds*”. The Conditional Redemption is conditioned upon, among other things, having raised sufficient amount to fund the Conditional Redemption, which includes the successful completion of the offering of the Bonds. Subject to the terms and conditions of the Conditional Redemption being satisfied or waived, the redemption date is expected to be July 16, 2026. We expect to use a portion of the net proceeds from the offering of the Bonds, to pay the redemption price, applicable premium and the aggregate accrued and unpaid interest amounts, as the case may be, on our 2028 Bonds and 2029 Bonds. See also the section entitled “*Use of Proceeds*”.

Tender offer of the 2030 Bonds, the 2031 Bonds, the 2032 Bonds and the 2033 Bonds

Concurrently with the offering of the Bonds, we are offering to purchase for cash our outstanding 2030 Bonds, 2031 Bonds, 2032 Bonds and 2033 Bonds (together with the 2030 Bonds, the 2031 Bonds and the 2032 Bonds, the “**Redemption Bonds**”), on the terms and conditions set forth in the tender offer and solicitation memorandum dated June 9, 2026 (the “**Tender Offer and Solicitation Memorandum**”, and such offer, the “**Tender Offer**”). See also “*Description of Material Indebtedness — Our Company and our offshore intermediate subsidiaries — Senior Bonds*”. The Tender Offer is conditioned upon the conditions within the Tender Offer and Solicitation Memorandum, which includes, among other things, having raised sufficient amount to fund the Conditional Redemption, the undertaking of new loan facilities by the Issuer or its associated companies, and the successful completion of the offering of the Bonds. Subject to the terms and conditions of the Tender Offer being satisfied or waived, the early tender deadline of the Tender Offer will be 5:00 p.m., New York City time, on June 23, 2026, unless extended or earlier terminated, and the Tender Offer will expire at 5:00 p.m., New York City time, on July 14, 2026, unless extended or earlier terminated. We expect to use a portion of the net proceeds from the offering of the Bonds, to pay the principal and the aggregate accrued and unpaid interest amounts on the Redemption Bonds validly tendered and accepted for purchase pursuant to the Tender Offer. See also the section entitled “*Use of Proceeds*”.

Loan commitment with certain financial institutions

We have received high confidence letters from Citigroup Global Markets Limited, Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc, Mashreqbank psc, SMBC Nikko Securities (Hong Kong) Limited and Standard Chartered Bank totaling \$1,825 million. The proceeds from the loan facility are intended to be used for refinancing its existing indebtedness. The borrower of the facility will be Twin Star.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following tables present the selected historical consolidated financial information for our Company for the years and periods ended and at the dates indicated below. The consolidated financial information for our Company as of and for Fiscal Years 2025 and 2024 has been derived from the Fiscal Year 2025 Financial Statements and the Fiscal Year 2024 Financial Statements, respectively, included elsewhere in this Offering Circular. The consolidated financial information as of and for Fiscal Year 2023 has been extracted from the comparative information included in the Fiscal Year 2024 Financial Statements. The consolidated financial information for our Company as of and for the six months ended September 30, 2025, included elsewhere in this Offering Circular, has been derived from the September 2025 Unaudited Consolidated Condensed Interim Financial Statements. The consolidated financial information as of and for the six months ended September 30, 2024 has been extracted from the comparative information included in the September 2025 Unaudited Consolidated Condensed Interim Financial Statements. We have not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025. As part of our annual reporting cycle, our annual consolidated financial statements for the Fiscal Year ended March 31, 2026 is not due for reporting as of the date of this Offering Circular.

The Audited Financial Statements should be read in conjunction with the respective notes and audit reports thereto. The Audited Financial Statements have been audited by MHA (a trading name of MHA Audit Services LLP, and previously MacIntyre Hudson LLP), independent auditors, as stated in their reports included elsewhere in this Offering Circular.

The Unaudited Consolidated Condensed Interim Financial Statements should be read in conjunction with the respective notes and review reports thereto. The Unaudited Consolidated Condensed Interim Financial Statements have been reviewed by MHA, as stated in their reports included elsewhere in this Offering Circular.

You should read the following information in conjunction with the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, the Audited Financial Statements, the Unaudited Consolidated Condensed Interim Financial Statements, and their respective audit or review reports and related notes thereto, each included elsewhere in this Offering Circular.

Summary of Consolidated Income Statement

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Continuing operations					
Revenue ⁽¹⁾	18,283	17,128	18,220	8,668	9,367
Cost of sales ⁽¹⁾	(14,437)	(12,863)	(13,682)	(6,454)	(7,276)
Gross profit	3,846	4,265	4,538	2,214	2,091
Other operating income	239	247	350	195	133
Distribution costs	(476)	(473)	(379)	(181)	(171)
Administrative expenses	(530)	(596)	(607)	(323)	(463)
Impairment reversal/(charge) net ⁽¹⁾	(61)	28	379	279	—
Operating Profit	3,018	3,471	4,281	2,184	1,590
Investment revenue	251	202	1,545	1,005	128
Finance costs	(1,558)	(1,882)	(2,033)	(1,063)	(781)

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Other (losses)/gains (net)	(79)	(37)	(10)	21	(4)
Profit before taxation	1,632	1,754	3,783	2,147	933
Net (expense)/tax credit — special items.....	100	(818)	(97)	(97)	(60)
Net (expense)/tax credit — others	(894)	(837)	(675)	(315)	434
Profit for the year/period	838	99	3,011	1,735	559
Profit after tax for the period from discontinued operations and gain on deconsolidation.....	—	—	—	—	—
Profit for the period/year	838	99	3,011	1,735	559
Attributable to:					
Equity holders of the parent.....	(5)	(400)	1,617	995	(2)
Non-controlling interests	843	499	1,394	740	561
Profit for the period/year	838	99	3,011	1,735	559

Note:

(1) Includes special items.

Summary of Consolidated Balance Sheet

	As at March 31			As at September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
ASSETS					
NON-CURRENT ASSETS					
Goodwill.....	12	—	135	—	135
Intangible assets.....	64	84	66	72	60
Property, plant and equipment	12,786	13,452	16,996	16,294	17,123
Exploration and evaluation assets.....	284	282	296	312	294
Financial asset investments.....	63	118	187	167	193
Non-current tax assets.....	382	458	181	206	171
Other non-current assets	1,680	1,529	1,079	925	998
Financial Instruments (derivatives)	—	—	—	—	10
Deferred tax assets.....	1,095	422	383	445	418
	16,366	16,345	19,323	18,421	19,402
CURRENT ASSETS					
Inventories	1,830	1,560	1,866	1,820	2,194
Trade and other receivable.....	2,279	2,438	1,747	2,367	1,683

	As at March 31			As at September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Financial instruments (derivatives).....	26	20	51	64	35
Current tax assets.....	45	8	17	54	41
Short-term investments	1,728	1,575	2,066	2,520	2,073
Cash and cash equivalents	1,037	384	601	1,145	686
	6,945	5,985	6,348	7,970	6,712
TOTAL ASSETS	23,311	22,330	25,671	26,391	26,114
LIABILITIES					
CURRENT LIABILITIES					
Borrowings	5,809	3,378	3,389	4,394	3,680
Operational buyer's credit/supplier's credit....	1,667	1,792	1,906	1,941	2,036
Trade and other payables	5,513	4,881	4,663	5,256	4,628
Financial instruments (derivatives).....	23	17	34	65	138
Retirement benefits.....	8	6	6	11	7
Provisions	38	35	38	41	34
Current tax liabilities	72	299	133	155	191
	13,130	10,408	10,169	11,863	10,714
NET CURRENT LIABILITIES	(6,185)	(4,423)	(3,821)	(3,893)	(4,002)
NON-CURRENT LIABILITIES					
Borrowings	9,549	10,952	10,368	10,549	10,317
Trade and other payables	219	240	320	239	255
Financial instruments (derivatives).....	2	—	5	7	8
Deferred tax liabilities	866	1,206	1,473	1,401	1,421
Retirement benefits.....	27	28	34	35	39
Provisions	390	344	375	390	386
Non-equity non-controlling interests	—	—	12	12	12
	11,053	12,770	12,587	12,633	12,438
TOTAL LIABILITIES.....	24,183	23,178	22,756	24,496	23,152
NET ASSETS/(LIABILITIES)	(872)	(848)	2,915	1,895	2,962
EQUITY					
Share capital	29	29	29	29	29
Hedging reserve.....	(90)	(94)	(81)	(100)	(140)
Other reserves.....	(750)	(792)	(1,293)	(1,213)	(1,336)
Retained earnings	(2,537)	(2,571)	1,025	407	1,209
Equity attributable to equity holders of the parent.....	(3,348)	(3,428)	(320)	(877)	(238)
Non-controlling interests	2,476	2,580	3,235	2,772	3,200
TOTAL EQUITY	(872)	(848)	2,915	1,895	2,962

Summary of Consolidated Cash Flow Statement

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Cash flows from operating activities					
Profit before taxation	1,632	1,754	3,783	2,147	933
Adjustments for:					
Depreciation and amortisation	1,382	1,283	1,477	657	845
Investment revenues	(251)	(202)	(1,545)	(1,005)	(128)
Finance costs	1,558	1,882	2,033	1,063	781
Other (gains) and losses (net)	79	37	10	(21)	4
(Gain)/Loss on disposal of property plant and equipment	1	14	(23)	(39)	1
Capital creditor written back.....	—	(96)	—	—	—
Exploration costs written off.....	30	89	52	15	81
Share-based payment charge.....	11	14	7	6	6
Liabilities written back	(34)	(16)	(55)	(38)	(15)
Impairment charge/(reversal) of assets (net)...	61	(28)	(379)	(279)	4
Transfer of CSR Assets	15	—	—	—	—
Provision for doubtful debts/expected credit loss (ECL)/bad debts written off.....	53	33	41	17	12
Other special items ⁽¹⁾ /Impact of state levies....	—	—	26	—	164
Other non cash items	(7)	(0)	—	27	—
Operating cash flows before movements in working capital	4,530	4,764	5,427	2,550	2,688
(Increase)/Decrease in inventories	(92)	204	(262)	(173)	(392)
(Increase)/Decrease in receivables.....	280	(35)	358	(709)	(388)
Increase/(Decrease) in payables.....	363	(415)	(671)	414	379
Cash generated from operations.....	5,081	4,518	4,852	2,082	2,287
Dividend received.....	2	5	4	1	2
Interest received.....	210	152	230	111	63
Interest paid	(1,503)	(1,840)	(1,960)	(957)	(765)
Income taxes paid (net of refunds).....	(998)	(351)	(428)	(131)	(328)
Dividend paid	(16)	—	(15)	—	—
Refund of dividend distribution tax	10	—	—	—	—
Net cash inflow from operating activities....	2,786	2,484	2,683	1,106	1,259
Cash flows from investing activities					
Purchases of property, plant and equipment, intangibles, exploration and evaluation assets	(1,700)	(2,019)	(2,021)	(904)	(1,224)
Proceeds on disposal of property, plant and equipment, intangibles, exploration and evaluation assets	16	23	34	9	2

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Proceeds from redemption of liquid investments	16,185	8,199	20,932	9,664	8,167
Purchases of liquid investments.....	(15,092)	(8,028)	(21,421)	(10,599)	(8,225)
Proceeds from sale of investment in subsidiary.....	—	10	—	—	—
Loan to Related Party	—	—	(14)	—	(0)
Loans repaid by related parties	—	—	—	—	(0)
Purchase of long term investments	(30)	(59)	(73)	(62)	(12)
Proceeds from sale of long term investments..	—	1	—	—	—
Payment made to site restoration fund.....	(16)	(25)	(25)	(5)	—
Increase in cash and cash equivalents on regaining control of KCM.....	—	—	235	235	—
Net cash used in investing activities.....	(637)	(1,898)	(2,353)	(1,662)	(1,332)
Cash flows from financing activities					
Payment for acquiring non-controlling interest	(2)	—	—	—	—
Issue of ordinary shares (net of expenses)	—	—	1,005	1,007	—
Proceeds from sale of equity shares of subsidiaries without loss of control (net of expenses)	—	904	848	866	348
Dividends paid to non-controlling interests of subsidiaries	(2,523)	(967)	(1,364)	(1,206)	(631)
Proceeds/ (repayment of) working capital loan (net).....	(118)	(18)	(23)	(3)	(2)
Proceeds from other short-term borrowings....	2,971	1,301	1,410	939	424
Repayment of other short-term borrowings	(2,281)	(2,367)	(1,481)	(580)	(270)
Proceeds from long-term borrowings	3,819	4,764	6,528	2,305	2,914
Repayment of long-term borrowings	(4,317)	(4,613)	(6,960)	(2,068)	(2,626)
Purchase of stock option.....	—	(24)	(5)	—	—
Payment of lease liabilities	(23)	(48)	(57)	(21)	(26)
Net cash used in financing activities.....	(2,474)	(1,068)	(99)	1,239	131
Net increase/(decrease) in cash and cash equivalents.....	(325)	(482)	231	683	68
Effect of foreign exchange rate changes	(83)	(11)	(14)	4	(14)
Cash and cash equivalents at beginning of year/period	1,266	858	365	365	582
Cash and cash equivalents at end of year/period	858	365	582	1,052	636

Note:

- (1) Special Items are defined in Notes to the September 2025 Unaudited Consolidated Condensed Interim Financial Statements and includes trade receivable written off in power segment, capital creditors settlement in power segment, and impact of state levies on zinc and iron ore.

Consolidated Business Segments Data

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Revenue (before special items):					
Aluminium.....	6,582	5,837	6,912	3,256	3,492
Zinc – India.....	4,126	3,369	3,888	1,888	1,823
Zinc – International	649	430	463	212	276
Oil and gas.....	1,873	2,155	1,306	688	536
Copper – India	2,179	2,383	2,696	1,327	1,498
Copper – Zambia	—	—	390	1	500
Iron ore	753	1,080	706	318	322
Power.....	838	743	733	418	477
Others	1,141	1,131	1,126	562	443
Total.....	18,141	17,128	18,220	8,668	9,367
EBITDA⁽¹⁾:					
Aluminium.....	699	1,167	2,104	1,028	1,156
Zinc – India.....	2,177	1,638	2,054	960	954
Zinc – International	241	84	156	67	81
Oil and gas.....	972	1,184	557	270	268
Copper	(7)	(9)	(14)	(9)	(11)
Copper – Zambia	—	—	(38)	(30)	(6)
Iron ore	124	200	120	39	37
Power.....	114	117	84	54	80
Others	288	337	429	221	193
Total.....	4,608	4,718	5,452	2,600	2,752

Note:

- (1) Please see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Certain Non-GAAP Measures — EBITDA”.

The following table reconciles profit/loss for the year to EBITDA.

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Profit for the period/year	838	99	3,011	1,735	559
Adjusted for:					
Net tax expense.....	794	1,655	772	412	374
Other gains and losses (net)	79	37	10	(5)	4
Finance costs	1,558	1,882	2,033	1,063	781
Investment revenue.....	(251)	(202)	(273)	(131)	(128)
Special Items ⁽¹⁾	178	(124)	(1,625)	(1,142)	239
Depreciation and amortisation	1,382	1,282	1,472	653	842
Other Expenses ⁽²⁾	30	89	52	15	81
EBITDA.....	4,608	4,718	5,452	2,600	2,752

Notes:

(1) Special Items are defined in Notes to the Audited Financial Statements. Special items include non-cash impairment charges relating to the oil and gas, copper assets, aluminium capital work-in-progress, among others.

(2) Cost of exploration wells written off.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of operations. Please read "Presentation of Financial Information" before reading this section. This section should be read together with "Risk Factors", "Industry Overview", "Our Business" and "Selected Consolidated Financial Information". This section contains forward-looking statements. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. See "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and "Risk Factors" for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows.

Unless stated or the context requires otherwise, all financial information is presented on a consolidated basis, such financial information as of and for Fiscal Years 2025 and 2024 has been derived from the Fiscal Year 2025 Financial Statements and the Fiscal Year 2024 Financial Statements, respectively, included elsewhere in this Offering Circular. The consolidated financial information as of and for Fiscal Year 2023 has been extracted from the comparative information included in the Fiscal Year 2024 Financial Statements. The financial information as of and for the six months ended September 30, 2025 has been derived from the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, included elsewhere in this Offering Circular, and such financial information as of and for the six months ended September 30, 2024 has been extracted from the comparative information included in the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, included elsewhere in this Offering Circular.

Certain information in this section includes extracts from a report by ICRA Analytics Limited titled "Sector Report – Vedanta Resources" dated June 7, 2026 (the "ICRA Report"), which has been exclusively commissioned and paid for by us in connection with this offering of the Bonds. The relevant industry sources are indicated at all relevant places within this section. For more information, see "Risk Factors — Risks Relating to Business. Third party statistical and industry related data in this Offering Circular may be incomplete or unreliable and any reliance on such information for making an investment decision in this offering of the Bonds is subject to inherent risk". None of us, the Joint Global Coordinators and Managers or any other person connected with the offering of the Bonds has independently verified all the information contained in the ICRA Report.

Overview

We are a globally diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. We are the largest aluminium producer in India accounting for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*) and through Hindustan Zinc Limited, we are the world's largest integrated zinc producer and amongst the top 10 silver producers globally (*Source: ICRA Report*). We have operations in India, Namibia, Ireland, South Africa, Liberia, UAE, Zambia, Japan, South Korea and Taiwan. This geographical reach and diverse portfolio of commodities allow us to capitalise on regional market demands and economic strengths.

Our Group is primarily engaged in the following businesses: (i) aluminium ("**Aluminium Business**"), (ii) zinc, lead and silver ("**Zinc, Lead and Silver Business**"), (iii) oil and gas ("**Oil and Gas Business**"), (iv) copper ("**Copper Business**") (v) iron ore ("**Iron Ore Business**"), (vi) steel ("**Steel Business**"), and (vii) commercial power generation ("**Merchant Power Business**").

- (i) *Aluminium Business* – Our Aluminium Business is the largest aluminium producer in India and accounts for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*), with aluminium production capability of 2.44 mtpa. We have a market share of approximately 44% in

producing primary aluminium sector in India (*Source: ICRA Report*). Our Aluminium Business is conducted by Vedanta Aluminium Metal Limited (“**VAML**”) in Odisha and through its subsidiary, Bharat Aluminium Company Limited (“**BALCO**”), in Chhattisgarh. VAML’s operations include a 1.85 mtpa smelter at Jharsuguda in Odisha, a 5 mtpa alumina refinery at Lanjigarh and 3,015 MW captive thermal power plants. BALCO’s operations include 1,440 MW captive power plants, a 300 MW power plant operated as an independent power producer, a 0.59 mtpa aluminium smelter and the associated fabrication facilities in Chhattisgarh.

- (ii) **Zinc, Lead and Silver Business** – Our Zinc, Lead and Silver Business remains in Vedanta Limited following the Scheme of Arrangement (*as defined below*) and comprises operations in India (“**Zinc India Business**”) and outside India (“**Zinc International Business**”). Our Zinc India Business is conducted through our subsidiary, Hindustan Zinc Limited (“**HZL**”). HZL is the world’s largest integrated zinc producer and among the top 10 silver producers globally (*Source: ICRA Report*) and has eight zinc-lead mines at the Rampura Agucha, Kayad, Sindesar Khurd, Rajpura Dariba and Zawar facilities in Rajasthan. Our Zinc International Business is conducted through several subsidiaries, namely, THL Zinc Namibia Holdings Limited and its subsidiaries (“**Skorpion**”) in Namibia, Vedanta Lisheen Holdings Limited and its subsidiaries (“**Lisheen**”) in Ireland and Black Mountain Mining Pty Ltd (“**Black Mountain Mining**”) in South Africa. Zinc India produced 827 kt of zinc, 225 kt of lead and 687 tonnes of silver in Fiscal Year 2025 and produced 851 kt of zinc, 197 kt of lead and 627 tonnes of silver in Fiscal Year 2026, while Zinc International produced 178 kt of metal-in-concentrate in Fiscal Year 2025 and produced 225 kt of metal-in-concentrate in Fiscal Year 2026.
- (iii) **Oil and Gas Business** – Our Oil and Gas Business is conducted by Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*) (“**VOGL**”), and its subsidiary, Cairn Energy Hydrocarbons Limited (“**CEHL**”). Our Oil and Gas Business produced 37.7 mmboe of gross operated production in Fiscal Year 2025 and 31.8 mmboe of gross operated production in Fiscal Year 2026 across its diversified asset base of 44 blocks in India. The blocks are primarily located across the Indian basins in Barmer, Krishna-Godavari, Cambay, Assam, Gujarat Kutch and Cauvery.
- (iv) **Copper Business** – Our Copper Business remains in Vedanta Limited following the Scheme of Arrangement and comprises operations in India and the UAE and the Kingdom of Saudi Arabia (“**Copper India**”) and in Zambia (“**Copper Zambia**”). Our Copper India Business is conducted by Vedanta Limited in India and by our subsidiary, Fujairah Gold FZC (“**Fujairah Gold**”) in the UAE and Vedanta Copper International (“**VCI**”) in the Kingdom of Saudi Arabia. Our Copper Zambia Business is conducted by our subsidiary, Konkola Copper Mines Plc (“**KCM**”). KCM is one of Zambia’s largest integrated copper producers. Additionally, our Copper India Business have also initiated the greenfield project in the Kingdom of Saudi Arabia.
- (v) **Iron Ore Business** – Our Iron Ore Business is conducted by Vedanta Iron and Steel Limited (“**VISL**”) and comprises operations in India and Liberia. We were one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*). Our Iron Ore Business is conducted by VISL in Goa and Karnataka, India, in Odisha through its subsidiary, ESL, and our Iron Ore Business in Liberia is conducted through our subsidiary, Western Cluster Limited, which is a subsidiary of Bloom Fountain Limited.
- (vi) **Steel Business** – Our Steel Business is conducted by VISL, through its subsidiary, ESL Steel Limited (“**ESL**”). ESL’s manufacturing facility is a greenfield integrated steel plant located near Bokaro, Jharkhand, India, which has a current hot metal capacity of 1.6 MTPA and an expansion programme underway to enhance capacity to 3.2 MTPA.

- (vii) **Merchant Power Business** – Our Merchant Power Business is primarily conducted by Vedanta Power Limited (“VPL”), formerly known as Talwandi Sabo Power Limited, and through its subsidiaries Meenakshi Energy Limited (“Meenakshi”). VPL serves as the merchant power platform of the Vedanta group, with an aggregate installed capacity of 4.2 GW across four operational coal-based thermal power projects. VPL has secured power purchase agreements with public utilities involved in power distribution for 3.1 GW of our merchant capacity.

For Fiscal Years 2024 and 2025, we reported revenue (before special items) of \$17,128 million and \$18,220 million, respectively, and EBITDA of \$4,718 million and \$5,452 million, respectively. For the six months ended September 30, 2024 and 2025, we reported revenue (before special items) of \$8,668 million and \$9,367 million, respectively, and EBITDA of \$2,600 million and \$2,752 million, respectively.

Significant Factors Affecting Our Results of Operations

Our results of operations are primarily affected by commodity prices, costs of production and efficiency, production output and mix, government policy in India, South Africa and Namibia and exchange rates. Each of these key factors is discussed below.

Generally, the metals we sell in India are sold at a premium to the London Metal Exchange Limited (“LME”) market price due to a number of factors, including the customs duties levied on imports by the GoI, the costs to transport metals to India and regional market conditions. See the section entitled “— *Indian Government Policy*” for more information.

We have historically engaged in hedging strategies to a limited extent to partially mitigate our exposure to fluctuations in commodity prices, as further described in the section entitled “— *Quantitative and Qualitative Disclosure about Market Risk Disclosure — Commodity Price Risk*”.

Commodity Prices

Our results of operations are significantly affected by the commodity prices of the natural resources that we produce, which are based on LME prices of metals produced, benchmark prices of oil, gas and iron ore and by the treatment charge and refining charge (“**TcRc**”) of our Copper Business. While natural resource producers are unable to influence the commodity or benchmark prices directly, events such as changes in copper smelting or commodity production capacities, temporary price reductions or other attempts to capture market share by individual natural resources producers, including us, may affect market prices.

Moreover, the prices that we realised can, to some extent, be affected by the particular terms we are able to negotiate for the contractual arrangements we enter into with buyers. Price variations and market cycles have historically influenced, and are expected to continue to influence, our financial performance. In Fiscal Year 2024, the increase in the prices of silver and lead by 10% and 1%, respectively, positively affected our revenue and operating profit; however, this was offset by the decrease in zinc, Dated Brent, aluminium, and copper prices by 25%, 14%, 11% and 2%, respectively. In Fiscal Year 2025, the increase in the prices of silver, zinc, aluminium and copper by 29%, 16%, 15% and 12%, respectively, positively affected our revenue and operating profit; however, this was offset by the decrease in Dated Brent and lead prices by 5% and 4%, respectively. In the six months ended September 30, 2025, the increase in the prices of silver and aluminium by 26% and 4%, positively affected our revenue and operating profit; however, this was offset by the decrease in the prices of zinc by 2%. Additionally, fluctuation in coal price will also impact the cost of production of our metal production businesses, as a majority of our power requirements are met by captive power plants which are primarily coal-fuelled. See “— *Production Costs and Efficiency of Operations*” for further information.

Aluminium

The revenue of our Aluminium Business fluctuates based on the volume of sales, the aluminium LME price and other factors. In Fiscal Year 2026, 77% of BALCO’s alumina requirement and 32% of Jharsugada smelter’s

alumina requirement were sourced from third parties. For the portion of our Aluminium Business where the required alumina is sourced internally, profitability is dependent upon, among other things, the aluminium LME price and the cost of production, which comprises the costs of bauxite, the cost of refining of bauxite into alumina at our refinery and the cost of smelting of alumina into aluminium. For the portion of our Aluminium Business where alumina is sourced from third parties, profitability is dependent upon, among other things, the aluminium LME price less the cost of the sourced alumina and the cost of smelting. See the section entitled “*Risk Factors — Our businesses depend upon certain third parties for the supply of our raw material, equipment and services, the execution of projects and, as well as the offtake of our production.*” for more information.

The following table sets out the daily average aluminium LME prices for Fiscal Years 2024, 2025 and 2026 and the six months ended September 30, 2024 and September 30, 2025:

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
			(\$ per tonne)		
Aluminium LME.....	2,200	2,525	2,775	2,449	2,535

Zinc, Lead and Silver

The revenue of our Zinc, Lead and Silver Business fluctuates based on the volume of sales and the LME price of zinc and lead and London Bullion Metal Association (“LBMA”) price for silver. Our Zinc India Business is fully integrated, so our profitability is dependent upon the difference between the LME price of zinc, lead and silver and the cost of production, which includes the costs of mining and smelting.

The following table sets out the daily average zinc, lead and silver LME prices for Fiscal Years 2024, 2025 and 2026, and the six months ended September 30, 2024 and September 30, 2025:

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
			(\$ per tonne, except for silver which is \$ per ounce)		
Zinc LME.....	2,475	2,875	2,970	2,805	2,736
Lead LME	2,122	2,046	1,954	2,104	1,957
Silver LBMA	23.55	30.39	53.09	29.2	36.6

Crude oil and natural gas

We experienced supply-demand fluctuations across Fiscal Years 2024 and 2025 and the six months ended September 30, 2025, leading to increased volatility in the oil and gas market. Crude oil price averaged \$78.9 per barrel for Fiscal Year 2025, down from \$83.2 per barrel for Fiscal Year 2024, and \$68.4 per barrel for the six months ended September 30, 2025, down from \$82.6 per barrel for the six months ended September 30, 2024. The multi-year decline was driven by ongoing geopolitical tensions, weaker-than-expected demand from major economies like the US and China and continued monetary tightening by central banks. In the six months ended September 30, 2025, the decrease in price was primarily driven by heightened geopolitical risks, uncertainties surrounding US trade policies, weaker global demand outlook amid economic slowdown, and

rising supply from OPEC producers. In Fiscal Year 2025, concerns over supply outpacing demand and the introduction of broad US tariffs further weakened market sentiment, reinforcing expectations of slower economic activity and reduced energy consumption. In Fiscal Year 2024, the crude oil pricing was influenced by ongoing geopolitical risk, concerns about demand in major economies like the US and China, monetary tightening by major banks and expectations of global oil production surpassing consumption in 2024. See also “*Risk Factors – Risks relating to Investments in India – Terrorist attacks and other acts of violence involving India or neighbouring countries could adversely affect our operations directly, or may result in a more general loss of customer confidence and reduced investment in these countries that reduces demand for our products, which would have a material adverse effect on our business, results of operations, financial condition and cash flows.*”.

The following table sets out the price of Dated Brent, an international benchmark oil blend, according to Platts, McGraw Hill Financial, for Fiscal Years 2024, 2025 and 2026, and the six months ended September 30, 2024 and September 30, 2025.

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
	(\$ per barrel)				
Dated Brent	83.2	78.9	70.5	82.6	68.4

Copper

The revenue of our Copper Business fluctuates based on the volume of sales and the copper LME price. Our Copper Business is mainly custom smelting and refining, and sources almost all of our copper concentrates and blisters from third parties. We purchase copper concentrates and blisters at a copper LME price for the relevant quotation period less a TcRc that we negotiate with our suppliers, which is influenced by the prevailing market rate for the TcRc. The market rate for the TcRc is significantly dependent upon the availability of copper concentrate, worldwide copper smelting capacity and transportation costs. The TcRc that we are able to negotiate is also substantially influenced by the TcRc terms established by certain large Japanese custom smelters. As a result, the profitability of our Copper Business is significantly dependent upon the market rate of the TcRc and our ability to negotiate the TcRc. See the section entitled “*Risk Factors — Risks Relating to Business — Our businesses depend upon certain third parties for the supply of our raw material, equipment and services, the execution of projects and the offtake of our production.*” for more information.

The following table sets out the daily average copper LME price for Fiscal Years 2024, 2025 and 2026 and the six months ended September 30, 2024 and September 30, 2025:

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
	(\$ per tonne)				
Copper LME	8,353	9,371	10,818	9,475	9,664

The profitability of our Copper Business is also affected by the prices we receive upon the sale of by-products, such as sulphuric acid and precious metals, which are generated during the copper smelting and refining process.

The prices we receive for by-products can vary significantly, including as a result of changes in supply and demand and local market factors in the location the by-product is produced.

Iron ore

The revenue of our Iron Ore Business fluctuates based on the volume of sales and the market price of iron ore. The prices for iron ore are significantly dependent on the global and regional imbalances between the demand and supply of iron ore, worldwide steel-making capacity and transportation costs. Spot prices fluctuate based on short-term imbalances between demand and supply. See the section entitled “*Risk Factors — Risks Relating to Business — Our businesses depend upon certain third parties for the supply of our raw material, equipment and services, the execution of projects and the offtake of our production.*” for more information.

Production Costs and Efficiency of Operations

The results of our operations are, to a significant degree, dependent upon our ability to efficiently run our operations and maintain low costs of production. Efficiencies relating to recovery of metal from ore, process improvements, by-product management and increasing productivity help drive costs down. Costs associated with mining and metal production include energy costs, ore extraction and processing costs at the captive mines, labour costs and other manufacturing expenses.

In our Oil and Gas Business, production costs consist of expenditure incurred towards the production of crude oil and natural gas including statutory levies, such as cess, royalties and production payments payable pursuant to the relevant production sharing contract as well as operational expenditures such as costs relating to repairs on, and maintenance of, facilities, power generation and fuel for facilities, water injection, insurance, and storage, transportation and freight of crude oil and natural gas, among others.

Energy cost is the most significant component of the cost of production of our metal production businesses. A majority of our power requirements are met by captive power plants which are primarily coal-fuelled. Thermal coal, diesel fuel and fuel oil, which are used to operate our power plants, and metallurgical coke, which is used in the zinc smelting process, are sourced from a combination of long-term and spot contracts. Our Aluminium Business has high energy consumption due to the power-intensive nature of aluminium smelting. Coal is sourced from linkage coal, import and domestic purchase. Any change in coal prices or the mix of coal that is utilised, primarily whether the coal is sourced locally or imported, can affect the cost of generating power.

For our Zinc and Iron Ore Businesses and the portions of Aluminium Businesses where ore is sourced from our own mines, ore extraction and processing costs affect the cost of production. In addition, a significant cost of production in our Zinc India Business is the royalty that HZL pays to the GoI on the lead-zinc ore that is mined. The royalty is a function of the LME prices of zinc and lead. See the section entitled “— *Indian Government Policy*” for more information. In our Iron Ore Business, the principal activities are ore extraction, processing and sales. The cost of transporting ore from the mines to the port and the ore extraction cost account for a majority of our total cost of production.

In our Merchant Power Business, production costs are mainly coal costs, and the coal is primarily sourced domestically.

Labour costs are principally a function of the number of employees and increases in compensation from time to time. Improvements in labour productivity in recent years have resulted in a decrease in the per-unit labour costs. The majority of BALCO’s mining operations, a substantial portion of HZL’s and Vedanta Limited’s iron ore mining operations, our oil and gas operations, and a limited number of functions at our copper, zinc and aluminium smelting operations are outsourced to third-party contractors.

Other manufacturing expenses include, among other things, additional materials and consumables that are used in the production processes and routine maintenance to sustain ongoing operations. None of these represents a significant portion of our costs of production.

Cost of production as reported for our metal products includes an offset for any amounts we receive upon the sale of the by-products from the refining or smelting processes. The cost of production is divided by the daily average exchange rate for the year to calculate the US dollar cost of production per lb or tonne of metal as reported.

Production costs and costs per unit are also significantly affected by changes in production volumes and variable costs. Therefore, our production levels and variable costs are key factors in determining our overall cost competitiveness.

Costs of production for Fiscal Years 2024, 2025 and 2026 and the six months ended September 30, 2024 and September 30, 2025 are reflected in the following table:

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
Aluminium Business (\$ per tonne) ⁽¹⁾	1,796	1,835	1,752	1,725	1,796
Zinc India Business (\$ per tonne) ⁽¹⁾⁽²⁾ ..	1,450	1,440	1,370	1,468	1,374
Zinc International Business (\$ per tonne) ⁽¹⁾	1,488	1,299	1,561	1,388	1,379
Oil and Gas Business (\$ per boe).....	13.9	15.6	15.5	14.8	14.8
Iron Ore Business (value-added business) (\$ per tonne)	442	417	377	440	384
Steel Business	572	538	489	550	515

Notes:

(1) Cost of production per unit (net of by-products).

(2) Includes royalties of \$333 per tonne, \$388 per tonne and \$411 per tonne in Fiscal Years 2024, 2025 and 2026 respectively, and \$379 per tonne and \$372 per tonne in the six months ended September 30, 2024 and September 30, 2025, respectively.

Production Volume and Mix

Production volume has a substantial effect on our results of operations. We are generally able to sell all of the products we produce, so our revenue generally fluctuates as a result of changes in production volume. Production volume is dependent on production capacity. For our mining operations, production volume is also dependent upon the quality and consistency of the ore. Per unit production costs are also significantly affected by changes in production volume in that higher volumes of production generally reduce the per unit production costs. Therefore, production levels are a key factor in determining our overall cost competitiveness.

The following table summarises the production volumes for our primary products in each of Fiscal Years 2024, 2025 and 2026, and the six months ended September 30, 2024 and September 30, 2025:

Business vertical	Product	Fiscal Year			Six months ended September 30	
		2024	2025	2026	2024	2025
Aluminium Business						
- Vedanta Limited	Alumina	1,813	1,975	2,916	1,039	1,240
- Jharsuguda	Aluminium	1,784	1,830	1,857	910	927
- BALCO	Aluminium	586	592	599	295	295
Zinc, Lead and Silver Business						
- HZL	Zinc	817	827	851	409	403
	Lead	216	225	197	115	93
	Silver (moz)	746	687	627	350	293
- Black Mountain Mining.....	Mined metal content	61	44	40	23	22
- Gamsberg	Mined metal content	147	133	185	58	94
Oil and Gas Business	Oil and Gas — Gross (mmboe)	46.7	37.7	31.8	19.9	16.6
	Oil and Gas — Working Interest (mmboe)	30.2	24.7	20.9	13.0	10.9
Copper Business	Copper	141	149	170	61	84
	Copper rods	188	181	198	86	96
	Saleable ore (dry million tonnes)	5.6	6.2	6.5	2.6	2.9
Iron Ore Business.....	Pig Iron	203	221	192	145	97
Steel Business ⁽³⁾	Billet	30	44	64	7	24
	TMT	505	489	525	222	235
	Wire rod	436	413	445	177	218
	Ductile iron Pipe	212	171	75	101	48
	Power sold (million units)	13,443	12,983	16,770	7,654	7,879
Merchant Power Business.....						

Notes:

- (1) Periodically, our facilities are shut down for planned and unplanned repairs and maintenance which temporarily reduce production volume. In addition, the mix of products we produce can have a substantial impact on our results of operations as we have different margins in each of our business vertical, and within each business vertical, our margins vary between the lower margins of primary metals and the higher margins of value-added products such as copper rods and aluminium rolled products. For example, copper cathodes are converted in the copper rod plant into copper rods, a value-added product which has a higher margin than copper cathodes. As copper rods have higher margins, we endeavour to sell as large a percentage of copper rods as possible. As the production volume of our various products fluctuates primarily based on market demand and production capacity for such products, the percentage of revenue from those products will also fluctuate between higher and lower margin products, which will in turn cause our operating profit and operating margins to fluctuate.

Indian Government Policy

India customs duties

We sell our products in India at a premium to the LME price, due in part to the customs duties payable on imported products. Profitability is affected by the levels of customs duties as we price our products sold in India generally on an import-parity basis.

We also pay a premium on certain raw materials that we import, or which are sourced locally but which are priced on an import-parity basis as a result of customs duties, with copper concentrate, coal, petroleum products, alumina, carbon and caustic soda being the primary examples.

The following table sets forth the customs duties that are applicable as of the date of this Offering Circular:

	BCD rate
Copper.....	5.0%
Zinc	5.0%
Lead	5.0%
Silver.....	10.0%
Alumina.....	5%

Further, social welfare surcharge as a duty of customs has been introduced through the Finance Act, 2018 on imported goods at a rate of 10.0% on basic custom duty pursuant to Notification 4/2023 – Customs dated February 1, 2023, social welfare surcharge on silver has been exempted from February 2, 2023, therefore no social welfare surcharge is imposed on import of silver. Furthermore, Agriculture and Infrastructure Development Cess (“**AIDC**”) is currently applicable at the rate of 5% on imports of silver bar.

The above duties are subject to change as and when notifications are issued by the GoI in this regard. Any reduction in Indian tariff on imports may have an impact on our import parity pricing.

The import of coal attracts below duties as on date:

- Basic custom duty (“**BCD**”) at the rate of 2.5% on Assessable Value which is non creditable;
- social welfare surcharge of 10.0% on (BCD + AIDC), which is non creditable; and
- Integrated GST at the rate of 18% with effect from September 22, 2025 which is a creditable duty.

Specific goods mentioned in List 33 when imported for the purposes of “petroleum operations” are exempt from basic customs duty under Notification No 50/2017 – Customs dated June 30, 2017 *Sr. No: 404, Condition No: 48*. Similar exemption was given in pre-GST regime. Further, the list of goods for which exemption were available was pruned down pursuant to India’s Union Budget 2022, resultantly, denial of custom duty exemption on the few goods imported for petroleum operations. This list of goods for which exemption is available has been further narrowed down in Union Budget 2024.

Imported goods for purposes other than petroleum operations, such as software, IT-related goods, any other material goods which are deemed necessary for office purposes and goods imported for petroleum operations, for which custom duty exemption is not available, are liable to customs duty as per the applicable rates in force which may vary from approximately 21.0% to 30.0% depending on the classification of goods as mentioned in the revised customs tariff for the calendar year 2024.

Export incentives

In Fiscal Years 2024 and 2025, and in the six months ended September 30, 2024 and September 30, 2025, exports accounted for 59%, 51%, 54% and 49% respectively, of our sales mix in from our Aluminium Business and accounted for 23%, 20%, 37.6%, and 37.3% respectively, of our revenue from our Zinc India Business. The GoI provides a variety of export incentives to Indian companies. Exports of copper, aluminium, iron, steel, chrome and zinc from India receive Duty Drawback from the GoI as a percentage of the free-on-board (“**FOB**”) values of exports. Export incentives do not outweigh the Indian market price premiums. Accordingly, notwithstanding the export incentives, we endeavour to sell large quantities of our products domestically.

The following table sets out the export assistance premiums (Duty Drawback), as a percentage of the FOB value of exports:

Product	Drawback Rates
Aluminium ingots	1.00%
Aluminium wire rods	1.20%
Pig iron.....	1.40%
Steel wire rods and TMT.....	1.50%
Zinc	1.20%
Lead	2.40% ⁽¹⁾
High Carbon Ferro Chrome	1.00%
Nickel Cathodes	0.15%
Nickel Sulphate Crystals.....	1.00%
Nickel Oxide Sinter.....	0.15%
Copper Rods.....	1.20%

Notes:

(1) With a drawback cap of ₹3,900 per MT.

Currently, we avail export incentives for the exports made during the fiscal year under the provisions of Foreign Trade Policy 2023. Further, in order to boost exports and make Indian exports cost competitive and in compliance with the World Trade Organization regulations, the GoI introduced a scheme for Remission of Duties and Taxes on Exported Products (“**RoDTEP**”), with effect from January 1, 2021, replacing the erstwhile Merchandise Exports from India Scheme. Under the RoDTEP scheme, various taxes/duties/levies, at the central, state and local levels, which are incurred during manufacturing and distribution of exported products, (applicable to those which are currently not being refunded under any other mechanism) are reimbursed to the exporters. The export benefits have been extended to advance authorisation holders, EOU and SEZ units effective from March 8, 2024. Vedanta Limited claims RoDTEP benefit on export of various products viz, Aluminium, Zinc, Lead and Copper based on the effective rates in force.

Products	RoDTEP Rate⁽¹⁾
Aluminium ingots and billets (DTA).....	3.00%
Aluminium ingots and billets (SEZ)	2.20%
Wire-rods (DTA)	3.00%
Wire rods (SEZ)	1.8%
Zinc ingots	2.00%
Lead ingots.....	2.00%
Copper Rods.....	0.5%
Nickel Cathodes	0.50%
Nickel Sulphate Crystals	0.70%
Nickel Oxide Sinter.....	0.30%

Notes:

- (1) Subject to the applicable cap. The above rates are subject to change as and when notifications are issued by the government in this regard.

India export duties

The GoI levies duty on the export from India of certain products mentioned under the second schedule of the Customs Tariff Act 1975, including iron ore and concentrates, at a specified rate (ad valorem on the FOB value of exports). The GoI levied export duty on iron ore fines and lumps at a rate of 20.0% on FOB value. Currently, the export duty on iron ore fines and lumps with Fe content less than 58.0% is nil and equal to or more than 58.0% Fe, duty rate is 30.0%.

Taxes, royalties, and cess payments

Section 200 of the Income-tax Act, 2025 grants an option to domestic companies to compute tax at reduced rates. If a company opts for taxation under Section 200, it can pay tax at a rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives (e.g., deduction under Sections 33(8), 45(2), 45(3)(a)/(b)/(c), 46, 49, 138, 144, etc.), and subject to other conditions as laid down under the relevant provisions.

If the domestic company opts for taxation under Section 200, the provisions of Section 206, i.e., Minimum Alternate Tax (“MAT”) would not be applicable. A corporate taxpayer is required to exercise its option to be taxed under concessional tax regime of Section 200, as per applicable rules on or before the due date of filing of its tax return. Once exercised, the option cannot be withdrawn and is applicable to all subsequent tax years.

Vedanta Limited evaluated and has exercised the above option in its ITR filed for Fiscal Year 2023.

Withholding Tax on Dividend

The tax imposed in respect of dividends paid by Vedanta Limited in prior periods have varied. Up to March 31, 2020, the distribution of dividends by an Indian company was subject to the Dividend Distribution Tax (“DDT”) in the hands of an Indian Company and such dividends were generally exempt from tax in the hands of the shareholders. However, with effect from April 1, 2020, the IT Act has been amended to abolish the DDT regime. Accordingly, any dividend distributed by an Indian company post April 1, 2020, is subject to tax in the hands of the investors/shareholders at the applicable rate and the company is required to withhold tax on such

dividends distributed at the prescribed rates. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

Goods and Service Tax

India introduced a goods and services tax (“GST”) with effect from July 1, 2017, wherein tax is levied on supply of goods and services. Most of the central and state levies (such as excise duty, service tax, countervailing duty and special additional duty, central sales tax and value added tax) which existed prior to this date were subsumed into GST. Consequently, the taxable events which existed before the GST regime were replaced by a single taxable event of supply of goods and services under GST. BCD and related customs cess continue to be applicable on import of goods.

Taxes under GST apply as follows:

- Central GST and state goods and services tax are simultaneously levied on intra-state supply of goods and/or services.
- Integrated GST are levied on imports and inter-state supply of goods and/or services.

The general rate of GST on our output supplies is 18.0%. However, supply of silver attracts GST at 3.0%. Further, crude oil and natural gas will be subject to GST from the date to be notified by GST council and therefore, until the time GST council notifies inclusion of these products in GST, they would continue to attract erstwhile indirect tax levies. Effective July 1, 2017, countervailing duty and special additional duty has been subsumed in integrated GST which is applicable at the rates as mentioned in below table:

	Integrated Goods and Service Tax rate from July 1, 2017
Copper.....	18.00%
Copper concentrate	5%
Zinc	18.00%
Lead	18.00%
Silver.....	3.00%
Aluminium	18.00%
Iron ore.....	18.00%
Steel	18.00%

Tax Incentives

Section 148 of Income-tax Act, 2025 (the Act) – Deduction in respect of inter-corporate dividends. Section 148 of the Act provides for deduction from gross total income of a domestic company, of an amount equal to dividends received by such company from another domestic company or a foreign company or a business trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its tax return as prescribed under Section 263(1) of the Act. Where Vedanta Limited receives any such dividends during a Fiscal Year and also, distributes dividends to its shareholders before the aforesaid date, as may be relevant to the said Fiscal Year, it shall be entitled to the deduction under Section 148 of the Act.

Exchange Rates

Our financial statements are presented in US dollars. As a majority of our operations are located in India, the Indian Rupee is the currency in which most of our costs are incurred and whose fluctuation against the US dollar may have a significant impact on our financial results. When the Indian Rupee depreciates against the US dollar, our financial results can improve as our costs of production become lower relative to the price we can obtain for our products in the global marketplace, especially as compared to competitors with costs of production that are denominated in a currency that has not depreciated against the US dollar. Conversely, when the Indian Rupee appreciates against the US dollar, our financial results can be negatively impacted. We also have capital expenditure and services denominated in currencies other than the Indian Rupee. Some financial assets and liabilities of our subsidiaries are not held in the functional currency of such subsidiaries. As a result, we are exposed to movements in the functional currency of those entities.

Our exposure to various currencies means that currency fluctuations may have a large impact on our financial results. See the section entitled “*Risk Factors — Risks Relating to Business — Currency fluctuations among the Indian Rupee, other currencies and the US dollar could have a material adverse effect on our results of operations and cash flows.*” for more information.

Material Accounting Policies and Significant Accounting Estimates and Judgements

Material Accounting Policies

Basis of consolidation

The consolidated financial statements incorporate the results of our Company and all our subsidiaries, being the entities that it controls. The financial statements of subsidiaries are prepared for the same reporting year as the parent company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of our Group.

A joint arrangement is an arrangement of which two or more parties have joint control. Our Group accounts for its share of assets, liabilities, income and expenditure of joint operations in which our Group holds an interest. Our Group accounts for its interest in joint venture using the equity method, after initially being recognised at cost in the consolidated statement of financial position. Investments in associates are also accounted for using the equity method.

Under the equity method of accounting applicable for investments in associates and joint ventures, investments are initially recorded at the cost to our Group and then, in subsequent periods, the carrying value is adjusted to reflect our Group's share of the post-acquisition profits or losses of the investee, and our Group's share of other comprehensive income of the investee, other changes to the investee's net assets and is further adjusted for impairment losses, if any. Dividend received or receivable from associates and joint ventures are recognised as a reduction in carrying amount of the investment.

The consolidated income statement and consolidated statement of comprehensive income include our Group's share of investee's results, except where the investee is generating losses, share of such losses in excess of our Group's interest in that investee are not recognised. Losses recognised under the equity method in excess of our Group's investment in ordinary shares are applied to the other components of our Group's interest that forms part of Group's net investment in the investee in the reverse order of their seniority (i.e., priority in liquidation).

Business combination

Business combinations are accounted for under the acquisition method. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standards. Acquisition expenses are charged to the consolidated income statement in the periods in

which the costs are incurred and the services are received except costs to issue debt or equity securities which shall be recognised in accordance with IAS 32 and IFRS 9.

Revenue recognition

Our Group's revenue from contracts with customers is mainly from the sale of copper, aluminium, iron ore, zinc, oil and gas, power, steel, glass substrate and port operations. Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer as per terms of contract, which usually is on delivery of the goods to the shipping agent at an amount that reflects the consideration to which our Group expects to be entitled in exchange for those goods or services. Revenue is recognised net of discounts, volume rebates, outgoing sales taxes/ goods and service tax and other indirect taxes. Revenues from sale of by-products are included in revenue. Interest income from debt instruments carried at amortised cost is recognised using the effective interest rate method as per IFRS 9. Dividend income is recognised in the consolidated income statement only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to our Group, and the amount of the dividend can be measured reliably.

Property, plant and equipment

The costs of mining properties and leases include the costs of acquiring and developing mining properties. In circumstances where a mining property is abandoned, the cumulative capitalised costs relating to the property are written off in the period in which it occurs, i.e., when our Group determines that the mining property will not provide sufficient and sustainable returns relative to the risks and our Group decides not to proceed with the mine development. For oil and gas assets a successful efforts-based accounting policy is followed. Costs incurred prior to obtaining the legal rights to explore an area are expensed immediately to the consolidated income statement.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Subsequently, property plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Assets under construction are capitalised in the assets under construction account. Asset under construction is carried at cost less accumulated impairment losses, if any. Mining properties and other assets in the course of development or construction, freehold land and goodwill are not depreciated or amortised.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses, if any. Our Group recognises port concession rights as "Intangible Assets" arising from a service concession arrangements, in which the grantor controls or regulates the services provided and the prices charged, and also controls any significant residual interest in the infrastructure such as property, plant and equipment, irrespective whether the infrastructure is existing infrastructure of the grantor or the infrastructure is constructed or purchased by our Group as part of the service concession arrangement.

Exploration and evaluation intangible assets

Exploration and evaluation expenditure incurred prior to obtaining the mining right or the legal right to explore are expensed as incurred. Exploration and evaluation expenditure incurred after obtaining the mining right or the legal right to explore, are capitalised as exploration and evaluation assets (property, plant and equipment) and stated at cost less impairment, if any. Exploration and evaluation assets are transferred to the appropriate category of property, plant and equipment when the technical feasibility and commercial viability has been

determined. Exploration and evaluation assets are assessed for impairment and impairment loss, if any, is recognised prior to reclassification. Following appraisal of successful exploration wells, if commercial reserves are established and technical feasibility for extraction demonstrated, then the related capitalised exploration costs are transferred into a single field cost centre within property, plant & equipment - development/ producing assets (oil and gas properties) after testing for impairment. Where results of exploration drilling indicate the presence of hydrocarbons which are ultimately not considered commercially viable, all related costs are written off to the consolidated income statement.

Impairment of non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units. Our Group assesses at each reporting date, whether there is an indication that an asset may be impaired. Our Group conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognised impairment losses. Internal and external factors, such as worse economic performance than expected, changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognised impairment losses.

Financial instruments

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component are measured at transaction price as per IFRS 15.

Our Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, contract assets and lease receivables. The application of simplified approach does not require our Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition. All financial liabilities are recognised initially at fair value, and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by our Group are recognised at the proceeds received, net of direct issue costs.

In order to hedge its exposure to foreign exchange, interest rate, and commodity price risks, our Group enters into forward, option, swap contracts and other derivative financial instruments. Our Group does not hold derivative financial instruments for speculative purposes.

Leases

Our Group assesses at contract inception, all arrangements to determine whether they are, or contain, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Our Group as a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. Our Group recognises lease liabilities towards future lease payments and right-of-use assets representing the right to use the underlying assets.

Inventories

Inventories and work-in-progress are valued at the lower of cost and net realisable value. Net realisable value is determined based on estimated selling price, less further costs expected to be incurred for completion and disposal.

Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that our Group will comply with the conditions attached to them and the grant/subsidy will be received. Government grants relating to tangible fixed assets are deducted in calculating the carrying amount of the assets and recognised in the consolidated income statement over the expected useful lives of the assets concerned as a reduced depreciation expense.

Taxation

Tax expense represents the sum of current tax and deferred tax. The carrying amount of deferred tax assets (including MAT credit entitlement) is reviewed at each reporting date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Retirement benefit schemes

Our Group operates or participates in a number of defined benefits and defined contribution schemes, the assets of which (where funded) are held in separately administered funds. For defined contribution schemes, the amount charged to the consolidated statement of profit and loss in respect of pension costs and other post retirement benefits is the contributions payable in the year, recognised as and when the employee renders related services.

Share-based payments

Certain employees (including executive directors) of our Group receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). The cost of equity-settled transactions with employees is measured at fair value of share awards at the date at which they are granted. The fair value of share awards is determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on our Group's estimate of shares that will eventually vest.

Provisions, contingent liabilities and contingent assets

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognised when our Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of our Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. Our Group does not recognise a contingent liability but discloses its existence in the consolidated balance sheet. Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

Restoration, rehabilitation and environmental costs

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production of a mine or oil fields. Such costs, discounted to net present value, are provided for and a corresponding amount is capitalised at the start of each project, as soon as the obligation to incur such costs arises. These costs are charged to the consolidated statement of profit and loss over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision.

Accounting for foreign currency translations

The functional currency for each entity in our Group is determined as the currency of the primary economic environment in which it operates. For all principal operating subsidiaries, the functional currency is normally the local currency of the country in which it operates with the exception of oil and gas business operations which have a US dollar functional currency as that is the currency of the primary economic environment in which it operates. The financial statements are presented in US dollars.

Buyers' credit/suppliers' credit and vendor financing

Our Group enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by our Group at a later date providing working capital timing benefits. Payments made by banks and financial institutions to the operating vendors are treated as a non-cash item and settlement of operational buyer's credit/suppliers' credit by our Group is treated as cash flows from operating activity reflecting the substance of the payment.

Borrowing costs

Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at bank and in hand and short-term money market deposits which have a maturity of three months or less from the date of acquisition, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Special items

Special items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges and acquisition and restructuring related costs), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior years.

Significant estimates

Carrying value of exploration and evaluation assets

The recoverability of a project is assessed under IFRS 6. Exploration assets are assessed by comparing the carrying value to higher of fair value less cost of disposal or value in use, if impairment indicators exist. Change to the valuation of exploration assets is an area of judgement. The amounts for exploration and evaluation assets represent active exploration projects. These amounts will be written off to the consolidated statement of profit and loss as exploration costs unless commercial reserves are established or the determination process is not completed and there are no indications of impairment. The outcome of ongoing exploration, and therefore whether the carrying value of exploration and evaluation assets will ultimately be recovered, is inherently uncertain.

Recoverability of deferred tax and other income tax assets

The majority of the deferred tax liability represent accelerated tax relief for the depreciation of property, plant and equipment, depreciation of mining reserves and the fair value uplifts created on acquisitions net of deferred tax assets representing unabsorbed depreciation and carried forward losses. Deferred tax assets and liabilities have been offset where they arise in the same taxing jurisdiction with a legal right to offset current income tax assets against current income tax liabilities but not otherwise. Our deferred tax assets have been recognised to

the extent that there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse. For certain components, deferred tax assets on carry forward unused tax losses have been recognised to the extent of deferred tax liabilities on taxable temporary differences available.

Copper operations in Tamil Nadu, India

Please see “Our Business — Litigation”.

Renewal of consent to operate of ESL

Please see “Our Business — Litigation”.

Oil and Gas reserves

Significant technical and commercial judgements are required to determine our Group’s estimated oil and natural gas reserves. Oil and gas reserves are estimated on a proved and probable entitlement interest basis. Proven and probable reserves are estimated using standard recognised evaluation techniques. The estimate is reviewed annually. Future development costs are estimated taking into account the level of development required to produce the reserves by reference to operators, where applicable and internal engineers. Net entitlement reserves estimates are subsequently calculated using our Group’s current oil price and cost recovery assumptions, in line with the relevant agreements. Changes in reserves as a result of factors such as production cost, recovery rates, grade of reserves or oil and gas prices could impact the depletion rates, carrying value of assets and environmental and restoration provisions.

Carrying value of developing/producing oil and gas assets

Management performs impairment tests on our Group’s developing/producing oil and gas assets where indicators of impairment are identified in accordance with IAS 36.

Estimates/Assumptions	Basis
Future production	Proved and probable reserves, production facilities, resource estimates and expansion projects
Commodity prices	Management’s best estimate benchmarked with external sources of information, to ensure they are within the range of available analyst forecast
Discount to price	Management’s best estimate based on historical prevailing discount and updated sales contracts
Period	For the Rajasthan Block, cash flows are considered based on economic life of the fields.
Discount rates	Cost of capital risk-adjusted for the risk specific to the asset/cash generating unit.

Any subsequent changes to cash flows due to changes in the above -mentioned factors could impact the carrying value of the assets.

Climate change

Climate change may have various impacts on us in the medium to long term. These impacts include the risks and opportunities related to the demand of products and services, impact due to transition to a low-carbon economy, disruption to the supply chain, risk of physical harm to the assets due to extreme weather conditions, regulatory changes etc. The accounting related measurement and disclosure items that are most impacted by

our commitments, and climate change risk more generally, relate to those areas of the financial statements that are prepared under the historical cost convention and are subject to estimation uncertainties in the medium to long term.

The potential effects of climate change may be on assets and liabilities that are measured based on an estimate of future cash flows. The main ways in which potential climate change impacts have been considered in the preparation of the financial statements, pertain to (a) inclusion of capex in cash flow projections, (b) recoverable amounts of existing assets and (c) review of estimates of useful lives of property, plant and equipment.

As our assessment of the potential impacts of climate change and the transition to a low-carbon economy continues to mature, any future changes in Group's climate change strategy, changes in environmental laws and regulations and global decarbonisation measures may impact our Group's significant judgments and key estimates and result in changes to financial statements and carrying values of certain assets and liabilities in future reporting periods. However, as of the balance sheet date, our Group believes that there is no material impact on carrying values of its assets or liabilities.

Significant judgments

Determining whether an arrangement contains a lease

We have ascertained that the power purchase agreement PPA entered into between one of the subsidiaries and a state grid qualifies to be an operating lease under IFRS 16 “Leases”. Accordingly, the consideration receivable under the power purchase agreement relating to recovery of capacity charges towards capital cost have been recognised as operating lease rentals and in respect of variable cost that includes fuel costs, operations and maintenance, etc. is considered as revenue from sale of products/services.

Significant judgement is required in segregating the capacity charges due from the state grid, between fixed and contingent payments. We have determined that since the capacity charges under the power purchase agreement are based on the number of units of electricity made available by its subsidiary which would be subject to variation on account of various factors like availability of coal and water for the plant, there are no fixed minimum payments under the power purchase agreement, which requires it to be accounted for on a straight line basis.

Contingencies and other litigations

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against us. A provision is recognised when we have a present obligation as a result of past events and it is probable that we will be required to settle that obligation.

Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements.

When considering the classification of legal or tax cases as probable, possible or remote, there is judgement involved. This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific applicable law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to make informed decision. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Revenue recognition and receivable recovery in relation to power division

In certain cases, our power customers are disputing various contractual provisions of power purchase agreements. Significant judgement is required in both assessing the tariff to be charged under the PPA in

accordance with IFRS 15 and to assess the recoverability of withheld revenue currently accounted for as receivables.

Results of Operations

The following table sets out our consolidated operating results for Fiscal Years 2023, 2024 and 2025, and the six months ended September 30, 2024 and September 30, 2025:

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ millions)		
Continuing operations					
Revenue ⁽¹⁾	18,283	17,128	18,220	8,668	9,367
Cost of sales ⁽¹⁾	(14,437)	(12,863)	(13,682)	(6,454)	(7,276)
Gross profit	3,846	4,265	4,538	2,214	2,091
Other operating income	239	247	350	195	133
Distribution costs	(476)	(473)	(379)	(181)	(171)
Administrative expenses	(530)	(596)	(607)	(323)	(463)
Impairment reversal/(charge) net ⁽¹⁾	(61)	28	379	279	—
Operating Profit	3,018	3,471	4,281	2,184	1,590
Investment revenues	251	202	1,545	1,005	128
Finance costs	(1,558)	(1,882)	(2,033)	(1,063)	(781)
Other (losses)/gains (net)	(79)	(37)	(10)	21	(4)
Profit before taxation	1,632	1,754	3,783	2,147	933
Net (expense)/tax credit — special items	100	(818)	(97)	(97)	60
Net (expense)/tax credit — others	(894)	(837)	(675)	(315)	(434)
Profit for the year/period	838	99	3,011	1,735	559
Profit after tax for the period from discontinued operations and gain on deconsolidation	—	—	—	—	—
Profit for the year/period	838	99	3,011	1,735	559
Attributable to:					
Equity holders of the parent	(5)	(400)	1,617	995	(2)
Non-controlling interests	843	499	1,394	740	561
Profit for the year/period	838	99	3,011	1,735	559

Note:

(1) Includes special items.

Revenue by Geographic Location

The following table sets out our revenue (before special items) from each of our primary markets in each of Fiscal Years 2024 and 2025

	Fiscal Year			
	2024	%	2025	%
	(\$ million, except percentages)			
India	11,009	64%	11,876	65%
Europe	927	5%	2,164	12%
China	641	4%	509	3%
United States	283	2%	203	1%
Mexico	189	1%	356	2%
Others	4,079	24%	3,112	17%
Total	17,128	100%	18,220	100%

Certain Non-GAAP Measures

In evaluating our business, we consider and use certain non-GAAP financial measures that are presented below as supplemental measures to review and assess our operating performance. These non-GAAP financial measures are also not defined by IFRS. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as an alternative to cash flows, profit/(loss) for any year or any other measure of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with IFRS or US GAAP. We present these non-GAAP financial measures because they are used by our management to evaluate our operating performance. These non-GAAP financial measures are not defined under IFRS and are not presented in accordance with IFRS. The non-GAAP financial measures have limitations as analytical tools. Further, these non-GAAP financial measures may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited and has limited usefulness. Therefore, these matrices should not be considered in isolation or construed as an alternative to IFRS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation.

EBITDA

We define EBITDA as the aggregate of profit/loss for the year, net tax credit/expense, other gains and losses (net), finance costs, investment revenue, special items, depreciation and amortisation, and other expenses, for the relevant year.

We have presented EBITDA in this Offering Circular because it is a supplementary measure used by our management and directors to understand and evaluate our core operating performance and trends. In particular, we believe that the exclusion of the expenses eliminated in calculating EBITDA can provide a useful measure for period-to-period comparisons of our core business. We believe that EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and directors.

EBITDA is not a measurement of financial profitability or liquidity under IFRS and should not be considered as an alternative to performance measures derived in accordance with IFRS. In addition, EBITDA is not a standardized term, hence a direct comparison between companies using such a term may not be possible. Our use of EBITDA thus has limitations as an analytical tool, and you should not consider them either in isolation

or as a substitute for analysis of our financial results as reported under IFRS. Because of these and other limitations, you should consider EBITDA along with other IFRS-based financial performance measures, including various cash flow metrics, profit or loss after tax, and our other IFRS financial results. We make no representations as to the methodology used to define and/or calculate EBITDA or whether it reflects an appropriate measure of our Company's operating performance or ability to service debt.

The following is a reconciliation from our profit/(loss) for the year/period under IFRS to our definition of EBITDA:

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Profit/(Loss) for the year	838	99	3,011	1,735	559
Adjusted for:					
Net tax (credit)/expense	794	1,655	772	412	374
Other gains and losses (net)	79	37	10	(5)	4
Finance costs	1,558	1,882	2,033	1,063	781
Investment revenue	(251)	(202)	(273)	(131)	(128)
Special Items ⁽¹⁾	178	(124)	(1,625)	(1,142)	239
Depreciation and amortisation	1,382	1,282	1,472	653	842
Other Expenses ⁽²⁾	30	89	52	15	81
EBITDA	4,608	4,718	5,452	2,600	2,752

Notes:

- (1) Special Items are defined in Notes to the Audited Financial Statements. Special items include non-cash impairment charges relating to the oil and gas, copper assets, aluminium capital work-in-progress, among others.
- (2) Cost of exploration wells written off.

Results of Operations: Six Months ended September 30, 2025 compared to Six Months ended September 30, 2024

Revenue (before special items)

Our revenue (before special items) was \$9,367 million in the six months ended September 30, 2025, an increase of \$699 million, or 8%, from \$8,668 million in the six months ended September 30, 2024. This was primarily due to consolidation of KCM and better performance in the aluminium sector.

Our Aluminium, Zinc, Lead and Silver, Oil and Gas, Copper, Iron Ore, Steel, and Merchant Power Businesses contributed approximately 37%, 22%, 6%, 21%, 3%, 4% and 5%, respectively, to the revenue in the six months ended September 30, 2025.

Aluminium

Segment revenue from our Aluminium Business was \$3,497 million in the six months ended September 30, 2025, an increase of \$237 million, or 7%, from \$3,260 million in the six months ended September 30, 2024. The increase was primarily due to higher LME prices and higher volumes. Specifically:

- Total aluminium production increased from 1,205 kt in the six months ended September 30, 2024 to 1,222 kt in the six months ended September 30, 2025, an increase of 17 kt, or 1%.
- Aluminium sales increased from 1,182 kt during the six months ended September 30, 2024, to 1,211 kt during the six months ended September 30, 2025, an increase of 29 kt, or approximately 2%, of which value-added product (VAP) sales reached a record 707 kt, representing a VAP mix of 58%.
- Aluminium sales in the domestic market increased from 545 kt during the six months ended September 30, 2024, to 621 kt during the six months ended September 30, 2025, an increase of 76 kt, or 14%. Aluminium exports decreased from 637 kt during the six months ended September 30, 2024 to 590 kt during the six months ended September 30, 2025, a decrease of 47 kt, or 7%. Our domestic sales as a percentage of total sales increased from 46% during the six months ended September 30, 2024, to 51% during the six months ended September 30, 2025.
- The daily average aluminium cash settlement price on the LME increased from \$2,449 per tonne in the six months ended September 30, 2024, to \$2,535 per tonne in the six months ended September 30, 2025, an increase of 4%.

Zinc India

Segment revenue from our Zinc India Business was \$1,825 million in the six months ended September 30, 2025, a decrease of \$65 million, or 3%, from \$1,890 million in the six months ended September 30, 2024. The decrease was primarily due to lower zinc and lead LME prices and lower volumes, which was partially offset by significantly higher silver prices and lower cost. Specifically:

- Zinc India Business produced mined metal amounting to 1,114 kt as of March 31, 2026.
- The daily average zinc cash settlement price on the LME decreased from \$2,805 per tonne in the six months ended September 30, 2024, to \$2,736 per tonne in the six months ended September 30, 2025, a decrease of 2%.
- Refined lead production decreased from 115 kt in the six months ended September 30, 2024 to 93 kt in the six months ended September 30, 2025, a decrease of 22 kt, or 19%.
- Refined silver production decreased from 350 tonnes in the six months ended September 30, 2024 to 293 tonnes in the six months ended September 30, 2025, a decrease of 57 tonnes, or 16%. However, the daily average silver LBMA price increased significantly from \$29.2 per ounce in the six months ended September 30, 2024 to \$36.6 per ounce in the six months ended September 30, 2025, an increase of 25%, which partially offset the impact of lower volumes on revenue.

Zinc International

Segment revenue from our Zinc International Business was \$276 million in the six months ended September 30, 2025, an increase of \$64 million, or 31%, from \$212 million in the six months ended September 30, 2024. The increase was primarily due to significantly higher volumes, partially offset by a modest decline in zinc LME prices. Specifically:

- Total production of mined metal in concentrate increased from 81 kt in the six months ended September 30, 2024 to 117 kt in the six months ended September 30, 2025, an increase of 36 kt, or 44%.

- Production of zinc metal from Gamsberg mine increased from 58 kt in the six months ended September 30, 2024 to 94 kt in the six months ended September 30, 2025, an increase of 36 kt, or 63%, reflecting improved plant throughput and recovery rates following ramp-up of Phase II operations.
- The daily average zinc cash settlement price on the LME decreased from \$2,805 per ton during the six months ended September 30, 2024 to \$2,736 per ton during the six months ended September 30, 2025, a decrease of 2%.
- The daily average lead cash settlement price on the LME decreased from \$2,104 per ton during the six months ended September 30, 2024 to \$1,957 per ton during the six months ended September 30, 2025, a decrease of 7%.

Oil and Gas

Segment revenue from our Oil and Gas Business was \$536 million in the six months ended September 30, 2025, a decrease of \$152 million, or 22%, from \$688 million in the six months ended September 30, 2024. The decrease was primarily due to lower volumes as a result of natural field decline and gas price realisations. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Copper

Segment revenue from our Copper Business (comprising Copper India and Copper Zambia) was \$2,001 million in the six months ended September 30, 2025, an increase of \$672 million, or 50%, from \$1,329 million in the six months ended September 30, 2024. The increase was primarily due to the full-period consolidation of Copper Zambia (KCM), which contributed \$500 million of revenue in the six months ended September 30, 2025 compared to \$2 million in the six months ended September 30, 2024.

Total copper production at the Silvassa refinery for the six months ended September 30, 2025 was 84 kt as compared to 61 kt for the six months ended September 30, 2024, an increase of 23 kt or 37%, due to a regularised supply chain process.

Iron ore

Segment revenue from our Iron Ore Business was \$322 million in the six months ended September 30, 2025, unchanged from \$322 million in the six months ended September 30, 2024. This was primarily due to higher saleable ore volumes were offset by lower iron ore realisations. Specifically:

Saleable iron ore production increased from 2.6 million dry metric tonnes in the six months ended September 30, 2024 to 2.9 million dry metric tonnes in the six months ended September 30, 2025, an increase of 0.3 million dry metric tonnes, or 11%.

Pig iron production in the value-added iron ore business increased from 395 kt in the six months ended September 30, 2024 to 451 kt in the six months ended September 30, 2025, an increase of 56 kt, or 14%, reflecting improved operational performance and higher plant utilisation.

Steel

Segment revenue from our Steel Business was \$381 million in the six months ended September 30, 2025, a decrease of \$86 million, or 18%, from \$467 million in the six months ended September 30, 2024. The decrease was primarily due to lower sales realisations reflecting weaker domestic steel market conditions, and lower pig iron and ductile iron pipe volumes, partially offset by higher wire rod and TMT volumes. Specifically:

- Pig iron production decreased from 145 kt in the six months ended September 30, 2024 to 97 kt in the six months ended September 30, 2025, a decrease of 48 kt, or 33%.

- Billet production increased from 7 kt during the six months ended September 30, 2024 to 24 kt during the six months ended September 30, 2025, an increase of 17 kt.
- The production of TMT increased from 222 kt in the six months ended September 30, 2024 to 235 kt in the six months ended September 30, 2025, an increase of 13 kt, or 6%.
- The production of wire rod increased from 177 kt in the six months ended September 30, 2024 to 218 kt in the six months ended September 30, 2025, an increase of 41kt, or 23%, reflecting the timing of customer order flows and plant maintenance.
- The production of ductile iron pipe decreased from 101 kt in the six months ended September 30, 2024 to 48 kt in the six months ended September 30, 2025, a decrease of 53 kt, or 52%.

Power

Segment revenue from our Merchant Power Business was \$494 million in the six months ended September 30, 2025, an increase of \$76 million, or 18% from \$418 million in the six months ended September 30, 2024. The increase was primarily due to higher power volumes and improved power realisations. Specifically:

- Power sold increased from 7,654 million units in the six months ended September 30, 2024 to 7,879 million units in the six months ended September 30, 2025, an increase of 225 million units, or 3%. The Jharsuguda 600 MW power plant operated at a plant load factor of 40% in the six months ended September 2025, as compared to 63% in the six months ended September 30, 2024. At VPL, the sale of power increased to 5,504 million units during the six months ended September 30, 2025 from 5,851 million units during the six months ended September 30, 2024, in line with the power demand of our customer. The power purchase agreement with the State of Punjab compensates us based on the availability of the plant.
- The average power realisation price (excluding VPL) for the six months ended September 30, 2024 and September 30, 2025 was US cent 3.88 per kwh and US cent 5.26 per kwh, respectively. The average power realisation price for VPL for the six months ended September 30, 2024 and September 30, 2025 was US cent 5.28 per kwh and US cent 5.36 per kwh, respectively, based on the plant availability factor.
- The average power generation cost (excluding VPL) for the six months ended September 30, 2024 and September 30, 2025 was US cent 3.49 per kwh and US cent 4.42 per kwh, respectively. The average power generation cost for VPL for the six months ended September 30, 2024 and September 30, 2025 was US cents 4.32 per kwh and US cent 4.25 per kwh, respectively, based on the plant availability factor.

Operating Profit/(Loss)

Our operating profit (before special items) was \$1,829 million in the six months ended September 30, 2025, a decrease of \$103 million, or 5%, from \$1,932 million in the six months ended September 30, 2024.

EBITDA

Aluminium

EBITDA for our Aluminium Business was \$1,156 million in the six months ended September 30, 2025, an increase of \$128 million, or 12%, from \$1,028 million in the six months ended September 30, 2024, primarily due to higher LME prices and increased production volumes, which was partially offset by higher input costs.

Zinc India

EBITDA for our Zinc India Business was \$954 million in the six months ended September 30, 2025, a decrease of \$6 million, or 1%, from \$960 million in the six months ended September 30, 2024. The modest decline

reflected lower zinc and lead LME prices and lower refined metal volumes, substantially offset by significantly higher silver prices and lower cost of production

Zinc International

EBITDA for our Zinc International Business was \$81 million in the six months ended September 30, 2025, an increase of \$14 million, or 20%, from \$67 million in the six months ended September 30, 2024, driven by materially higher volumes offset by lower prices.

Oil and Gas

EBITDA for our Oil and Gas Business was \$268 million in the six months ended September 30, 2025, a decrease compared to \$270 million in the six months ended September 30, 2024. The decrease in our EBITDA was primarily on account of lower production volumes.

Copper

EBITDA for our Copper Business was \$(17) million in the six months ended September 30, 2025, an improvement of \$22 million from \$(39) million in the six months ended September 30, 2024. The improvement primarily reflected the growing contribution from Copper Zambia as KCM's operations continue to ramp up.

Iron ore

EBITDA for our Iron Ore Business was \$36 million in the six months ended September 30, 2025, a decrease of \$2 million, or 8%, from \$39 million in the six months ended September 30, 2024. The decrease was primarily due to lower realisation offset by higher pig iron volumes.

Steel

EBITDA for our Steel Business was \$6 million in the six months ended September 30, 2025, a decrease of \$21 million, or 76%, from \$27 million in the six months ended September 30, 2024. The decrease was primarily due to lower sales realisation & lower volume.

Power

EBITDA for our Merchant Power Business was \$80 million in the six months ended September 30, 2025, an increase of \$26 million, or 48%, from \$54 million in the six months ended September 30, 2024, primarily due to higher sales volume & sale prices.

Investment revenue, finance costs and other gains/(losses)

Our investment revenue was \$128 million in the six months ended September 30, 2025, broadly flat compared to \$131 million of recurring investment revenue in the six months ended September 30, 2024

Our finance costs were \$781 million in the six months ended September 30, 2025, a decrease of \$282 million, or 27%, from \$1,063 million in the six months ended September 30, 2024. This was primarily driven by refinancing at lower interest rates and the repayment of high-cost debt.

Other losses (net) in the six months ended September 30, 2025 were \$(4) million, compared to gains of \$5 million in the six months ended September 30, 2024, primarily on account of foreign exchange fluctuations.

Profit for the period

As a result of the foregoing, our profit for the six months ended September 30, 2025 was \$559 million, a decrease of \$1,176 million, or 67.8%, from \$1,735 million for the six months ended September 30, 2024.

Results of Operations: Fiscal Year 2025 compared to Fiscal Year 2024

Revenue (before special items)

Our revenue (before special items) was \$18,220 million in Fiscal Year 2025, an increase of \$1,092 million, or 6%, from \$17,128 million in Fiscal Year 2024. This was mainly driven by favourable output commodity prices primarily of silver, zinc, aluminium and copper, higher premiums, reconsolidation of Copper Zambia, which was partially offset by lower volume at our Oil and Gas, and Iron Ore and Steel Businesses and a one-time arbitration award. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Our Aluminium, Zinc, Lead and Silver, Oil and Gas, Copper, Iron Ore, Steel, and Merchant Power Businesses contributed 38%, 24%, 7%, 17%, 4%, 5%, and 4%, respectively to the revenue in Fiscal Year 2025.

Aluminium

Segment revenue from our Aluminium Business was \$6,921 million in Fiscal Year 2025, an increase of \$1,078 million, or 18%, from \$5,843 million in Fiscal Year 2024. This increase was primarily due to higher volume, higher premiums and favourable LME prices. Specifically:

- Aluminium production increased from 2,370 kt during Fiscal Year 2024 to 2,422 kt during Fiscal Year 2025, an increase of 52 kt, or 2%.
- Aluminium sales increased from 2,357 kt during Fiscal Year 2024 to 2,414 kt during Fiscal Year 2025, an increase of 58 kt, or 2%. Sales of aluminium ingots decreased from 1,262 kt for Fiscal Year 2024 to 1,140 kt during Fiscal Year 2025, a decrease of 122 kt or 10%. The decrease is due to increase in share of value-added products sales. Rolled product sales decreased from 34 kt during Fiscal Year 2024 to 29 kt during Fiscal Year 2025, a decrease of 5 kt, or 15%. Wire rod, billet, alloy ingot and other sales increased from 1,062 kt during Fiscal Year 2024 to 1,246 kt during Fiscal Year 2025, an increase of 184 kt, or 17%. The increase in sales was in line with production.
- Aluminium sales in the domestic market increased from 977 kt during Fiscal Year 2024 to 1,175 kt during Fiscal Year 2025, an increase of 198 kt, or 20%. Aluminium exports decreased from 1,379 kt during Fiscal Year 2024 to 1,239 kt during Fiscal Year 2025, a decrease of 140 kt or 10%. Our domestic sales as a percentage of total sales increased from 41% during Fiscal Year 2024 to 49% during Fiscal Year 2025.
- The daily average aluminium cash settlement price on the LME increased from \$2,200 per ton during Fiscal Year 2024 to \$2,525 per ton during Fiscal Year 2025, an increase of 15%.
- The benchmark Japanese premium increased from \$92 per ton during Fiscal Year 2024 to \$170 per ton during Fiscal Year 2025, an increase of 78 per ton or 85%.

Zinc India

Segment revenue from our Zinc India Business was \$3,892 million in Fiscal Year 2025, an increase of \$518 million, or 15%, from \$3,373 million in Fiscal Year 2024. The increase was primarily due to favourable zinc and silver prices and higher premium. Specifically:

- The daily average zinc cash settlement price on the LME increased from \$2,475 per ton during Fiscal Year 2024 to \$2,875 per ton during Fiscal Year 2025, an increase of 16%.
- Refined zinc ingot production increased from 817 kt during Fiscal Year 2024 to 827 kt during Fiscal Year 2025. Refined zinc ingot sales were in line with production.

- Refined zinc sales in the domestic market increased from 580 kt during Fiscal Year 2024 to 603 kt during Fiscal Year 2025, an increase of 4%. Export sales decreased from 238 kt during Fiscal Year 2024 to 224 kt during Fiscal Year 2025, a decrease of 6%.
- The daily average lead cash settlement price on the LME decreased from \$2,122 per ton during Fiscal Year 2024 to \$2,046 per ton during Fiscal Year 2025, a decrease of 4%.
- Refined lead production increased from 216 kt for Fiscal Year 2024 to 225 kt for Fiscal Year 2025, an increase of 4%. Lead sales were in line with production.
- Refined silver production decreased from 746 tons during Fiscal Year 2024 to 687 tons during Fiscal Year 2025, a decrease of 8%. This decrease was primarily due to the management's operation and financial strategy. The daily average silver LBMA price increased from \$23.6/oz to \$30.4/oz, an increase of 29% during Fiscal Year 2025 compared to Fiscal Year 2024. Sale of refined silver ingots were in line with production.

Zinc International

Segment revenue from our Zinc International Business was \$463 million in Fiscal Year 2025, an increase of \$33 million, or 8% from \$430 million in Fiscal Year 2024. The increase was due to favourable LME prices partially offset by lower volume. Specifically:

- Production of mined metal in concentrate from Black Mountain mines decreased from 61 kt during Fiscal Year 2024 to 44 kt during Fiscal Year 2025, a decrease of 17 kt or 28%, primarily due to lower tonnes milled.
- Production of zinc metal in concentrate from Gamsberg mine decreased from 147 kt in Fiscal Year 2024 to 133 kt in Fiscal Year 2025, a decrease of 14 kt or 9%, primarily due to lower tonnes treated partially offset by higher zinc grades and recoveries.
- The daily average zinc cash settlement price on the LME increased from \$2,475 per ton during Fiscal Year 2024 to \$2,875 per ton during Fiscal Year 2025, an increase of 16%.
- The daily average lead cash settlement price on the LME decreased from \$2,122 per ton during Fiscal Year 2024 to \$2,046 per ton during Fiscal Year 2025, a decrease of 4%.

Oil and Gas

Segment revenue from our Oil and Gas Business was \$1,306 million in Fiscal Year 2025, a decrease of \$849 million, or 39%, from \$2,155 million in Fiscal Year 2024. The decrease was due to lower volume and oil price and the above-mentioned one-time arbitration award. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Copper India

Segment revenue from our Copper India Business was \$2,726 million in Fiscal Year 2025, an increase of \$343 million, or 14%, from \$2,383 million in Fiscal Year 2024. The increase was primarily due to favourable LME prices partially offset by lower volume.

Total production for the Fiscal Year 2025 was 149 kt as compared to 141 kt for the Fiscal Year 2024, an increase of 6% on account of improved operational efficiencies, debottlenecking and better raw material availability.

Copper Zambia

Segment revenue from our Copper Zambia Business was \$390 million in Fiscal Year 2025. We regained control of KCM on July 31, 2024.

Total mined metal production for the Fiscal Year 2025 was 32.6 kt. Production has been low as the mine was on care and maintenance prior to restart in August 2024 and subsequent there were asset reliability issues.

Total finished products for Fiscal Year 2025 were 45.0 kt which includes 27.2 kt of integrated products and 17.8 kt of custom products.

Iron ore

Segment revenue from our Iron Ore Business was \$720 million in Fiscal Year 2025, a decrease of \$375 million, or 34%, from \$1,095 million in Fiscal Year 2024. The decrease was mainly due to the lower sales volumes in Karnataka and lower export sales. Specifically:

Saleable iron ore production increased from 5.6 million dry metric tonnes during Fiscal Year 2024 to 6.2 million dry metric tonnes during Fiscal Year 2025 due to restart of Bicholim mines which contributed 0.9 million dry metric tonnes during Fiscal Year 2025.

Pig iron production decreased from 831 kt in Fiscal Year 2024 to 817 kt in Fiscal Year 2025, a decrease of 2%.

Steel

Segment revenue from our Steel Business was \$938 million in Fiscal Year 2025, a decrease of \$65 million, or 6%, from \$1,003 million in Fiscal Year 2024. The decrease was primarily due to lower volume and lower realisation. Specifically:

- Pig iron production increased from 203 kt during Fiscal Year 2024 to 221 kt during Fiscal Year 2025, an increase of 18 kt or 9%. The sale of pig iron increased from 206 kt during Fiscal Year 2024 to 220 kt during Fiscal Year 2025, an increase of 14 kt or 7%, in line with production.
- Billet production decreased from 997 kt (out of which 967 kt is internally consumed) during Fiscal Year 2024 to 971 kt (out of which 927 kt is internally consumed) during Fiscal Year 2025, a decrease of 26 kt or 3%. The sale of billet increased from 26 kt during Fiscal Year 2024 to 47 kt during Fiscal Year 2025, an increase of 21 kt or 81%.
- The production of TMT decreased from 505 kt during Fiscal Year 2024 to 489 kt during Fiscal Year 2025, a decrease of 16 kt or 3%. The sale of TMT decreased from 513 kt during Fiscal Year 2024 to 489 kt during Fiscal Year 2025, a decrease of 24 kt or 5%, in line with decrease in production.
- The production of wire rod decreased from 436 kt during Fiscal Year 2024 to 413 kt during Fiscal Year 2025, a decrease of 23 kt or 5%. The sale of wire rod decreased from 437 kt in Fiscal Year 2024 to 412 kt in Fiscal Year 2025, a decrease of 25 kt or 6%, in line with the decrease in production.
- The production of ductile iron pipe decreased from 212 kt during Fiscal Year 2024 to 171 kt during Fiscal Year 2025, a decrease of 41 kt or 19%. The sale of ductile iron pipe decreased from 212 kt during Fiscal Year 2024 to 169 kt during Fiscal Year 2025, a decrease of 43 kt or 20%, in line with the decrease in production.

Power

Segment revenue from our Merchant Power Business was \$733 million in Fiscal Year 2025, a decrease of \$10 million, or 1% from \$743 million in Fiscal Year 2024. Specifically:

- Power sold decreased from 13,443 units during Fiscal Year 2024 to 12,983 units during Fiscal Year 2025. The Jharsuguda 600 MW power plant operated at a plant load factor of 46% in Fiscal Year 2025, as compared to 58% in Fiscal Year 2024. At VPL, the sale of power marginally decreased to 10,230 units during Fiscal Year 2025 from 10,278 units during Fiscal Year 2024, in line with the power demand of

our customer. The power purchase agreement with the State of Punjab compensates us based on the availability of the plant.

- The average power realisation price (excluding VPL) for Fiscal Year 2024 and Fiscal Year 2025 was US cent 3.41 per kwh and US cent 3.73 per kwh, respectively. The average power realisation price for VPL for Fiscal Year 2024 and Fiscal Year 2025 was US cent 4.95 per kwh and US cent 4.80 per kwh, respectively, based on the plant availability factor.
- The average power generation cost (excluding VPL) for Fiscal Year 2024 and Fiscal Year 2025 was US cent 3.10 per kwh and US cent 3.63 per kwh, respectively. The average power generation cost for VPL for Fiscal Year 2024 and Fiscal Year 2025 was US cent 3.94 per kwh and US cent 3.82 per kwh, respectively, based on the plant availability factor.

Operating Profit

Our operating profit was \$4,281 million in Fiscal Year 2025, an increase of \$810 million, or 23%, from \$3,471 million for Fiscal Year 2024.

EBITDA

Aluminium

EBITDA for our Aluminium Business was \$2,104 million in Fiscal Year 2025, an increase of \$937 million, or 80%, from \$1,167 million in Fiscal Year 2024 mainly due to the favourable LME prices, better premiums, which is getting partially offset by increase in cost.

Zinc India

EBITDA for our Zinc India Business was \$2,054 million in Fiscal Year 2025, an increase of \$416 million, or 25%, from \$1,638 million in Fiscal Year 2024. The increase was driven by favourable zinc and silver prices, higher premium and strategic hedging gain.

Zinc International

EBITDA for our Zinc International Business was \$156 million in Fiscal Year 2025, an increase of \$72 million, or 86%, from \$84 million in Fiscal Year 2024. The increase in our EBITDA was primarily on account of favourable LME prices, lower TcRc getting partially offset by lower volume.

Oil and Gas

EBITDA for our Oil and Gas Business was \$557 million in Fiscal Year 2025, a decrease of \$627 million, or 53%, from \$1,184 million in Fiscal Year 2024. This was mainly due to the lower Dated Brent prices, lower volumes and one time arbitration award in Fiscal Year 2024. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Copper India

EBITDA for our Copper India Business was \$(14) million in Fiscal Year 2025, a decrease of \$5 million, or 61%, from \$(9) million in Fiscal Year 2024. The decrease was primarily on account of lower volume.

Copper Zambia

EBITDA for our Copper Zambia Business was \$(38) million in Fiscal Year 2025. We regained control of KCM on July 31, 2024.

Iron ore

EBITDA for our Iron Ore Business was \$120 million in Fiscal Year 2025, a decrease of \$80 million or 40% from \$200 million in Fiscal Year 2024. This was mainly due to decrease in ore iron prices and lower volume.

Steel

EBITDA for our Steel Business was \$62 million in Fiscal Year 2025, an increase of \$35 million, from \$27 million in Fiscal Year 2024. This was driven by softening of input commodity process, better operational performance and gain on monetisation of oxygen plant during the Fiscal Year 2025.

Power

EBITDA for our Merchant Power business was \$84 million in Fiscal Year 2025, a decrease of \$33 million, or 28%, from \$117 million in Fiscal Year 2024. This is primarily due to lower volume.

Investment revenue, finance costs and other gains/(losses)

Our investment revenue was \$1,545 million in Fiscal Year 2025, an increase of \$1,343 million, from \$202 million in Fiscal Year 2024. This was mainly due to a special item of gain on consolidation of KCM amounting to \$1,272 million and increase in average investments.

Our finance cost was \$2,033 million in Fiscal Year 2025, an increase of \$151 million, or 8%, from \$1,882 million in Fiscal Year 2024. This was primarily due to increase in blended cost of borrowings.

Other gains/(losses) (net) in Fiscal Year 2025 was a loss of \$(10) million compared to a loss of \$(37) million in Fiscal Year 2024 on account of foreign exchange loss and loss on hedge transactions.

Profit for the year

As a result of the foregoing, our profit for Fiscal Year 2025 was \$3,011 million, an increase of \$2,912 million, or 2,941%, from \$99 million for Fiscal Year 2024.

Results of Operations: Fiscal Year 2024 compared to Fiscal Year 2023

Revenue (before special items)

Our revenue (before special items) was \$17,128 million in Fiscal Year 2024, a decrease of \$1,013 million, or 6%, from \$18,141 million in Fiscal Year 2023. This was mainly driven by lower output commodity prices primarily of zinc, aluminium and Dated Brent, which was partially offset by higher volume at our Aluminium, Zinc, Lead and Silver and Oil and Gas Businesses and a one-time arbitration award. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Our Aluminium, Zinc, Lead and Silver, Oil and Gas, Copper, Iron Ore and Merchant Power Businesses contributed 34%, 22%, 13%, 14%, 6%, and 4%, respectively to the revenue in Fiscal Year 2024.

Aluminium

Segment revenue from our Aluminium Business was \$5,843 million in Fiscal Year 2024, a decrease of \$772 million, or 12%, from \$6,615 million in Fiscal Year 2023. This decrease was primarily due to a slip in LME prices which was partially offset by increase in volume. Specifically:

Aluminium production increased from 2,291 kt during Fiscal Year 2023 to 2,370 kt during Fiscal Year 2024, an increase of 79 kt, or 3%.

Aluminium sales increased from 2,285 kt during Fiscal Year 2023 to 2,357 kt during Fiscal Year 2024, an increase of 72 kt, or 3%. Sales of aluminium ingots decreased from 1,373 kt for Fiscal Year 2023 to 1,261 kt during Fiscal Year 2024, a decrease of 112 kt or 8%. The decrease in sales was in line with production. Rolled product sales increased from 29 kt during Fiscal Year 2023 to 34 kt during Fiscal Year 2024, an increase of 5 kt, or 17%. Wire rod, billet, alloy ingot and other sales increased from 884 kt during Fiscal Year 2023 to 1,062 kt during Fiscal Year 2024, an increase of 178 kt, or 20%. The increase in sales was in line with production.

Aluminium sales in the domestic market increased from 775 kt during Fiscal Year 2023 to 977 kt during Fiscal Year 2024, an increase of 202 kt, or 26%. Aluminium exports decreased from 1,510 kt during Fiscal Year 2023 to 1,380 kt during Fiscal Year 2024, a decrease of 130 kt or 9%. Our domestic sales as a percentage of total sales increased from 34% during Fiscal Year 2023 to 41% during Fiscal Year 2024.

The daily average aluminium cash settlement price on the LME decreased from \$2,481 per ton during Fiscal Year 2023 to \$2,200 per ton during Fiscal Year 2024, a decrease of 11%.

The benchmark Japanese premium increased from \$88 per ton during Fiscal Year 2023 to \$92 per ton during Fiscal Year 2024, an increase of 4 per ton or 5%.

Zinc India

Segment revenue from our Zinc India Business was \$3,373 million in Fiscal Year 2024, a decrease of \$753 million, or 18%, from \$4,126 million in Fiscal Year 2023. The decrease was primarily due to lower zinc LME prices and zinc metal volume, which was partially offset by higher silver and lead prices and volume. Specifically:

The daily average zinc cash settlement price on the LME decreased from \$3,319 per ton during Fiscal Year 2023 to \$2,475 per ton during Fiscal Year 2024, a decrease of 25%.

Refined zinc ingot production was flat from 821 kt during Fiscal Year 2023 to 817 kt during Fiscal Year 2024. Refined zinc ingot sales were in line with production.

Refined zinc sales in the domestic market increased from 484 kt during Fiscal Year 2023 to 580 kt during Fiscal Year 2024, an increase of 20%. Export sales decreased from 337 kt during Fiscal Year 2023 to 238 kt during Fiscal Year 2024, a decrease of 29%.

The daily average lead cash settlement price on the LME increased from \$2,101 per ton during Fiscal Year 2023 to \$2,122 per ton during Fiscal Year 2024, an increase of 1%.

Refined lead production increased from 211 kt for Fiscal Year 2023 to 216 kt for Fiscal Year 2024, an increase of 2%. Lead sales were in line with production.

Refined silver production increased from 714 tons during Fiscal Year 2023 to 746 tons during Fiscal Year 2024, an increase of 5%. This increase was primarily due to the management's operation and financial strategy. The daily average silver LBMA price marginally increased from \$21.4/oz to \$23.6/oz, an increase of 10% during Fiscal Year 2024 compared to Fiscal Year 2023. Sale of refined silver ingots were in line with production.

Zinc International

Segment revenue from our Zinc International Business was \$430 million in Fiscal Year 2024, a decrease of \$219 million, or 34% from \$649 million in Fiscal Year 2023. The decrease was due to lower production volumes and LME prices which was partially offset by lower treatment charges. Specifically:

Production of mined metal in concentrate from Black Mountain mines decreased from 65 kt during Fiscal Year 2023 to 61 kt during Fiscal Year 2024, a decrease of 4 kt or 6%, primarily due to lower grades which was partially offset by higher recoveries.

Production of zinc metal in concentrate from Gamsberg mine decreased from 208 kt in Fiscal Year 2023 to 147 kt in Fiscal Year 2024, a decrease of 61 kt or 29%, primarily due to lower throughput, grades and recovery.

The daily average zinc cash settlement price on the LME decreased from \$3,319 per ton during Fiscal Year 2023 to \$2,475 per ton during Fiscal Year 2024, a decrease of 25%.

The daily average lead cash settlement price on the LME increased from \$2,101 per ton during Fiscal Year 2023 to \$2,122 per ton during Fiscal Year 2024, an increase of 1%.

Oil and Gas

Segment revenue from our Oil and Gas Business was \$2,155 million in Fiscal Year 2024, an increase of \$282 million, or 15% to, from \$1,873 million in Fiscal Year 2023. The increase was due to the above-mentioned one-time arbitration award which was partially offset by fall in oil prices. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Copper

Segment revenue from our Copper Business was \$2,383 million in Fiscal Year 2024, an increase of \$204 million, or 9%, from \$2,179 million in Fiscal Year 2023. The increase was primarily due to higher sales volumes which was partially offset by lower LME prices.

Total production for the Fiscal Year 2024 was 141 kt as compared to 148 kt for the Fiscal Year 2023, a decrease of 5% on account of temporary disruptions in raw material sourcing.

Iron ore

Segment revenue from our Iron Ore Business was \$1,095 million in Fiscal Year 2024, an increase of \$286 million, or 35%, from \$809 million in Fiscal Year 2023. The increase was mainly due to the higher sales volumes in Karnataka and higher sales volume from our value-added business within the Iron Ore Business. Specifically:

Saleable iron ore production increased from 5.3 million dry metric tonnes during Fiscal Year 2023 to 5.6 million dry metric tonnes during Fiscal Year 2024.

Pig iron production increased from 696 kt in Fiscal Year 2023 to 831 kt in Fiscal Year 2024, an increase of 19%. This was primarily due to improvement in process efficiency and Fiscal Year 2023 production was impacted due to a shut down in one of smaller blast furnaces.

Steel

Segment revenue from our Steel Business was \$1,003 million in Fiscal Year 2024, an increase of \$25 million, or 3%, from \$978 million in Fiscal Year 2023. The increase was primarily due to higher sales volumes which was partially offset by lower realisation. Specifically:

Pig iron production increased from 192 kt during Fiscal Year 2023 to 203 kt during Fiscal Year 2024, an increase of 11 kt or 6%. The sale of pig iron increased from 193 kt during Fiscal Year 2023 to 206 kt during Fiscal Year 2024, an increase of 13 kt or 7%, in line with production.

Billet production increased from 947 kt (out of which 920 kt is internally consumed) during Fiscal Year 2023 to 997 kt (out of which 967 kt is internally consumed) during Fiscal Year 2024, an increase of 50 kt or 5%. The sale of billet increased from 19 kt during Fiscal Year 2023 to 26 kt during Fiscal Year 2024, an increase of 7 kt or 37%.

The production of TMT increased from 463 kt during Fiscal Year 2023 to 505 kt during Fiscal Year 2024, an increase of 42 kt or 9%. The sale of TMT increased from 450 kt during Fiscal Year 2023 to 513 kt during Fiscal Year 2024, an increase of 63 kt or 14%, in line with increase in production.

The production of wire rod increased from 407 kt during Fiscal Year 2023 to 436 kt during Fiscal Year 2024, an increase of 29 kt or 7%. The sale of wire rod increased from 404 kt in Fiscal Year 2023 to 437 kt in Fiscal Year 2024, an increase of 33 kt or 8%, in line with the increase in production.

The production of ductile iron pipe increased from 196 kt during Fiscal Year 2023 to 212 kt during Fiscal Year 2024, an increase of 16 kt or 8%. The sale of ductile iron pipe increased from 196 kt during Fiscal Year 2023 to 212 kt during Fiscal Year 2024, an increase of 21 kt or 11%, in line with the increase in production.

Power

Segment revenue from our Merchant Power Business was \$743 million in Fiscal Year 2024, a decrease of \$95 million, or 11% from \$838 million in Fiscal Year 2023. This was primarily due to lower volume and power realisation price. Specifically:

Power sold decreased from 14,835 units during Fiscal Year 2023 to 13,443 units during Fiscal Year 2024. The Jharsuguda 600 MW power plant operated at a plant load factor of 58% in Fiscal Year 2024, as compared to 63% in Fiscal Year 2023. At VPL, the sale of power increased to 10,278 units during Fiscal Year 2024 from 10,744 units during Fiscal Year 2023, in line with the power demand of our customer. The power purchase agreement with the State of Punjab compensates us based on the availability of the plant.

The average power realisation price (excluding VPL) for Fiscal Year 2023 and Fiscal Year 2024 was \$3.04 per unit and \$2.82 per unit, respectively. The average power realisation price for VPL for Fiscal Year 2023 and Fiscal Year 2024 was \$4.50 per unit and \$4.10 per unit, respectively, based on the plant availability factor.

The average power generation cost (excluding VPL) for Fiscal Year 2023 and Fiscal Year 2024 was \$2.38 per unit and \$2.57 per unit, respectively. The average power generation cost for VPL for Fiscal Year 2023 and Fiscal Year 2024 was 3.65 per unit and 3.26 per unit, respectively, based on the plant availability factor.

Operating Profit/(Loss)

Our operating profit was \$3,471 million in Fiscal Year 2024, an increase of \$453 million, or 15%, from \$3,018 million for Fiscal Year 2023.

EBITDA

Aluminium

EBITDA for our Aluminium Business was \$1,167 million in Fiscal Year 2024, an increase of \$468 million, or 67%, from \$699 million in Fiscal Year 2023 mainly due to the softening of input commodity prices with improved operational performance which was partially offset by lower LME prices and strategic hedging gain recognised in previous year.

Zinc India

EBITDA for our Zinc India Business was \$1,638 million in Fiscal Year 2024, a decrease of \$539 million, or 25%, from \$2,177 million in Fiscal Year 2023. The decrease was driven by lower zinc LME prices, zinc metal volumes and strategic hedging gain recognised in previous year, which was partially offset by higher silver and lead prices and volumes.

Zinc International

EBITDA for our Zinc International Business was \$84 million in Fiscal Year 2024, a decrease of \$157 million, or 65%, from \$241 million in Fiscal Year 2023. The decrease in our EBITDA was primarily on account of lower production volumes and LME prices.

Oil and Gas

EBITDA for our Oil and Gas Business was \$1,184 million in Fiscal Year 2024, an increase of \$212 million, or 22%, from \$972 million in Fiscal Year 2023. This was mainly due to the one-time arbitration award which was

partially offset by lower Dated Brent prices. Please see “*Our Business — Litigation*” for further details on the one-time arbitration award.

Copper

EBITDA for our Copper Business was \$(9) million in Fiscal Year 2024, a decrease of \$2 million, or 29%, from \$(7) million in Fiscal Year 2023. The decrease was primarily on account of global blister supply shortage.

Iron ore

EBITDA for our Iron Ore Business was \$200 million in Fiscal Year 2024, an increase of \$76 million or 60% from \$124 million in Fiscal Year 2023. This was mainly due to increase in sales at Karnataka and value-added business and softening of input commodity prices.

Steel

EBITDA for our Steel Business was \$27 million in Fiscal Year 2024, a decrease of \$12 million or 31%, from \$39 million in Fiscal Year 2023. This was driven by lower sale realisation which was partially offset by higher sales volumes.

Power

EBITDA for our Merchant Power business was \$117 million in Fiscal Year 2024, an increase of \$3 million, or 2%, from \$114 million in Fiscal Year 2023. This is primarily due to recognition of provisions in Jharsuguda power in Fiscal Year 2023.

Investment revenue, finance costs and other gains/(losses)

Our investment revenue was \$202 million in Fiscal Year 2024, a decrease of \$49 million, or 20%, from \$251 million in Fiscal Year 2023. This was mainly due to decrease in average investments which is partly offset by mark to market movement.

Our finance cost was \$1,882 million in Fiscal Year 2024, an increase of \$324 million, or 21%, from \$1,558 million in Fiscal Year 2023. This was primarily due to increase in average rate of borrowings, partly offset by decline in average borrowings.

Other gains/(losses) (net) in Fiscal Year 2024 was a loss of \$(37) million compared to a loss of \$(79) million in Fiscal Year 2023 on account of foreign exchange loss.

Profit for the year

As a result of the foregoing, our profit for Fiscal Year 2024 was \$99 million, a decrease of \$739 million, or 88%, from \$838 million for Fiscal Year 2023.

Liquidity and Capital Resources

Capital Resources

As of September 30, 2025, our consolidated cash and cash equivalents and current investments were \$2,627 million, the majority of which were denominated in Indian Rupee. Of this, \$636 million were cash and cash equivalents, and \$1,991 million were current investments. Current investments consist of investments in mutual funds and bank deposits with maturities of less than a year. Our investment policy is to invest in funds and banks with a low credit risk and high credit ratings.

The following table sets out our selected consolidated cash flow data and the cash and cash equivalents for Fiscal Years 2023, 2024 and 2025, and the six months ended September 30, 2024 and September 30, 2025.

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			(\$ million)		
Net cash generated from operating activities	2,786	2,484	2,683	1,106	1,259
Net cash used in investing activities	(637)	(1,898)	(2,353)	(1,662)	(1,322)
Net cash used in financing activities	(2,474)	(1,068)	(99)	1,239	131
Net increase/(decrease) in cash and cash equivalents.....	(325)	(482)	231	683	68
Effect of foreign exchange rate changes.....	(83)	(11)	(14)	4	(14)
Cash and cash equivalents at beginning of year/period	1,266	858	365	365	582
Cash and cash equivalents at end of year/period.....	858	365	582	1,052	636

Net cash inflow from operating activities

Net cash generated from operating activities was \$1,259 million in the six months ended September 30, 2025, primarily comprised of profit before taxation of \$933 million and the add-back of depreciation and amortisation of \$845 million, finance costs of \$781 million, other special items of \$164 million, investment revenues of \$(128) million and income taxes paid (net) of \$(328) million. Movement in working capital primarily comprised of an increase in inventories of \$392 million, an increase in receivables of \$388 million, and an increase in payables of \$379 million.

Net cash generated from operating activities was \$2,683 million in Fiscal Year 2025, primarily comprised of profit before taxation of \$3,783 million and the add-back of depreciation and amortisation of \$1,477 million, interest expense of \$2,033 million, \$(379) million of impairment reversal of assets (net), and \$(428) million in income tax paid (net). Movement in working capital primarily comprised of decrease in receivables of \$358 million, increase in inventories of \$262 million and decrease in payables of \$671 million.

Net cash generated from operating activities was \$1,106 million in the six months ended September 30, 2024, primarily comprised of profit before taxation of \$2,147 million and the add-back of depreciation and amortisation of \$657 million, finance costs of \$1,063 million, other non-cash items of \$27 million, investment revenues of \$(1,005) million, an impairment reversal of \$(279) million and income taxes paid (net) of \$(131) million. Movement in working capital primarily comprised of an increase in receivables of \$709 million, an increase in inventories of \$173 million, and an increase in payables of \$414 million.

Net cash generated from operating activities was \$2,484 million in Fiscal Year 2024, primarily comprised of profit before taxation of \$1,754 million and the add-back of depreciation and amortisation of \$1,283 million, interest expense of \$1,882 million, \$(28) million of impairment reversal of assets (net), and \$(351) million in

income tax paid (net). Movement in working capital primarily comprised of increase in receivables of \$35 million, decrease in inventories of \$204 million and decrease in payables of \$415 million.

Net cash (used)/inflow in investing activities

Net cash used in investing activities was \$(1,322) million in the six months ended September 30, 2025, primarily on account of purchases of property, plant and equipment (including intangibles and exploration and evaluation assets) of \$(1,224) million, short-term investments made of \$(8,255) million and purchase of long-term investments of \$(12) million, which was partially offset by proceeds from redemption of short-term investments amounting to \$8,167 million.

Net cash used in investing activities was \$(2,353) million in Fiscal Year 2025, primarily on account of purchase of property, plant and equipment (including intangibles, capital work-in-progress, capital advances and creditors) of \$(2,021) million and short-term investment made of \$(21,421) million, which was partially offset by proceeds from redemption of short-term/investments amounting to \$20,932 million.

Net cash used in investing activities was \$(1,662) million in the six months ended September 30, 2024, primarily on account of purchases of property, plant and equipment (including intangibles and exploration and evaluation assets) of \$(904) million, short-term investments made of \$(10,599) million, which was partially offset by proceeds from redemption of short-term investments amounting to \$9,664 million and an increase in cash and cash equivalents on regaining control of KCM of \$235 million.

Net cash used in investing activities was \$(1,898) million in Fiscal Year 2024, primarily on account of purchase of property, plant and equipment (including intangibles, capital work-in-progress, capital advances and creditors) of \$(2,019) million and short-term investment made of \$(8,028) million, which was partially offset by proceeds from redemption of short-term/investments amounting to \$8,199 million.

Net cash inflow/(used) in financing activities

Net cash inflow from financing activities was \$131 million in the six months ended September 30, 2025, primarily as a result of proceeds from long-term borrowings of \$2,914 million and proceeds from the sale of equity shares of a subsidiary without loss of control of \$348 million, which was partially offset by repayment of long-term borrowings of \$(2,626) million, payment of dividends to non-controlling interests of subsidiaries of \$(631) million, and repayment of other short-term borrowings of \$(270) million.

Net cash used in financing activities was \$(99) million in Fiscal Year 2025, primarily as a result of payment of dividends to equity holders of our Company, non-controlling interests of subsidiaries of \$(1,364) million, repayment of other short term borrowing of \$(1,481) million and repayment of long-term borrowing \$(6,960) million which was partially offset by proceeds from other short term borrowings of \$1,410 million and proceeds from long-term borrowing of \$6,528 million.

Net cash inflow from financing activities was \$1,239 million in the six months ended September 30, 2024, primarily as a result of proceeds from long-term borrowings of \$2,305 million, proceeds from the issuance of additional shares by a subsidiary of \$1,007 million and proceeds from the sale of equity shares of a subsidiary without loss of control of \$866 million, which was partially offset by payment of dividends to non-controlling interests of subsidiaries of \$(1,206) million, repayment of long-term borrowings of \$(2,068) million, and repayment of other short-term borrowings of \$(580) million.

Net cash used in financing activities was \$(1,068) million in Fiscal Year 2024, primarily as a result of payment of dividends to equity holders of our Company, non-controlling interests of subsidiaries of \$(967) million, repayment of other short term borrowing of \$(2,367) million and repayment of long-term borrowing \$(4,613) million which was partially offset by proceeds from other short term borrowings of \$1,301 million and proceeds from long-term borrowing of \$4,764 million.

Borrowings

The following table shows our total borrowings as of March 31, 2023, 2024 and 2025, and six months ended September 30, 2024 and September 30, 2025:

	Fiscal Year			Six months ended September 30	
	2023	2024	2025	2024	2025
			<i>(\$ million)</i>		
Non-current Borrowings	13,742	13,818	13,337	14,060	13,197
Less: Current maturities of long-term borrowings	(4,193)	(2,866)	(2,969)	(3,512)	(2,880)
Total Non-Current Borrowings (Net) (A)	9,549	10,952	10,368	10,549	10,317
Current Borrowings (B)	5,809	3,378	3,389	4,394	3,680
Total Borrowings (A+B)	15,358	14,330	13,757	14,943	13,997

As at March 31, 2025, we had access to funding facilities of \$14,164 million, which comprised of fund-based facilities and non-fund based facilities. Fund based facilities are contractual agreements with financial institutions to provide immediate cash, such as cash credit limits and term loans and non-fund based facilities are contractual agreements with financial institutions to provide cash upon fulfilment of certain conditions, such as bank guarantees and letters of credits.

	Total Facility		
	Total Facility	Drawn	Undrawn
		<i>(\$ million)</i>	
Fund based/Non Fund Based	14,164	12,226	1,938

Capital Expenditures

The following table shows our purchases of property, plant, equipment, intangibles, evaluation and exploration assets in Fiscal Years 2023, 2024 and 2025:

	Fiscal Year		
	2023	2024	2025
			<i>(\$ million)</i>
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets.....	2,121	2,418	5,345

In Fiscal Year 2024, majority of the capital expenditure was incurred mainly in our Aluminium, Oil and Gas and Zinc International Businesses. In Fiscal Year 2025, majority of the capital expenditure was incurred mainly in our Copper Zambia, Aluminium, Oil and Gas and Zinc India Businesses and in Athena.

The following table sets out details regarding our capital expenditure as of September 30, 2025, for projects in progress and capital expenditure with flexibility.

Capex in progress (\$ million)	Status	Capex Approved ⁽²⁾	Spent up to March 31, 2025	Spent in Fiscal Year 2026	Unspent as at September 30, 2025 ⁽³⁾
Oil and Gas⁽¹⁾					
Mangala, Bhagyam & Aishwariya infill, OALP, ABH infill, RDG infill, Offshore infill etc.	In progress	954	376	162	416
Aluminium					
Jharsuguda VAP capacity expansion and others	In progress	186	148	16	23
Coal and bauxite Mines (Jamkhani, Radhikapur, Kurloi, Ghoghrapalli, Sijimali)...	In progress	928	105	53	771
Lanjigarh refinery: 2 to 5 mtpa	In progress	742	580	50	112
BALCO smelter and VAP expansion	In progress	1,264	878	183	204
Zinc India					
250 KTPA Integrated Zinc metal complex	In progress	1,351	0	1	1,351
RA Tailing Reprocessing.....	In progress	431	0	4	427
Roaster (Debari)	In progress	115	110	3	3
Others	In progress	366	177	70	119
Zinc International					
Gamsberg Phase II Project.....	In progress	595	325	75	195
Iron Ore projects.....	In progress	37	26	1	10
ESL					
1.5 to 3 mtpa hot metal	In progress	321	174	32	114
FACOR					
1.5MTPA ROM at Ostapal Underground mine and set up of 300KTPA Ferro Chrome plant.....	In progress	298	24	82	192
Athena					
Power project.....	In progress	436	171	111	154
Iron Ore					
DIP Plant VAB.....	In progress	81	15	8	58
3 mtpa magnetite iron ore concentrator plant at Liberia (WCL).....	In progress	280	0	1	279
Vedanta Copper International					
Copper Rod Plant – KSA	In progress	31	2	1	29
KCM					
Konkola deep mining project	In progress	39	0	8	31

Notes:

- (1) Capital expenditure approved for Cairn represents net capital expenditure. However, gross capital expenditure is \$1.5 billion.
- (2) Based on closing rate at end of quarter.
- (3) Unspent capital expenditure represents the difference between total projected capital expenditure and cumulative spend as at March 31, 2025.

We may undertake additional capital expenditures as opportunities or needs arise. In addition, we may increase, reduce or suspend our planned capital expenditures or change the timing and use of our capital expenditures from what is currently planned in response to market conditions or for other reasons.

Our ability to maintain and grow our revenue, net income and cash flows depends upon continued capital spending. Our current and future projects may be significantly delayed by the failure to receive regulatory approvals or renewal of approvals in a timely manner, failure to obtain sufficient funding, technical difficulties, human resources constraints, technological or other resource constraints or for other unforeseen reasons, events or circumstances. See the section entitled “*Risk Factors — Risks Relating to Business*” for more information. We adjust our capital expenditure plans and investment budget periodically, based on factors we deem relevant. Therefore, our actual capital expenditures and investments are likely to be different from our current planned amounts, and such differences may be significant.

Contractual Obligations

The following table sets out our total future commitments to settle contractual obligations as of March 31, 2025:

Payment due by period	< 1 year	1-3 years	3-5 years	> 5 years	Total
Trade and other payables ⁽¹⁾	6,106	117	-	-	6,223
Bank and other borrowings ⁽²⁾	4,651	6,904	3,253	3,145	17,953
Lease liability	91	56	9	37	193
Derivative liabilities.....	34	5	-	-	39
Total	10,882	7,082	3,262	3,182	24,408

Notes:

- (1) Excludes accrued interest which has been included with borrowings.
- (2) Includes current and non-current borrowings and committed interest payments.

Our total future commitments to settle contractual obligations, as of March 31, 2025, were \$24,408 million.

We also have commitments to purchase copper concentrate for our copper custom smelting operations. These commitments are based on future LME copper spot prices which are not ascertainable as of the date of this Offering Circular.

Off-Balance Sheet Arrangements

We have no off-balance sheet entities. In the normal course of business, we enter into certain commitments for capital and other expenditures and certain performance guarantees. The aggregate amount of indemnities and other guarantees on which there is no expected material losses as of September 30, 2025 amounted to \$1,507 million (March 31, 2025: \$1,351 million).

Details of our indemnities and other guarantees are set out in “— *Guarantees*”. Details of our capital commitments and contingencies are set out below.

Capital Commitments Contracted but Not Provided

We have a number of continuing operational and financial commitments in the normal course of business. Capital commitments contracted but not provided as of September 30, 2025 amounted to \$2,272 million (March 31, 2025: \$2,171 million), related primarily to capacity expansion projects, including the construction of new facilities and the expansion of existing facilities.

Contingencies

As is typical for a group of its size and complexity, we are subject to litigation cases from time to time. We and certain of our subsidiaries have been named as parties to legal actions by third-party claimants and by the Indian sales tax, excise and related tax authorities for additional sales tax, excise and indirect duties. These claims primarily relate either to the assessable values of sales and purchases or to incomplete documentation supporting its tax returns. We have ongoing disputes with income tax authorities relating to the tax treatment of certain items.

We are involved in various tax disputes amounting to \$116 million as of September 30, 2025 (March 31, 2025: \$121 million) relating to income tax. It also includes similar matters where initial assessment is pending for subsequent periods and where we have made claims and assessments are in progress. These mainly relate to the disallowance of tax holidays and depreciation under the Income-tax Act, 1961 and interest thereon which are pending at various appellate levels. Penalties, if any, may be additional. Based on detailed evaluations and supported by external legal advice, where necessary, we believe that we have strong merits and no material adverse impact is expected.

We are subject to various claims and exposures which arise in the ordinary course of conducting and financing its business from the excise, indirect tax authorities and others. These claims and exposures mostly relate to the assessable values of sales and purchases or to incomplete documentation supporting the companies’ returns or other claims. The approximate value of claims (excluding the items as set out separately above) against our Group companies total \$473 million (March 31, 2025: \$620 million). Based on evaluations of the matters and legal advice obtained, we believe that we have strong merits in our favour. Accordingly, no provision is considered at this stage. Except as described above, there are no pending litigations which we believe could reasonably be expected to have a material adverse effect on our results of operations, cash flows or the financial position.

Therefore, we have not recorded any additional liability in relation to litigation matters in our accompanying consolidated financial statements.

Guarantees

We provide guarantees within the normal course of business. Guarantees have also been provided in respect of certain short-term and long-term borrowings.

As of September 30, 2025, we advanced guarantees totalling \$1,507 million in the normal course of business. This includes guarantees and bonds advanced to the customs authorities in India of \$183 million relating to the export and payment of import duties on purchases of raw material and capital goods including export obligations, \$13 million to the tax department of the GoI on behalf of Vedanta Incorporated (formerly known as Volcan Investments Limited) as a collateral in respect of certain tax disputes, \$12 million issued under bid bond for placing bids, \$556 million issued for Group’s share of minimum work programme commitments and other guarantees worth \$743 million issued for securing supplies of materials and services, in lieu of advances received from customers, litigation, for provisional valuation of custom duty and also to various agencies,

suppliers and government authorities for various purposes. We do not anticipate any amount due on these guarantees.

Export obligations

As of September 30, 2025, our Indian subsidiaries have export obligations of \$665 million (March 31, 2025: \$272 million) on account of concessional rates of import duty paid on capital goods under the Export Promotion Capital Goods Scheme and under the Advance Licence Scheme for the import of raw material prescribed by the GoI. In the event of our inability to meet our obligations, our liability would be \$124 million (March 31, 2025: \$72 million) plus applicable interest. We have given bonds of \$176 million (March 31, 2025: \$114 million) to customs authorities against these export obligations.

Quantitative and Qualitative Disclosure about Market Risk Disclosure

We are exposed to market risk from changes in foreign exchange rates, interest rates, counterparty and concentration of credit, and commodity prices.

We use derivative instruments to manage the exposure in foreign currency exchange rates, interest rates and commodity prices. We do not acquire or issue derivative financial instruments for trading or speculative purposes. We do not enter into complex derivative transactions to manage the treasury and commodity risks. Both treasury and commodities derivative transactions are normally in the form of forward contracts and interest rate and currency swaps and these are subject to our guidelines and policies.

Foreign Exchange Rate Risk

Considering the countries and the economic environment in which we operate, our results of operations may be affected by fluctuations in the exchange rates primarily between the US dollar, Emirati Dirham, Great Britain Pound, Japanese Yen, Euro, Indian Rupee, South African Rand and Namibian dollar. Exposures on foreign currency loans are managed through the foreign exchange hedging policy which is reviewed periodically to ensure that the risk from fluctuating currency exchange rates is appropriately managed. We strive to achieve asset liability offset of foreign currency exposures and only the net position is hedged. Natural hedges available in the business are identified at each entity level and hedges are placed only for the net exposure. Short term net exposures are hedged progressively based on their maturity. A more conservative approach has been adopted for project expenditures to avoid budget overruns, where cost of the project is calculated taking into account the hedge cost. The hedge mechanisms are reviewed periodically to ensure that the risk from fluctuating currency exchange rates is appropriately managed.

We have in the past held or issued instruments such as options, swaps and other derivative instruments for purposes of mitigating exposure to exchange rate risk. We do not enter into hedging instruments for speculative purposes.

Our exposure to foreign currency arises where our group company holds monetary assets and liabilities denominated in a currency different to the functional currency of that entity with US dollar being the major non-functional currency exposure of our main operating entities. Set out below is the impact of a 10% change in the US dollar against Indian Rupee on profit/(loss) and equity arising as a result of the revaluation of our foreign currency financial instruments.

	March 31, 2025		
	Closing exchange rate	Effect on pre-tax profit/(loss) of 10% increase in currency	Effect on pre-tax equity of 10% increase in currency
Currency			
US dollar	85.4655	227	—

The sensitivities are based on financial assets and liabilities held at March 31, 2025 where balances are not denominated in the functional currency of the respective subsidiaries. The sensitivities do not take into account our sales and costs and the results of the sensitivities could change due to other factors such as changes in the value of financial assets and liabilities as a result of non-foreign exchange influenced factors. A 10% depreciation of the US dollar against Indian Rupee would have an equal and opposite effect on our financial instruments.

Counterparty and Concentration of Credit Risk

We are exposed to credit risk from trade receivables, contract assets, cash and cash equivalents, short-term investments and other financial instruments.

We have clearly defined policies to mitigate counterparty risks. For short-term investments, counterparty limits are in place to limit the amount of credit exposure to any one counterparty. This, therefore, results in diversification of credit risk for mutual fund and bond investments. For derivative and financial instruments, we attempt to limit the credit risk by only dealing with reputable banks and financial institutions.

Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of national standing. Moreover, given the diverse nature of our businesses trade receivables are spread over a number of customers with no significant concentration of credit risk. During Fiscal Years 2024 and 2025, and the six months ended September 30, 2024 and September 30, 2025, no single customer accounted for 10% or more of our revenue or for any of our primary businesses. The history of trade receivables shows a negligible provision for bad and doubtful debts and we do not expect any material risk on account of non-performance by any of our counterparties.

Our maximum gross exposure to credit risk as of September 30, 2025 was \$4,681 million compared to \$6,230 million as of September 30, 2024.

Commodity Price Risk

We are exposed to the movement of base metal commodity prices on the LME. Any decline in the prices of the base metals that we produce, and sell will have an immediate and direct impact on the profitability of the businesses. As a general policy, we aim to sell the products at prevailing market prices. The commodity price risk in import of input commodities such as copper concentrate and alumina, for our Copper and Aluminium Business respectively, is hedged on a back-to-back basis ensuring no price risk for the business.

Hedging is used primarily as a risk management tool and, in some cases, to secure future cash flows in cases of high volatility by entering into forward contracts or similar instruments. The hedging activities are subject to strict limits set out by the Board and to a strictly defined internal control and monitoring mechanism. Decisions relating to hedging of commodities are taken at the Executive Committee level, based on applicable guidelines.

While we aim to achieve average LME prices for a month or a year, average realised prices may not necessarily reflect the LME price movements because of a variety of reasons such as uneven sales during the year and timing of shipments.

We are also exposed to the movement of international crude oil price and the discount in the price of Rajasthan crude oil to Dated Brent price.

Financial instruments with commodity price risk are entered into in relation to the following activities: (i) economic hedging of prices realised on commodity contracts; and (ii) cash flow hedging of revenues and forecasted highly probable transactions.

Aluminium

The requirement of the primary raw material, alumina, is partly met from our own sources and the rest is purchased primarily on negotiated price terms. Sales prices are linked to the LME prices. At present on a selective basis we hedge the aluminium content in outsourced alumina to protect our margins.

We also enter into hedging arrangements for our aluminium sales to realise average month of sale LME prices.

Zinc, Lead and Silver

The sales prices for zinc, lead and silver are linked to the LME prices. We also enter into hedging arrangements for our zinc, lead and silver sales to realise month of sale LME prices.

In Zinc International, raw material for zinc and lead is mined in Namibia and South Africa with sales prices linked to the LME prices.

Oil and Gas

The prices of various crude oils are based upon the price of the key physical benchmark crude oil such as Dated Brent, West Texas Intermediate, and Dubai/Oman etc. The crude oil prices move based upon market factors, such as supply and demand. The regional producers price their crude on the basis of the benchmark crude with a premium or discount over the benchmark based upon quality differential and competitiveness of various grades.

Natural gas markets are evolving differently in important geographical markets. There is no single global market for natural gas. This could be owing to difficulties in large-scale transportation over long distances as compared to crude oil. Globally, there are three main regional hubs for pricing of natural gas, namely the United States (Henry Hub Prices), the United Kingdom (NBP Price) and Japan (imported gas price, mostly linked to crude oil).

Copper

Our custom smelting copper operations at Silvassa are benefited by a natural hedge except to the extent of a possible mismatch in quotational periods between the purchase of copper concentrates and blisters with the sale of finished copper. Our policy on custom smelting is to generate margins from Rc, improving operational efficiencies, minimising conversion cost, generating a premium over LME on sale of finished copper, sale of by-products and from achieving import parity on domestic sales. Hence, mismatches in quotational periods are managed to ensure that the gains or losses are minimised. We hedge this variability of LME prices through forward contracts and try to make the LME price a pass-through cost between purchases of copper concentrate and sales of finished products, both of which are linked to the LME price.

Rc is a major source of income for the Indian copper smelting operations. Fluctuation in Rc is influenced by factors including demand and supply conditions prevailing in the market for smelters output. Our Copper Business has a strategy of securing a majority of our concentrate feed requirement under long-term contracts with smelters/traders.

Iron Ore

We sell our iron ore production from Goa at the prevailing market prices and from Karnataka through an e-auction route as mandated by the State Government of Karnataka in India.

Provisionally priced financial instruments

On March 31, 2025, the value of net financial liabilities linked to commodities (excluding derivatives) accounted for on provisional prices was a liability of \$86 million (March 31, 2024: liability of \$43 million). These instruments are subject to price movements at the time of final settlement and the final price of these instruments will be determined in the period following March 31, 2025.

Set out below is the impact of a 10% increase in LME prices on loss for the year and total equity as a result of changes in value of our commodity financial instruments as of March 31, 2025 and 2024:

	Total Exposure	Effect on pre-tax loss of a 10% increase in the LME	Effect on pre-tax equity of a 10% increase in the LME
Commodity price sensitivity			
Copper (March 31, 2025).....	(184)	(18)	—
Copper (March 31, 2024).....	(71)	(7)	—

The above sensitivities are based on volumes, costs, exchange rates and other variables and provide the estimated impact of a change in LME prices on profit and equity assuming that all other variables remain constant. A 10% decrease in LME prices would have an equal and opposite effect on our financial instruments.

Further, the impact of a 10% increase in closing copper LME price for provisionally priced copper concentrate purchased at our Copper Business custom smelting operations as at March 31, 2025 is of \$25 million (March 31, 2024: \$12 million), which is pass through in nature and as such will not have any impact on profitability.

Known Trends or Uncertainties

Other than as described in this Offering Circular, particularly in this section and the section titled “*Risk Factors*”, to our knowledge, there are no trends or uncertainties that have or had or are expected to have a material adverse impact on our income from continuing operations.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. For details, see “*Related Party Transactions*”.

Unusual or Infrequent Events or Transactions

As otherwise described in this Offering Circular, to our knowledge, there have been no events or transactions that may be described as “unusual” or “infrequent”.

Seasonality

Our Iron Ore Business’s mining operations are affected by changes in weather conditions, particularly heavy rains. Goa, where our iron ore mining operations are located, experiences monsoon seasons, which usually occurs from early June to early October. During the monsoon season, restricted barge movements result in

significantly lower exports through the Mormugao port in Goa, where our iron ore is shipped to customers. We attempt to mitigate the effects of the monsoon season by concentrating on mine development and extracting larger quantities of overburden waste during the monsoon season in order to permit speedier extraction of iron ore during the dry season. In addition, during the monsoon season, we typically conduct annual maintenance at our processing plants and our other mining machinery.

Our Oil and Gas, Zinc, Lead and Silver, Copper, Aluminium and Merchant Power Businesses are not subject to seasonality.

Competitive Conditions

We expect competition from existing and potential competitors to intensify. For further details regarding our competitive conditions and our main competitors, see the sections “*Risk Factors*” and “*Our Business*” of this Offering Circular.

Future Relationship between Costs and Income

Other than as described in the sections “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” of this Offering Circular, to our knowledge, there are no known factors which will have a material adverse impact on our operations and finances.

Significant Dependence on a Single or Few Customers

For details, please refer to the sections “*Risk Factors*” and “*Our Business*” in this Offering Circular.

Significant Developments after September 30, 2025

Other than as disclosed in this Offering Circular, there have been no significant developments after September 30, 2025 that have had any material impact on our business, financial condition and results of operations.

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND DISCUSSION AND ANALYSIS OF VEDANTA LIMITED

As our Group has not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025, we have included Vedanta Limited's audited consolidated financial statements as of and for Fiscal Years 2026 and 2025 ("**Vedanta Limited's Audited Financial Statements**") elsewhere in this Offering Circular. Prior to the Scheme of Arrangement becoming effective, Vedanta Limited was the primary operating subsidiary of our Company and included all of our operating assets except for KCM. For Fiscal Year 2025, Vedanta Limited, on a consolidated basis together with its subsidiaries, joint ventures and its associates, contributed 94% of our EBITDA. Whilst we believe that the financial condition, cash flows and results of operations of Vedanta Limited (on a consolidated basis) as reflected in Vedanta Limited's Fiscal 2026 Audited Financial Statements provides a meaningful reflection of our financial condition, cash flows and results of operations expected for the same period, there can be no assurance and none of the Joint Global Coordinators and Managers or any of their respective affiliates, directors or advisors makes any representation or warranty, express or implied, that Vedanta Limited's Audited Financial Statements would be sufficiently representative of our financial condition, cash flows and results of operations expected for the same period. See "Risk Factors – Operating Risks – Vedanta Limited's Fiscal 2026 Audited Financial Statements may not be representative of our financial condition, results of operations and cash flows for the same period.". Further, following the Scheme of Arrangement becoming effective on May 1, 2026, the Aluminium Business, the Merchant Power Business, the Oil and Gas Business and the Iron Ore Business undertakings, together with their respective operating assets, were transferred to and vested in the respective Resulting Companies, each being a direct or indirect subsidiary of our Company, and such businesses and their operating assets no longer form part of Vedanta Limited's business or consolidated financial position. The business of Vedanta Limited now comprises Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses only. See also "Our Business – Recent Developments – Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement" and "Risk Factors – Risks Relating to Business – The Resulting Companies have not previously operated as independent standalone businesses and may face significant challenges following the Recent Demerger.". Certain items, such as total indebtedness of certain of our offshore subsidiaries, including the Subsidiary Guarantors, would not be reflected in Vedanta Limited's consolidated financial statements.

Vedanta Limited's Audited Financial Statements have been prepared in accordance with Indian Accounting Standards ("**Ind AS**") prescribed under Section 133 of the Companies Act and other accounting principles generally accepted in India. Significant differences exist between Ind AS and IFRS, hence the adjustments that are ultimately required to convert from Ind AS to IFRS could be significant. For a summary of the significant differences between Ind AS and IFRS, see the section entitled "Summary of Significant Differences Between IFRS and Ind AS". Potential investors should consult their own professional advisers for an understanding of the differences between Ind AS and IFRS, and how these differences might affect their understanding of the financial information contained herein.

Vedanta Limited's Audited Financial Statements have been audited by S.R. Batliboi & Co. LLP, Chartered Accountants, as stated in their report included elsewhere in this Offering Circular.

Vedanta Limited's Audited Financial Statements are included elsewhere in this Offering Circular. The following tables present the selected historical consolidated financial information for Vedanta Limited for the periods ended and at the dates indicated below. The financial information of Vedanta Limited for the Fiscal Year 2026 has been derived from Vedanta Limited's Fiscal 2026 Audited Financial Statements. The financial information of Vedanta Limited for the Fiscal Year 2025 has been extracted from comparative information of Vedanta Limited's Fiscal 2026 Audited Financial Statements. Vedanta Limited's Audited Financial Statements should be read in conjunction with the notes, the auditor's report thereto, included elsewhere in this Offering Circular.

The audit report to the Vedanta Limited's Fiscal 2026 Audited Financial Statements includes emphasis-of-matters. See "Risk Factors – Risks Relating to Business – Auditor report of Vedanta Limited's Fiscal 2026 Audited Financial Statements contain, inter alia, emphasis-of-matters."

Following the Scheme of Arrangement, which became effective on May 1, 2026, Vedanta Limited comprises Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses as on the date of this Offering Circular.

In this section, segment revenue, segment assets, segment liabilities and segment results for Aluminium Business, Zinc India Business, Zinc International Business, Oil and Gas Business, Copper Business, Iron Ore Business and Power Business represents Segment Revenue, Segment Assets, Segment Liabilities and Segment Results, respectively, of the respective Business Segments as per Ind AS 108 – Operating Segments.

Vedanta Limited's Consolidated Summary Statement of Profit and Loss

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Continuing operations:			
Revenue from operations			
Revenue.....	61,605	76,672	8,677
Other operating income	1,112	1,765	200
Total revenue from operations	62,717	78,437	8,877
Other income	1,830	1,550	175
Total income.....	64,547	79,987	9,052
Expenses			
Cost of materials consumed	23,102	29,891	3,383
Purchases of stock-in-trade	173	260	29
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(695)	(227)	(26)
Power and fuel charges	3,640	3,651	413
Employee benefits expense	1,722	1,748	198
Finance costs.....	4,197	2,817	319
Depreciation, depletion and amortization expense.....	4,233	4,810	544
Other expenses	16,197	19,930	2,256
Total expenses	52,569	62,880	7,116
Profit before share in profit of jointly controlled entities and associates, exceptional items and tax.....	11,978	17,107	1,936
Add: Share in profit/ (loss) of jointly controlled entities and associates	1	(1)	(0)

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Profit before exceptional items and tax	11,979	17,106	1,936
Net exceptional (loss)/gain.....	(351)	20	2
Profit before tax.....	11,628	17,126	1,938
Tax expense/(benefit)			
Other than exceptional items			
Net current tax expense.....	2,909	4,349	492
Net deferred tax (benefit)/ expense	(536)	292	33
Exceptional Items			
Net current tax (benefit)/expense	(21)	6	1
Net deferred tax (benefit).....	-	(1)	(0)
Net tax expense	2,352	4,646	526
Net profit after tax from continuing operations	9,276	12,480	1,412
Discontinued Operations			
Profit before exceptional items and tax	13,030	22,498	2,546
Net exceptional gain/ (loss).....	2,219	(4,198)	(475)
Net tax expense	3,990	5,684	643
Net profit after tax from discontinued operations.....	11,259	12,616	1,428
Net profit after tax (A)	20,535	25,096	2,840
Other comprehensive income/ (loss) from continuing operations			
Items that will not be reclassified to profit or loss			
Re-measurement gain on defined benefit plans	15	11	1
Tax expense.....	-	(1)	(0)
(Loss)/ gain on FVOCI equity investment	(15)	52	6
	-	62	7
Items that will be reclassified to profit or loss			
Net loss on cash flow hedges recognised	(19)	(470)	(53)
Tax benefit.....	6	120	14
Net gain/ (loss) on cash flow hedges recycled to profit or loss	2	(1)	(0)
Tax (expense)/ benefit.....	(2)	6	1

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Net gain/ (loss) on FVOCI debt investment.....	30	(3)	(0)
Tax (expense)/ benefit.....	(3)	0	0
Exchange differences on translation.....	84	1,458	165
	98	1,111	126
Other comprehensive income/ (loss) from discontinued operations			
Items that will not be reclassified to profit or loss			
Re-measurement (loss) on defined benefit plans.....	(17)	(28)	(3)
Tax benefit.....	2	4	0
	(15)	(24)	(3)
Items that will be reclassified to profit or loss			
Net gain/ (loss) on cash flow hedges recognized during the period	623	(4,535)	(513)
Tax (expense)/ benefit.....	(157)	1,139	129
Net (loss)/ gain on cash flow hedges recycled to profit or loss	(304)	319	36
Tax benefit/ (expense).....	77	(80)	(9)
Exchange differences on translation.....	188	526	60
Tax benefit.....	16	41	5
	443	(2,580)	(292)
Total Other Comprehensive Income/ (Loss), net of tax (B).....	526	(1,431)	(162)
Total Comprehensive Income, net of tax (A+B).....	21,061	23,665	2,678
Profit attributable to:			
Owners of Vedanta Limited	14,988	17,391	1,968
Non-controlling interests	5,547	7,705	872
Other Comprehensive Income/ (Loss) attributable to:			
Owners of Vedanta Limited	435	(1,273)	(144)
Non-controlling interests	91	(158)	(18)

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Total Comprehensive Income attributable to:			
Owners of Vedanta Limited	15,423	16,118	1,824
Non-controlling interests	5,638	7,547	854
Earnings per equity share			
Nominal value per share: ₹1 (31 March 2025: ₹1)			
Earnings per equity share for continuing operations (₹)			
– Basic	13.38	18.09	2.05
– Diluted	13.27	17.94	2.03
Earnings per equity share for discontinued operations (₹)			
– Basic	25.59	26.49	3.00
– Diluted	25.38	26.27	2.97
Earnings per equity share for continuing and discontinued operations (₹)			
– Basic	38.97	44.58	5.05
– Diluted	38.65	44.21	5.00

Vedanta Limited's Consolidated Summary Balance Sheet

	As at		
	March 31,	March 31,	
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
ASSETS			
Non-current assets			
Property, Plant and Equipment.....	97,834	30,027	3,398
Capital work-in-progress.....	30,939	10,310	1,167
Intangible assets	2,071	521	59
Exploration intangible assets under development	2,957	221	25
Investments accounted for using the equity method	27	31	4
Financial assets			
Investments.....	1,596	1,252	142
Loans	1,799	39	4
Trade receivables	2,451	-	-
Derivatives.....	-	90	10
Others	3,015	840	95
Deferred tax assets (net).....	3,353	926	105
Income tax assets (net)	1,523	1,310	148
Other non-current assets.....	3,963	1,620	183
Total non-current assets.....	1,51,528	47,187	5,340
Current assets			
Inventories.....	14,474	5,414	613
Financial assets			
Investments.....	12,909	14,135	1,600
Trade receivables	3,636	1,305	148
Cash and cash equivalents	3,993	1,370	155
Other bank balances.....	2,977	2,369	268
Loans	1,840	1	0
Derivatives.....	434	411	47
Others	7,597	277	31
Income tax assets (net)	88	49	6
Other current assets	3,817	1,479	167
Total current assets	51,765	26,810	3,034
Assets classified as held for distribution	-	1,59,240	18,022
Total Assets	2,03,293	2,33,237	26,397

	As at		
	March 31, 2025	March 31, 2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
EQUITY AND LIABILITIES			
Equity			
Equity share capital	391	391	44
Other equity	40,821	49,261	5,575
Equity attributable to owners of Vedanta Limited	41,212	49,652	5,619
Non-controlling interests	12,541	18,925	2,142
Total Equity	53,753	68,577	7,761
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	52,712	16,209	1,834
Lease liabilities	572	326	37
Derivatives	46	60	7
Other financial liabilities	985	312	35
Provisions	3,223	746	84
Deferred tax liabilities (net)	13,043	4,901	555
Other non-current liabilities	5,384	1,168	132
Total non-current liabilities	75,965	23,722	2,685
Current liabilities			
Financial liabilities			
Borrowings	21,141	10,786	1,221
Lease liabilities	761	523	59
Operational buyers' credit / suppliers' credit	16,293	5,103	578
Trade payables			
(a) Total outstanding dues of micro and small enterprises	40	-	-
(b) Total outstanding dues of creditors other than micro and small enterprises	10,155	7,250	821
Derivatives	279	569	64
Other financial liabilities	16,006	6,989	791
Other current liabilities	7,370	2,276	258
Provisions	372	76	9

	As at		
	March 31,	March 31,	
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
Income tax liabilities (net)	1,158	1,451	164
Total current liabilities	73,575	35,023	3,964
Liabilities directly associated with the assets held for distribution	-	1,05,915	11,987
Total Equity and Liabilities	203,293	2,33,237	26,397

Vedanta Limited's Consolidated Summary Statement of Cash Flows

	Fiscal Year		
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax from continuing operations	11,628	17,126	1,938
Profit before tax from discontinued operations.....	15,249	18,300	2,071
Profit before tax from continuing and discontinued operations	26,877	35,426	4,009
Adjustments for:			
Depreciation, depletion and amortisation.....	11,139	9,807	1,110
Impairment (reversal)/ charge on property, plant and equipment/ Capital work-in-progress (CWIP)/ Other assets written off (net).....	(2,090)	1,820	206
Other exceptional items loss	195	1,610	182
Allowance of impairment on financial and non-financial assets/ bad debts written off	343	649	73
Exploration costs written off.....	459	1,252	142
Liabilities written back.....	(469)	(409)	(46)
Fair value gain on financial assets held at fair value through profit or loss.....	(262)	(216)	(24)
Loss on sale/ discard of property, plant and equipment (net)	(191)	(13)	(1)
Foreign exchange loss/ (gain) (net).....	57	(76)	(9)
Unwinding of discount on decommissioning liability	142	152	17
Share in (profit)/ loss of jointly controlled entities and associates.....	(1)	1	0
Share based payment expense.....	58	53	6

	Fiscal Year		
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
Interest income	(2,388)	(2,408)	(273)
Dividend income	(35)	(33)	(4)
Interest expense	9,772	8,199	928
Amortization of deferred government grant	(296)	(321)	(36)
Changes in working capital			
Decrease/ (increase) in trade and other receivables	5,553	(3,867)	(438)
(Increase) in inventories	(1,714)	(1,027)	(116)
(Decrease)/ increase in trade and other payables	(5,862)	1,076	122
Increase/ (decrease) in operational buyers' credit / suppliers' credit	1,358	(4,041)	(457)
Cash generated from operations	42,645	47,635	5391
Income taxes paid (net of refunds)	(3,083)	(8,136)	(921)
Net cash generated from operating activities	39,562	39,499	4,470
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment (including intangibles, CWIP, capital advances and creditors)	(17,005)	(20,876)	(2,363)
Proceeds from sale of property, plant and equipment	291	124	14
Loans repaid by related parties	2	1,856	210
Loans given to related parties	(2)	-	-
Deposits made	(40,362)	(16,421)	(1,858)
Proceeds from redemption of deposits	38,026	14,737	1,668
Short term investments made	(1,13,800)	(1,15,947)	(13,122)
Proceeds from sale of short term investments	1,12,061	1,11,218	12,587
Interest received	2,390	2,115	239
Dividends received	35	33	4
Payment made to site restoration fund	(212)	(712)	(81)
Purchase of long term investments	(614)	(465)	(53)
Net cash used in investing activities	(19,190)	(24,338)	(2,754)
CASH FLOWS FROM FINANCING ACTIVITIES			
Issue of ordinary shares	8,500	-	-
Payment of share issue expenses	(66)	-	-

	Fiscal Year		
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
Proceeds from short-term borrowings (net)	(197)	1,364	154
Proceeds from current borrowings	11,923	6,093	690
Repayment of current borrowings.....	(12,525)	(8,857)	(1,002)
Proceeds from long-term borrowings.....	27,754	28,623	3,239
Repayment of long-term borrowings	(25,580)	(22,277)	(2,521)
Borrowings repaid to related parties	(7)	-	-
Interest paid.....	(10,458)	(9,124)	(1,033)
Proceeds from sale of equity shares of subsidiary without loss of control.....	3,134	6,292	712
Payment of dividends to equity holders of the Company.	(16,772)	(13,279)	(1,503)
Payment of dividends to non-controlling interests.....	(4,419)	(1,546)	(175)
Principal payment of lease liabilities	(387)	(428)	(48)
Interest payment of lease liabilities	(81)	(116)	(13)
Purchase of treasury shares for stock options	(42)	(294)	(33)
Net cash used in financing activities	(19,223)	(13,549)	(1,533)
Effect of exchange rate changes on cash and cash equivalents	32	204	23
Net increase in cash and cash equivalents.....	1,181	1,816	206
Cash and cash equivalents at the beginning of the year ...	2,812	3,993	452
Cash and cash equivalents at end of the year	3,993	5,809	657

Vedanta Limited's Consolidated Business Segment Data

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Segment revenue			
Continuing operations			
Zinc India	32,903	39,057	4,420
Zinc International.....	3,918	4,860	550
Copper.....	23,051	31,069	3,516
Power	137	135	15

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Others	2,144	2,165	245
Total segment revenue from continuing operations (A)	62,153	77,286	8,747
Discontinued Operations			
Oil & Gas	11,044	9,582	1,084
Aluminium	58,522	65,847	7,452
Iron Ore	6,086	6,457	731
Power	6,022	8,891	1,006
Others	7,936	7,306	827
Total segment revenue from discontinued operations (B)	89,610	98,083	11,101
Total segment revenue from continuing and discontinued operations (A) + (B)	1,51,763	1,75,369	19,847
Less: Inter Segment Revenue	1,038	1,294	146
Revenue	1,50,725	1,74,075	19,701
Add: Other operating income	2,243	3,119	353
Total Revenue from Operations	1,52,968	1,77,194	20,054
Segment results (VEDL EBITDAx)			
Continuing operations			
Zinc India	17,365	22,056	2,496
Zinc International	1,321	1,321	150
Copper	(112)	(48)	(5)
Power	87	89	10
Others	236	1	0
Total segment results from continuing operations (C)	18,897	23,419	2,650
Discontinued operations			
Oil & Gas	4,664	4,350	492
Aluminium	17,798	25,502	2,886
Iron Ore	1,006	1,007	114
Power	650	1,534	174

	Fiscal Year		
	2025	2026	
	(₹ in crore except as stated)	(₹ in crore except as stated)	(\$ in million except as stated)
Others	526	164	19
Total segment results from discontinued operations (D)	24,644	32,557	3,685
Total segment results (VEDL EBITDAx) from continuing and discontinued operations (C) + (D)	43,541	55,976	6,335
	As at		
	March 31, 2025	March 31, 2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
Segment assets			
Continuing operations			
Zinc India	24,126	27,474	3,109
Zinc International	10,000	13,521	1,530
Copper	4,601	5,837	661
Power	553	529	60
Others	2,733	3,489	395
Total segment assets from continuing operations	42,013	50,850	5,755
Discontinued operations			
Oil & Gas	24,285	25,806	2,921
Aluminium	73,113	80,592	9,121
Iron Ore	6,181	5,408	612
Power	16,534	16,876	1,910
Others	7,413	7,996	905
Total segment assets from discontinued operations	1,27,526	1,36,678	15,469
Unallocated			
Financial assets investments	14,505	20,194	2,285
Deferred tax assets	3,353	3,292	373
Income tax assets	1,611	1,501	170
Cash and bank balances (including restricted cash and bank balances)	8,714	15,165	1,716
Others	5,571	5,557	629

	As at		
	March 31,	March 31,	
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
Total Assets	2,03,293	2,33,237	26,397
Segment liabilities			
Continuing Operations			
Zinc India.....	7,800	8,784	994
Zinc International.....	1,847	2,691	305
Copper.....	7,169	8,707	985
Power	70	67	8
Others.....	1,021	2,149	243
Total segment liabilities from continuing operations ..	17,907	22,398	2,535
Discontinued Operations			
Oil & Gas	12,185	11,438	1,295
Aluminium	22,036	20,926	2,368
Iron Ore	3,213	3,582	405
Power	1,317	1,868	211
Others.....	3,503	3,601	408
Total segment liabilities from discontinued operations.....	42,254	41,415	4,687
Unallocated			
Deferred tax liabilities.....	13,043	13,669	1,547
Borrowings.....	73,853	81,742	9,251
Income tax liabilities (net of payments).....	1,158	1,708	193
Others.....	1,325	3,728	422
Total liabilities	1,49,540	1,64,660	18,636

VEDL EBITDAx

We define VEDL EBITDAx as the aggregate of net profit after tax, net tax expense, finance costs, depreciation, depletion and amortisation, less other income (net of expenses), less net exceptional gain/ (loss), less other unallocable income (net of expenses) and less share in profit/ (loss) of jointly controlled entities and associates, for the relevant year of Vedanta Limited. We have presented VEDL EBITDAx in this Offering Circular because it is a supplementary measure used by our management and directors to understand and evaluate our core operating performance and trends. In particular, we believe that the exclusion of the expenses eliminated in calculating VEDL EBITDAx can provide a useful measure for year-to-year comparisons of our core business. We believe that VEDL EBITDAx provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and directors.

VEDL EBITDAx is not a measurement of financial profitability or liquidity under Ind AS and should not be considered as an alternative to performance measures derived in accordance with Ind AS. In addition, VEDL EBITDAx is not a standardized term, hence a direct comparison between companies using such a term may not be possible. Our use of VEDL EBITDAx thus has limitations as an analytical tool, and you should not consider them either in isolation or as a substitute for analysis of our financial statements as reported under Ind AS. Because of these and other limitations, you should consider VEDL EBITDAx along with other Ind AS-based financial performance measures, including various cash flow metrics, profit or loss after tax, and our other Ind AS financial statements. We make no representations as to the methodology used to define and/or calculate VEDL EBITDAx or whether it reflects an appropriate measure of our Company's operating performance or ability to service debt.

The following is a reconciliation from Vedanta Limited's net profit after tax under Ind AS to our definition of VEDL EBITDAx:

	Fiscal Year		
	2025	2026	
	(₹ in crore)	(₹ in crore)	(\$ in million)
Reconciliation of VEDL EBITDAx			
Net Profit after tax.....	20,535	25,096	2,840
Adjusted for:			
(Add): Net tax expense ⁽¹⁾	6,342	10,330	1,169
(Add): Finance costs	9,914	8,351	945
(Add): Depreciation, depletion and amortisation expense.....	11,096	9,774	1,106
EBITDA⁽²⁾	47,887	53,551	6,060
(Less): Other income, net of expenses ⁽³⁾	(163)	(930)	(105)
(Less): Net exceptional gain/ (loss).....	1,868	(4,178)	(473)
(Less): Share in profit/ (loss) of jointly controlled entities and associates	1	(1)	(0)
(Less): Other unallocable income, net of expenses ⁽⁴⁾	2,640	2,684	304
VEDL EBITDAx	43,541	55,976	6,335

Notes:

- (1) Comprises of both continuing and discontinued operations.
- (2) Earnings before interest, tax and depreciation, depletion and amortisation (EBITDA) is calculated as sum of net profit after tax, net tax expense, finance costs and depreciation, depletion and amortisation.
- (3) Includes amortisation of duty benefits relating to assets recognised as government grant and cost of exploration wells written off in oil and gas segment.
- (4) As per Ind AS 108 – *Operating Segment*.

Vedanta Limited's Results of Operations: Fiscal Year 2026 compared to Fiscal Year 2025

Revenue from operations

Vedanta Limited's revenue from operations from continuing operations was ₹78,437 crore (\$ 8,877 million) for Fiscal Year 2026, an increase of ₹15,720 crore, or 25%, from ₹62,717 crore for Fiscal Year 2025. This is mainly driven by higher volumes and favourable movement in exchange rate.

Vedanta Limited's total revenue from operations (continuing and discontinued operations) was ₹1,77,194 crore (\$20,054 million) for Fiscal Year 2026, an increase of ₹24,226 crore, or 16%, from ₹152,968 crore for Fiscal Year 2025. This was mainly driven by higher volumes, favourable commodity prices and forex gains.

The Aluminium, Zinc, Lead and Silver (comprises Zinc India and Zinc International), Oil and Gas, Copper, Iron Ore and Power Businesses (comprising of both continuing and discontinued operations) contributed 38%, 25%, 5%, 18%, 4% and 5%, respectively to the total revenue from continuing and discontinued operations for Fiscal 2026.

Aluminium

Segment revenue from our Aluminium Business was ₹65,847 crore (\$7,452 million) for Fiscal Year 2026, an increase of ₹7,325 crore, or 13%, from ₹58,522 crore for Fiscal Year 2025. This increase was primarily due to higher volumes, better premiums supported by an increase in LME prices. Specifically:

- Aluminium production increased from 2,422 kt in Fiscal Year 2025 to 2,456 kt in Fiscal Year 2026, an increase of 34 kt, or 1%.
- Aluminium sales increased from 2,414 kt in Fiscal Year 2025 to 2,451 kt in Fiscal Year 2026, an increase of 37 kt, or 1.5%. Sales of aluminium ingots decreased from 1,140 kt in Fiscal Year 2025 to 995 kt in Fiscal Year 2026, a decrease of 145 kt or 12.7%. The decrease is due to an increase in the share of value-added products sales. Rolled product sales increased from 29 kt in Fiscal Year 2025 to 31 kt in Fiscal Year 2026, an increase of 2 kt, or 7%. Wire rod, billet, alloy ingot and other sales increased from 1,246 kt in Fiscal Year 2025 to 1,425 kt in Fiscal Year 2026, an increase of 179 kt, or 14%. The increase in sales was in line with production.
- Aluminium sales in the domestic market 1175 kt in Fiscal Year 2025 to 1217 kt in Fiscal Year 2026, an increase of 42 kt, or 4%. Aluminium exports decreased from 1239 kt in Fiscal Year 2025 to 1234 kt in Fiscal Year 2026, a decrease of 5 kt or 0.5%. Vedanta Limited's domestic sales as a percentage of total sales increased from 48.7% in Fiscal Year 2025 to 49.6% in Fiscal Year 2026.
- The daily average aluminium cash settlement price on the LME increased from \$2,525 per ton in Fiscal Year 2025 to \$2,775 per ton in Fiscal Year 2026, an increase of 10%.
- The benchmark Japanese premium decreased from \$170 per ton in Fiscal Year 2025 to \$124 per ton in Fiscal Year 2026, an increase of \$46 per ton or 27%.

Zinc India

Segment revenue from our Zinc India Business was ₹39,057 crore (\$ 4,420 million) for Fiscal Year 2026, an increase of ₹6,154 crore, or 19%, from ₹32,903 crore in Fiscal Year 2025. This formed part of the continuing operations of Vedanta Limited as of and for the Fiscal Year ended March 31, 2026. The Scheme of Arrangement became effect on May 1, 2026. The increase was primarily due to higher zinc and silver prices, lead concentrate sale and higher by-product realisation. Specifically:

- The daily average zinc cash settlement price on the LME increased from \$2,875 per ton in Fiscal Year 2025 to \$2,970 per ton in Fiscal Year 2026, an increase of 3%.

- Refined zinc production increased from 827 kt in Fiscal Year 2025 to 851 kt in Fiscal Year 2026, an increase of 24 kt or 3%. The increase was primarily due to commissioning of smelter debottlenecking projects and 160 ktpa roaster.
- Refined zinc sales in the domestic market decreased from 603 kt in Fiscal Year 2025, to 600 kt in Fiscal Year 2026, a decrease of 3kt or 0.4%. Export sales increased from 224 kt in Fiscal Year 2025 to 251 kt in Fiscal Year 2026, an increase of 12%.
- The daily average lead cash settlement price on the LME decreased from \$2,046 per ton in Fiscal Year 2025 to \$1,954 per ton in Fiscal Year 2026, a decrease of 5%.
- Refined lead production decreased from 225 kt in Fiscal Year 2025 to 197 kt in Fiscal Year 2026, a decrease of 28 kt or 13%. Lead sales were in line with production.
- Refined silver production decreased from 687 tonnes in Fiscal Year 2025 to 627 tonnes in Fiscal Year 2026, a decrease of 9%. The daily average silver LBMA price increased from \$30.4/oz in Fiscal Year 2025 to \$53.1/oz in Fiscal Year 2026, an increase of 75% in Fiscal Year 2026 compared to Fiscal Year 2025. Sale of refined silver ingots were in line with production.

Zinc International

Segment revenue from our Zinc International Business was ₹4,860 crore (\$ 550 million) in Fiscal Year 2026, an increase of ₹942 crore, or 24%, from ₹3,918 crore in Fiscal Year 2025. This formed part of the continuing operations of Vedanta Limited as of and for the Fiscal Year ended March 31, 2026. The Scheme of Arrangement became effect on May 1, 2026. The increase was due to significantly higher production. Specifically:

- Production of mined metal in concentrate from Black Mountain mines decreased from 44 kt in Fiscal Year 2025 to 40 kt in Fiscal 2026, a marginal decrease of 4 kt or 10%.
- Production of zinc metal in concentrate from Gamsberg mine increased from 133 kt in Fiscal Year 2025 to 185 kt in Fiscal Year 2026, an increase of 52 kt or 39%. This was primarily due to higher tonnes treated and higher grades offset by recoveries.
- The daily average zinc cash settlement price on the LME increased from \$2,875 per ton in Fiscal Year 2025 to \$2,970 per ton in Fiscal Year 2026, an increase of 3%
- The daily average lead cash settlement price on the LME decreased from \$2,046 per ton in Fiscal Year 2025 to \$1,954 per ton in Fiscal Year 2026, a decrease of 5%

Oil and Gas

Segment revenue from our Oil and Gas Business was ₹9,582 crore (\$1,084 million) in Fiscal Year 2026, a decrease of ₹1,462 crore, or 13%, from ₹11,044 crore in Fiscal Year 2025. The decrease was due to lower volumes and lower prices.

Copper

Segment revenue from our Copper Business increased to ₹31,069 crore (\$3,516 million) in Fiscal Year 2026, an increase of ₹8,018 crore, or 35%, from ₹23,051 crore in Fiscal Year 2025. This formed part of the continuing operations of Vedanta Limited as of and for the Fiscal Year ended March 31, 2026. The Scheme of Arrangement became effect on May 1, 2026. The increase was mainly due to an increase in LME prices, precious metal sales revenue and rupee depreciation.

Total production in Fiscal Year 2026 was 170 kt as compared to 149 kt in Fiscal Year 2025, an increase of 14% on account of improved operational efficiencies through digitalisation and debottlenecking.

Iron ore

Segment revenue from our Iron Ore Business was ₹6,457 crore (\$731 million) in Fiscal Year 2026, an increase of ₹371 crore, or 6%, from ₹6,086 crore in Fiscal Year 2025

- Saleable iron ore production increased from 6.2 million dry metric tonnes in Fiscal Year 2025 to 6.5 million dry metric tonnes during the year ended March 31, 2026, an increase of 5%.
- Pig iron production increased from 817 kt in Fiscal Year 2025 to 895 kt in Fiscal Year 2026, an increase of 10%. This was primarily due to improved operational efficiency.

Steel

Segment revenue from our Steel Business was ₹7,304 crore (\$827 million) in Fiscal Year 2026, a decrease of ₹624 crore, or 8%, from ₹7,928 crore in Fiscal Year 2025. The decrease was primarily due to lower volumes and lower sales realisation. Specifically:

- Pig iron production decreased from 221 kt in Fiscal Year 2025 to 192 kt in Fiscal Year 2026, a decrease of 29 kt or 13%. The sale of pig iron decreased from 220 kt in Fiscal Year 2025 to 189 in Fiscal Year 2026, a decrease of 31 kt or 14%.
- Billet production increased from 971 kt (out of which 927 kt is internally consumed) in Fiscal Year 2025 to 1,062 kt (out of which 998 kt is internally consumed) in Fiscal Year 2026, an increase of 91 kt or 9%. The sale of billet increased from 47 kt in Fiscal Year 2025 to 66 kt In Fiscal Year 2026, an increase of 19 kt or 40%.
- The production of TMT increased from 489 kt in Fiscal Year 2025 to 525 kt in Fiscal Year 2026, an increase of 36 kt or 7%. The sale of TMT increased from 489 kt in Fiscal Year 2025 to 524 kt in Fiscal Year 2026, an increase of 35 kt or 7%.
- The production of wire rod increased from 413 kt in Fiscal Year 2025 to 445 kt in Fiscal Year 2026, an increase of 32 kt or 8%. The sale of wire rod increased from 412 kt in Fiscal Year 2025 to 443 kt in Fiscal Year 2026, an increase of 31 kt or 8%.
- The production of ductile iron pipe decreased from 171 kt in Fiscal Year 2025 to 75 kt in Fiscal Year 2026, a decrease of 96 kt or 56%. The sale of ductile iron pipe decreased from 169 kt in Fiscal Year 2025 to 79 kt in Fiscal Year 2026, a decrease of 90 kt or 53%.

Power

Segment revenue from the Power Business of continuing and discontinued operations was ₹9,026 crore (\$1,022 million) in Fiscal Year 2026, an increase of ₹2,867 crore, or 47% from ₹6,159 crore in Fiscal Year 2025. This was primarily due to the operationalisation of Meenakshi and Athena.

Specifically:

- Power sold increased from 12,983 MU in Fiscal Year 2025 to 16,770 MU in Fiscal Year 2026, an increase of 29%. The Jharsuguda 600 MW power plant operated at a plant load factor of 53% in Fiscal Year 2026, as compared to 47% in Fiscal Year 2025. At VPL, the sale of power decreased to 9,863 units in Fiscal Year 2026 from 10,230 MU in Fiscal Year 2025, in line with the power demand of customers. The power purchase agreement with the State of Punjab compensates us based on the availability of the plant.
- The average power realisation price (excluding VPL) in Fiscal Year 2025 and Fiscal Year 2026 was ₹3.31 per unit and ₹4.40 per unit, respectively. The average power realisation price for VPL in Fiscal Year 2025 and Fiscal Year 2026 was ₹4.06 per unit and ₹4.25 per unit, respectively, based on the plant availability factor.

- The average power generation cost (excluding VPL) in Fiscal Year 2025 and Fiscal Year 2026 was ₹3.44 per unit and ₹3.37 per unit, respectively. The average power generation cost for VPL in Fiscal Year 2025 and Fiscal Year 2026 was ₹3.23 per unit and ₹3.41 per unit, respectively, based on the plant availability factor.

Total expenses

Vedanta Limited's total expenses of continuing operations were ₹62,880 crore (\$7,116 million) in Fiscal Year 2026, an increase of ₹10,311 crore, or 20%, from ₹52,569 crore in Fiscal Year 2025. This was mainly driven by:

- Cost of materials consumed increased to ₹29,891 crore in Fiscal Year 2026 from ₹23,102 crore in Fiscal Year 2025, an increase of ₹6,789 crore or 29%. This was primarily due to increase in higher LME price of copper at copper businesses.
- Changes in inventories of finished goods, work-in-progress and stock-in-trade and purchases of stock-in-trade resulted in expense of ₹33 crore in Fiscal Year 2026 from income of ₹522 crore in Fiscal Year 2025, an increase of ₹555 crore or 106%. This was primarily due to increase in production.
- Power and fuel charges increased slightly to ₹3,651 crore in Fiscal Year 2026, from ₹3,640 crore in Fiscal Year 2025, an increase of ₹11 crore. This was primarily due to increase in fuel prices.
- Finance costs decreased to ₹2,817 crore in Fiscal Year 2026 from ₹4,197 crore in Fiscal Year 2025, a decrease of ₹1,380 crore or 33%. This was primarily due to a decrease in average borrowings and lower interest rates.
- Depreciation, depletion and amortisation expense increased to ₹4,810 crore in Fiscal Year 2026 from ₹4,233 crore in Fiscal Year 2025, an increase of ₹577 crore or 14%. This was primarily due to capitalisation at Zinc Business.
- Other expenses increased to ₹19,930 crore in Fiscal Year 2026 from ₹16,197 crore in Fiscal Year 2025, an increase of ₹3,733 crore or 23%.

Net Profit after tax

As a result of the foregoing, Vedanta Limited's net profit after tax was ₹25,096 crore (\$2,840 million) in Fiscal Year 2026, an increase of ₹4,561 crore, or 22%, from ₹20,535 crore in Fiscal Year 2025.

Segment Results (VEDL EBITDAx)

Aluminium

Segment Results for our Aluminium Business was ₹25,502 crore (\$2,886 million) in Fiscal Year 2026, an increase of ₹7,704 crore, or 43%, from ₹17,798 crore in Fiscal Year 2025, mainly due to higher metal realisations and reduction in cost.

Zinc India

Segment Results for our Zinc India Business was ₹22,056 crore (\$ 2,496 million) in Fiscal Year 2026, an increase of ₹4,691 crore, or 27%, from ₹17,365 crore in Fiscal Year 2025. The increase was driven by higher zinc and silver prices, lower cost of production, and sales of lead concentrate offset by lower volume.

Zinc International

Segment Results for our Zinc International Business was ₹1,321 crore (\$150 million) in Fiscal Year 2026, which remained constant as compared to ₹1,321 crore in Fiscal Year 2025.

Oil and Gas

Segment Results for the Oil and Gas Business was ₹4,350 crore (\$ 492 million) in Fiscal Year 2026, a decrease of ₹314 crore, or 7%, from ₹4,664 crore in Fiscal Year 2025. This was mainly due to lower volume and prices.

Copper

Segment Results for our Copper Business was ₹(48) crore (\$ (5) million) in Fiscal Year 2026, an improvement of ₹64 crore, from ₹(112) crore in Fiscal Year 2025.

Iron ore

Segment Results for the Iron Ore Business was ₹1,007 crore (\$114 million) in Fiscal Year 2026, a slight increase compared to ₹1,006 crore in Fiscal Year 2025.

Steel

Segment Results for our Steel Business was ₹164 crore (\$19 million) in Fiscal Year 2026, a decrease of ₹358 crore or 69%, from ₹522 crore in Fiscal Year 2025. This was mainly due to lower volume, decline in market demand for DI Pipe and lower sales realisation.

Power

Segment Results for our Power Business from continuing and discontinued operations was ₹1,623 crore (\$184 million) in Fiscal Year 2026, an increase of ₹886 crore, from ₹737 crore in Fiscal Year 2025. This was primarily due to operationalisation of Meenakshi and Athena.

Net tax expense

Net tax expense of continuing operations was ₹4,646 crore (\$526 million) in Fiscal Year 2026, an increase of ₹2,294 crore, or 98%, from ₹2,352 crore in Fiscal Year 2025. This was primarily due to higher profits.

Net tax expense from discontinued operations was ₹5,684 crore (\$643 million) in Fiscal Year 2026, an increase of ₹1,694 crore, or 42%, from ₹3,990 crore in Fiscal Year 2025. This was primarily due to higher profits and derecognition of deferred tax asset in ESL on business losses and unabsorbed depreciation.

The effective tax rate for Fiscal Year 2026 was 27% for continuing operations as compared to 20% in Fiscal Year 2025, and 31% in Fiscal Year 2026 for discontinued operations as against 26% in Fiscal Year 2025.

Tax expense/(benefit) other than exceptional items

Net current tax expense from continuing operations on other than exceptional items was ₹4,349 crore (\$492 million) in Fiscal Year 2026, an increase of ₹1,440 crore, or 49%, from ₹2,909 crore in Fiscal Year 2025. This increase was primarily due to higher profits.

Net deferred tax expense on other than exceptional items (continuing operations) was ₹292 crore (\$33 million) in Fiscal Year 2026, an increase of ₹828 crore or 154.5%, compared to a net deferred tax benefit of ₹536 crore in Fiscal Year 2025. This increase was primarily driven by movement in temporary differences arisen during the year.

Tax expense/(benefit) on exceptional items

Net current tax expense on exceptional items (continuing operations) was ₹6 crore (\$1 million) in Fiscal Year 2026, an increase of ₹27 crore, or 129%, from tax benefit of ₹21 crore in Fiscal Year 2025. This expense was primarily due to impact of state levies and implementation of new labour laws.

Net deferred tax benefit on exceptional items (continuing operations) was ₹1 crore (\$0 million) in Fiscal Year 2026. This benefit was primarily due to implementation of new labour laws.

Total comprehensive income

As a result of the foregoing, total comprehensive income (net of tax) in Fiscal Year 2026 was ₹23,665 crore (\$2,678 million), an increase of ₹2,604 crore, or 12%, compared to ₹21,061 crore in Fiscal Year 2025. Total comprehensive income attributable to non-controlling interests in Fiscal Year 2026 was ₹7,547 crore (\$854 million) in comparison to ₹5,638 crore in Fiscal Year 2025.

Liquidity and Capital Resources

As of March 31, 2026, Vedanta Limited's consolidated cash and cash equivalents, current investments and other bank balances of continuing operations were ₹17,874 crore, the majority of which were denominated in Indian Rupee. Cash and cash equivalents were ₹1,370 crore, current investments were ₹14,135 crore and other bank balances were ₹2,369 crore. Cash and cash equivalents in respect of discontinued operations were ₹4,439 crore, bringing total consolidated cash and cash equivalents to ₹5,809 crore. Current investments and other bank balances consist of investments in mutual funds and bank deposits with maturities of more than 90 days. Vedanta Limited's investment policy is to invest in funds and banks with a low credit risk and high credit ratings.

The following table sets out Vedanta Limited's selected consolidated cash flow data and the cash and cash equivalents for Fiscal Years 2025 and 2026, comprising of continuing and discontinued operations:

	Fiscal Year		
	2025	2026	
	<i>(₹ in crore)</i>	<i>(₹ in crore)</i>	<i>(\$ million)</i>
Net cash generated from operating activities	39,562	39,499	4,470
Net cash used in investing activities	(19,190)	(24,338)	(2,754)
Net cash used in financing activities	(19,223)	(13,549)	(1,533)
Effect of exchange rate changes on cash and cash equivalents	32	204	23
Net increase in cash and cash equivalents	1,181	1,816	206
Cash and cash equivalents at the beginning of the year	2,812	3,993	452
Cash and cash equivalents at the end of the year	3,993	5,809	657

Net cash generated from operating activities for continuing and discontinued operations

Net cash generated from operating activities was ₹39,499 crore in Fiscal Year 2026, primarily comprised of profit before tax from continuing and discontinued operations of ₹35,426 crore and the add-back of depreciation, depletion and amortisation of ₹9,807 crore, interest expense of ₹8,199 crore, less ₹2,408 crore of interest income and ₹8,136 crore in income taxes paid (net of refunds). Changes in working capital primarily comprised of an increase in trade and other receivables of ₹3,867 crore, an increase in inventories of ₹1,027 crore, an increase in trade and other payables of ₹1,076 crore and a decrease in operational buyers' credit/suppliers' credit of ₹4,041 crore.

Net cash generated from operating activities was ₹39,562 crore in Fiscal Year 2025, primarily comprised of profit before tax from continuing and discontinued operations of ₹26,877 crore and the add-back of depreciation, depletion and amortisation of ₹11,139 crore, interest expense of ₹9,772 crore, less ₹2,388 crore of interest income and ₹3,083 crore in income taxes paid (net of refunds). Changes in working capital primarily comprised of a decrease in trade and other receivables of ₹5,553 crore, an increase in inventories of

₹1,714 crore, a decrease in trade and other payables of ₹5,862 crore and an increase in operational buyers' credit/suppliers' credit of ₹1,358 crore.

Net cash used in investing activities for continuing and discontinued operations

Net cash used in investing activities was ₹24,338 crore in Fiscal Year 2026, primarily on account of purchases of property, plant and equipment (including intangibles, CWIP, capital advances and creditors) of ₹20,876 crore, deposits made of ₹16,421 crore and short term investments made of ₹1,15,947 crore, which was partially offset by proceeds from sale of short term investments amounting to ₹1,11,218 crore and proceeds from redemption of deposits of ₹14,737 crore.

Net cash used in investing activities was ₹19,190 crore in Fiscal Year 2025, primarily on account of purchases of property, plant and equipment (including intangibles, CWIP, capital advances and creditors) of ₹17,005 crore, deposits made of ₹40,362 crore and short term investments made of ₹1,13,800 crore, which was partially offset by proceeds from sale of short term investments amounting to ₹1,12,061 crore and proceeds from redemption of deposits of ₹38,026 crore.

Net cash used in financing activities for continuing and discontinued operations

Net cash used in financing activities was ₹13,549 crore in Fiscal Year 2026, primarily as a result of payment of dividends to the equity holders of Vedanta Limited of ₹13,279 crore, payment of dividends to non-controlling interests of ₹1,546 crore, repayment of current borrowings of ₹8,857 crore and repayment of long-term borrowings of ₹22,277 crore, which was partially offset by proceeds from current borrowings of ₹6,093 crore and proceeds from long-term borrowings of ₹28,623 crore.

Net cash used in financing activities was ₹19,223 crore in Fiscal Year 2025, primarily as a result of payment of dividends to the equity holders of Vedanta Limited of ₹16,772 crore, payment of dividends to non-controlling interests of ₹4,419 crore, repayment of current borrowings of ₹12,525 crore and repayment of long-term borrowings of ₹25,580 crore, which was partially offset by proceeds from current borrowings of ₹11,923 crore and proceeds from long-term borrowings of ₹27,754 crore.

OVERVIEW OF INDUSTRIES

The information contained in this section is taken from the ICRA Report. Neither we, nor any other person connected with the offering of the Bonds has independently verified all the information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

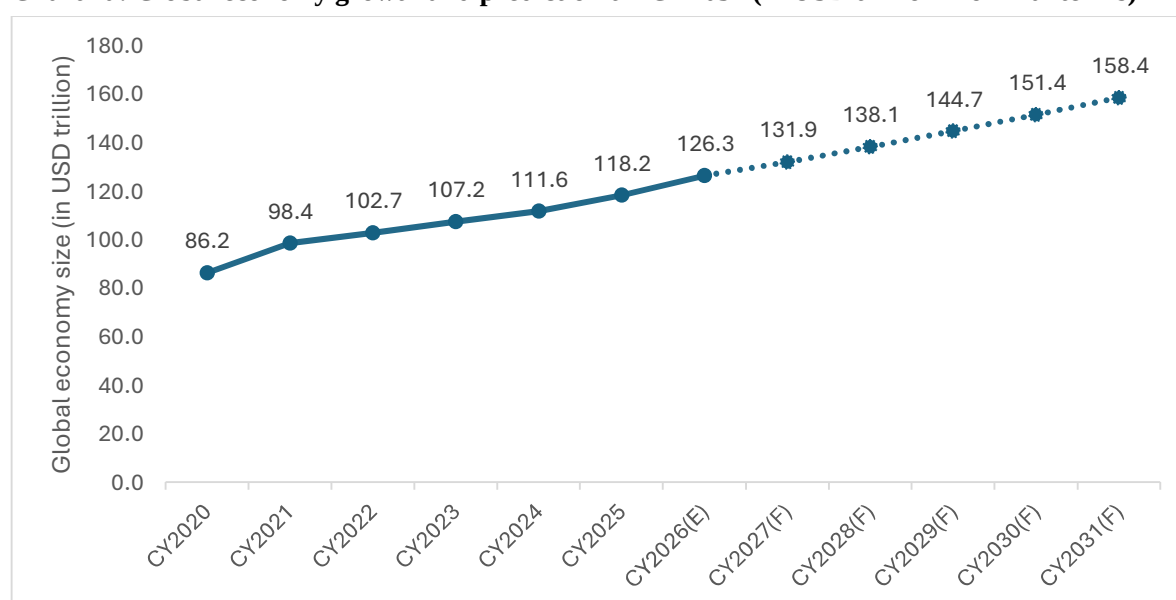
References to various segments in Industry overview section and information derived from therein are references to industry segments and in accordance with the presentation, analysis and categorization in the ICRA Report. Our segment reporting in our financial statements is based on the criteria set out in IFRS 8 – Operating Segments, or in the case of Vedanta Limited, Ind AS 108 – Operating Segments, and we do not present such industry segments as operating segments.

Global macroeconomic overview

According to the International Monetary Fund (IMF), the global economy is projected to reach a size of USD 126.3 trillion in CY2026 (in nominal terms) and expand further to USD 158.4 trillion by CY2031, reflecting a CAGR of approximately 4.6%. As highlighted in the IMF's April 2026 World Economic Outlook, global economic momentum which had earlier demonstrated resilience supported by strong labor markets, stable income levels, and robust household consumption across major economies has moderated due to escalating geopolitical tensions and disruptions in energy supply chains.

Although disinflationary trends had been advancing and inflation was approaching target levels in several advanced economies, renewed supply-side pressures, particularly stemming from elevated energy prices, have slowed this progress. Consequently, central banks continue to adopt a cautious stance, with only limited and gradual moves toward monetary policy easing, dependent on inflation becoming durably anchored and broader financial conditions achieving stability.

Chart 1a: Global economy growth and prediction till CY2031 (in USD trillion- nominal terms)



Source: IMF (WEO April 2026), ICRA Analytics
CY2026 (E)- E is estimated

Note:

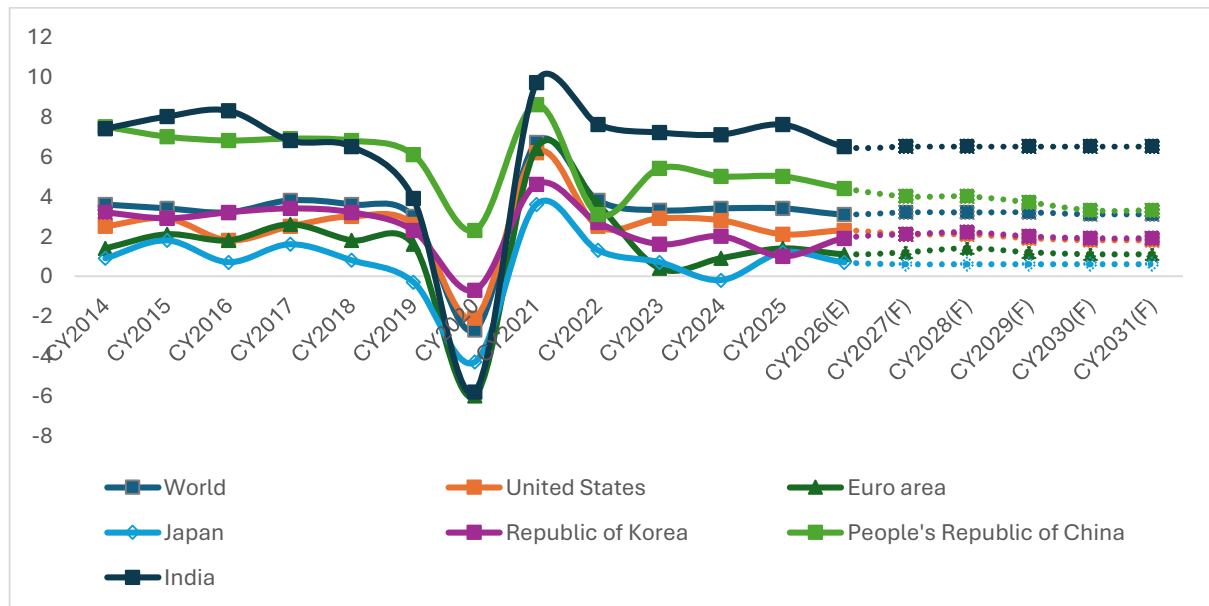
F-Forecasted; data from CY2027-2031 are forecasted

According to the IMF's *World Economic Outlook* (April 2026), global economic growth is projected to moderate from an estimated 3.4% in CY2025 to 3.1% in CY2026, before edging up to 3.2% in CY2027. This outlook is weaker than that presented in the *World Economic Outlook Update* (January 2026), with the IMF revising its CY2026 global growth forecast downward from earlier expectations of around 3.3–3.4%.

The downward revisions are broad-based across both advanced and emerging economies and reflect a sharp deceleration in growth momentum amid heightened geopolitical tensions and disruptions to global trade. These pressures are particularly linked to energy supply shocks and increased uncertainty surrounding key trade routes.

Top Global Economies and Growth Trend:

Chart 1b: Real GDP growth rate of top metal consumers of the world



Source: IMF, ICRA Analytics

Note:

E- Estimates; data for CY2026

F-Forecasted; data from CY2027-2031 are forecasted

Table 1: India v/s Other Economies (Real GDP, Y-o-Y % change)

Real GDP growth (Annual percent change)	2019	2020	2021	2022	2023	2024	2025	2026(E)	2027(F)	2028(F)	2029(F)	2030(F)	2031(F)
World.....	3.0	-2.7	6.7	3.8	3.3	3.4	3.4	3.1	3.2	3.2	3.2	3.1	3.1
United States.....	2.6	-2.1	6.2	2.5	2.9	2.8	2.1	2.3	2.1	2.1	1.9	1.8	1.8
Euro area.....	1.6	-6.0	6.4	3.6	0.4	0.9	1.4	1.1	1.2	1.4	1.2	1.1	1.1
Japan.....	-0.3	-4.3	3.6	1.3	0.7	-0.2	1.2	0.7	0.6	0.6	0.6	0.6	0.6
Korea.....	2.3	-0.7	4.6	2.7	1.6	2.0	1.0	1.9	2.1	2.2	2.0	1.9	1.9
China.....	6.1	2.3	8.6	3.1	5.4	5.0	5.0	4.4	4.0	4.0	3.7	3.3	3.3

Real GDP growth (Annual percent change)	2019	2020	2021	2022	2023	2024	2025	2026(E)	2027(F)	2028(F)	2029(F)	2030(F)	2031(F)
India	3.9	-5.8	9.7	7.6	7.2	7.1	7.6	6.5	6.5	6.5	6.5	6.5	6.5

Source: IMF, ICRA Analytics

Notes:

E- Estimated; F- Forecasted; 2026 data is estimated, data from 2027-2031 are forecasted

India is the major economy globally, witnessing a rise in real GDP growth rate from ~7.2% in CY2023 to ~7.1% in CY2024 however increased to 7.6% in CY2025. The country is projected to grow by ~6.5% in CY2026 and ~6.5% in CY2027 as per IMF, supported by private consumption, particularly in rural areas. This is expected to remain steady with forecasts till CY2031 showing a continued growth of ~6.5%.

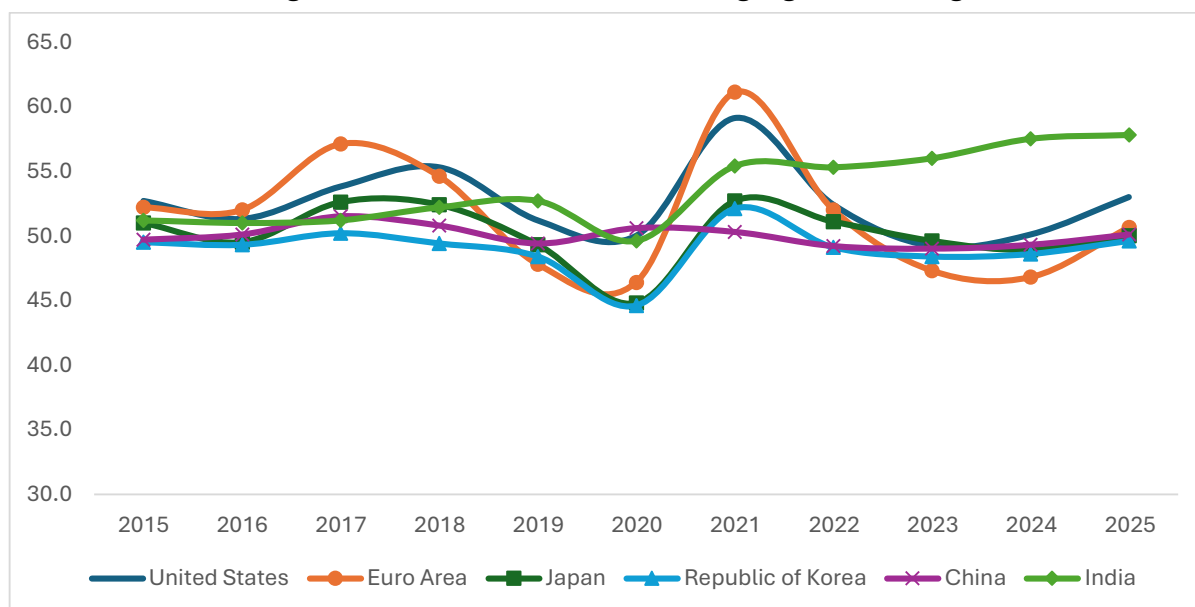
Upside trends impacting Global Economy

1. **Declining Inflation in Advanced Economies:** Inflation across advanced economies has continued to moderate and is gradually converging toward central bank targets, although the pace of disinflation has unevenly slowed in recent months due to intermittent energy price volatility. Nevertheless, the broader easing of inflationary pressures is supporting a gradual shift toward more accommodative monetary policy. Lower inflation is improving real income levels by easing cost-of-living pressures, thereby strengthening household purchasing power and underpinning consumer demand. This is expected to support economic activity through improved financial conditions and sustained consumption.
2. **Resilient Consumer Demand:** Consumer demand remains a key pillar of global economic resilience, particularly in major economies. Household consumption continues to be supported by relatively stable labour markets, improving real incomes, and easing inflation trends. While the initial surge of pent-up demand following the pandemic has moderated, spending on services, travel, and discretionary consumption remains robust. This ongoing demand is supporting corporate revenues, maintaining capacity utilization, and contributing to overall economic stability despite external headwinds such as geopolitical risks and trade uncertainties.
3. **Infrastructure and Development Spending:** Governments globally especially in emerging markets such as India are sustaining elevated levels of infrastructure and development spending to drive long-term growth. Investments across transportation networks, renewable energy, digital infrastructure, and urban development continue to generate strong multiplier effects. These initiatives are enhancing productivity, improving supply chain efficiency, and crowding in private investment. Additionally, such spending is creating employment opportunities and strengthening economic resilience, positioning economies for more sustainable and inclusive growth over the medium term.
4. **Technological Breakthroughs:** Technological advancements continue to be a major growth enabler. The global transition toward renewable energy, alongside progress in battery storage, electrification, and critical minerals, is opening new industrial and investment avenues. At the same time, rapid developments in Artificial Intelligence particularly generative AI and large language models are transforming productivity and business processes across sectors. While these innovations are expected to deliver long-term efficiency gains and economic value, they may also lead to short-term labour market adjustments, especially in emerging markets, potentially reinforcing the technological advantage of advanced economies.

Key Macro-Economic challenges impacting global economy:

1. **Geopolitical Tensions and Trade Disruptions:** Geopolitical tensions remain elevated, with ongoing conflicts, strategic rivalries, and shifting global alliances continuing to disrupt trade flows and supply chains. Trade fragmentation has intensified, with countries increasingly adopting protectionist measures, supply chain diversification strategies, and “friend-shoring” approaches. These developments have led to higher costs, inefficiencies in global trade, and persistent uncertainty for businesses and investors. Disruptions in key shipping routes and energy supply chains have further compounded volatility, weighing on global economic stability and cross-border investment sentiment.
2. **Persistent Core Inflation:** While headline inflation has moderated in many advanced economies, core inflation remains relatively sticky, particularly in services sectors. Wage pressures, tight labour markets, and supply-side rigidities have slowed the pace of disinflation. As a result, central banks are maintaining a cautious stance, delaying aggressive monetary easing. Interest rates are expected to remain higher for longer than previously anticipated, which continues to tighten financial conditions, suppress asset valuations, and constrain credit growth thereby posing a downside risk to global economic expansion.
3. **Elevated Debt Levels:** High debt levels continue to pose a structural risk to the global economy. Many advanced and emerging economies are grappling with record levels of public debt and rising private sector leverage. Elevated global interest rates have significantly increased debt servicing burdens, particularly in emerging markets with external vulnerabilities. This has limited fiscal space for growth-oriented spending, including infrastructure and social investments. In the United States, persistently high fiscal deficits and rising debt levels remain key concerns, while several developing economies face heightened risks of debt distress. These conditions increase financial fragility, especially if borrowing costs remain elevated or growth weakens further.
4. **Economic Slowdown in China:** China’s economic growth continues to face structural headwinds, driven by a prolonged downturn in the real estate sector, weak consumer confidence, and subdued private investment. Deflationary pressures have emerged in parts of the economy, reflecting weak domestic demand. This slowdown has significant global implications, given China’s central role in global trade and manufacturing. Reduced import demand from China is impacting key commodity exporters and trading partners, while ongoing adjustments in its economic model from investment-led to consumption-driven growth—are creating transitional uncertainties for the global economy.

Chart 2: Manufacturing PMI trends across these 5 consuming regions including India:



Source: Trading Economics, ICRA Analytics

India remains the bright spot in terms of manufacturing trends across the globe, with an average manufacturing PMI of 57.5 and 57.8 points for CY2024 and CY2025(yearly average) respectively, as against near 50 point or below 50 points levels reported by other key economies. As per Trading Economics, PMI will reach 58.0 points by the end of Q2 CY2026 (June 2026) and is forecasted to be around 53.0 points in 2027.

Macro-economic Overview:

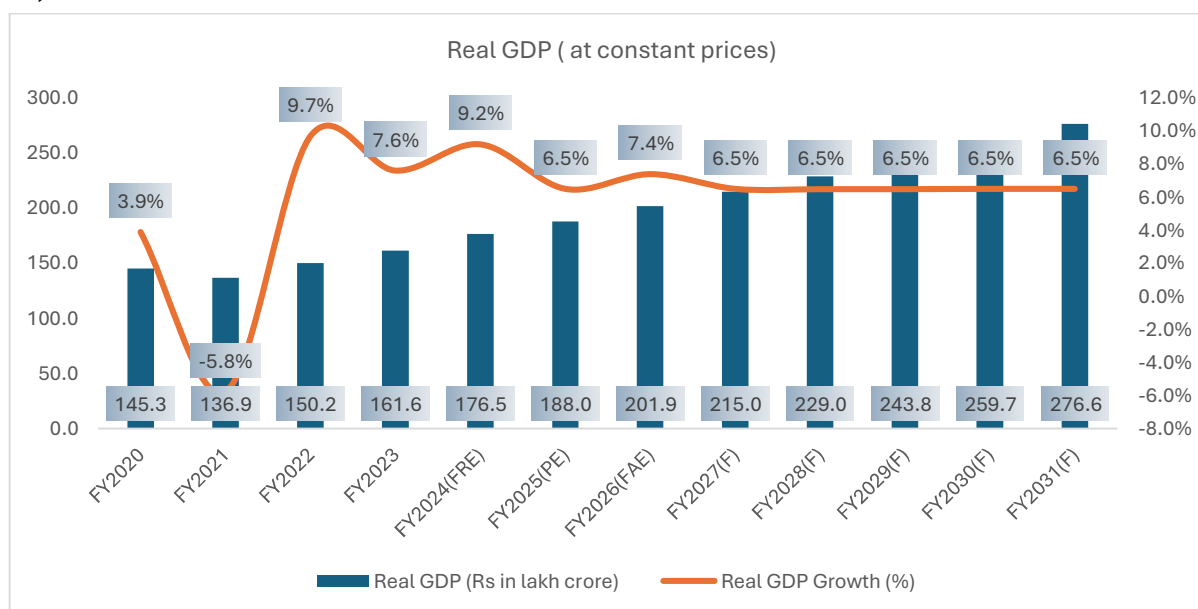
GDP Trend & outlook:

India's real Gross Domestic Product (GDP) for FY2025 is projected to grow by 6.5%, as per the Provisional Estimates (PE) released by the National Statistical Office (NSO), Ministry of Statistics and Programme Implementation (MoSPI) in January 2026. This marks a slight upward revision from the earlier estimate of 6.4% published in January 2025. With this revision, real GDP for FY2025 is now expected to reach INR 188 trillion (lakh crore).

In FY2024, the economy expanded by 9.2%, up from 7.6% in FY2023, registering the third consecutive year in which India achieved real GDP growth of 7.0% or higher. This sustained momentum was supported by strong domestic demand, favourable demographics, and the continued implementation of structural reforms. India's expanding role in global trade, investment, and innovation, along with the government's focus on infrastructure creation and broader economic development, further reinforced this positive growth trajectory.

Additionally, the International Monetary Fund (IMF) projects that India will continue to be the world's fastest-growing major economy, with annual real GDP growth expected to average 6.5% between FY2028 and FY2031.

Chart 4: Historical trend and projection of Real GDP of India (INR lakh crore) - Base year (2011-12)



Source: RBI, IMF, ICRA Analytics

Note:

F-Forecasted; E- Estimated

Data from FY2027-2031F are forecasted from IMF

FY2024 (FRE) is the First Revised Estimates, FY2025(PE) is the Provisional Estimates, FY2026(FAE) is the First Advance Estimates released by the National Statistical Office (NSO)

The Monetary Policy Committee (MPC) of the Reserve Bank of India (RBI) has revised its forecast for India's real GDP growth for FY2026 to 7.0%, as announced by Governor Sanjay Malhotra in the monetary policy statement on 8 April 2026. While this represents a moderation from the earlier projection of 7.4% made in January, the RBI noted that domestic demand remains robust, supported by strong urban consumption, improving rural activity, and continued investment momentum.

The quarterly outlook for FY2027 remains unchanged, with real GDP growth expected at 7.0% in both Q1 and Q2. The RBI also highlighted that, despite ongoing global uncertainties including financial market volatility and geopolitical risks the domestic economy continues to exhibit resilience, underpinned by stable macroeconomic fundamentals.

Overall, these revisions reflect a more calibrated and slightly moderated growth path, balancing India's strong domestic fundamentals with the evolving global risk environment.

Table 2: Real GDP growth forecasted by Reserve Bank of India

Real GDP Growth (at constant 2011-12 prices)	FY2025 E	FY2026 F			FY2027 F	
	(E)	Q3 (F)	Q4 (F)	(F)	Q1 (F)	Q2 (F)
	(% change)					
GDP at market prices.....	6.5*	7.0	6.5	7.0	6.9	7.0

Source: RBI, ICRA Analytics

Note:

F- Forecasted; E- Estimated

Growth drivers:

Rise in per capita income:

Per capita domestic GDP measures the country's economic output per person while per capita Gross National Income (GNI) stands for the final income of the country in a year per person. In FY2025 the per capita GDP (at 2011-2012 prices) increased by 5.5% from Rs 1.26 lakh in FY2024 to Rs 1.33 lakh in FY2025. For the same period, the per capita GDP at current prices increased by 8.8% from Rs 2.15 lakh in FY2024 to Rs 2.34 lakh in FY2025. Similarly at 2011-2012 prices per capita GNI, NNI and PFCE all increased by 5.4%, 5.4% and 6.2% respectively while at current prices the increase was recorded at 8.7%, 8.7% and 10.9% respectively.

Table 3: Per capita GDP, GNI, NNI and PFCE

Per Capita Income, National Product and Final Consumption (at 2011- 12 Prices)

Item	2023-24	2024-25	2025-26	2024-25	2025-26
	(FRE)	(PE)	(FAE)	(% change)	
Per Capita GDP (₹).....	1,26,528	1,33,501	1,42,119	5.5	6.5
Per Capita GNI (₹).....	1,24,764	1,31,556	1,39,890	5.4	6.3
Per Capita NNI (₹).....	1,08,786	1,14,710	1,21,968	5.4	6.3
Per Capita PFCE (₹).....	71,016	75,423	80,017	6.2	6.1

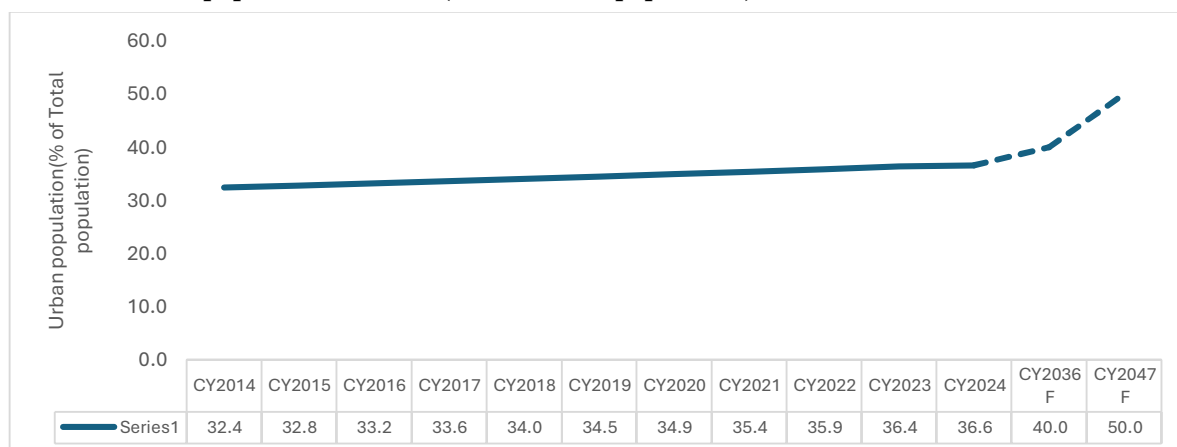
Per Capita Income, National Product and Final Consumption (at current Prices)

Item	2023-24	2024-25	2025-26	2024-25	2025-26
	(FRE)	(PE)	(FAE)	(% change)	
Per Capita GDP (₹).....	2,15,935	2,34,859	2,51,393	8.8	7.0
Per Capita GNI (₹).....	2,12,981	2,31,462	2,47,487	8.7	6.9
Per Capita NNI (₹).....	1,88,892	2,05,324	2,19,575	8.7	6.9
Per Capita PFCE (₹).....	1,29,967	1,44,165	1,54,606	10.9	7.2

Source: MoSPI's First Advance Estimates (FAE), ICRA Analytics

Rapid urbanisation:

Chart 4: Urban population of India (as % of Total population)



Source: World Bank, ICRA Analytics

India's urban population percentage out of total population has seen an uptick from 28.9% in CY2004 (~31.9 crore) to 36.6% in CY2024 (reaching around 51.2 Crores). Over the past two decades, India has seen a steady growth in urban population. Furthermore, rural areas are gradually transitioning themselves and adapting urban characteristics in recent years.

India is urbanizing rapidly and by 2036, an estimated 60 crore people will be residing in town and cities. This figure is equivalent to 40% of the total population, increasing from the ~36% recorded in 2023. Almost 70% of the contribution in GDP will come from urban areas.

Urbanisation till 2047, will depend how well India is fulfilling its role in becoming a developed country. However, 70% of the urban infrastructure required by 2047 is yet to be constructed, thereby requiring more investments. India will require \$840 billion in infrastructure- an average of \$55 billion or 1.2% of GDP per annum. As per estimates, the total capital expenditure averaged at 0.6% of GDP, thus highlighting that the country lacks half the required quantum for capital expenditure. Hence private financing would play a major role decreasing reliance on government funding. The percentage of central and state government financing stands at 72%, which is much higher than commercial financing, forming only 5%.

Government policy boost:

India's fiscal policy ensures that the domestic economy is more resilient to exogenous shocks and demonstrates the ability to mitigate the risks of global economic downturn without compromising the overall macroeconomic balances. The FY2026 fiscal strategy of the government is based on the following broad aims:

- Prioritizing infrastructure expansion and fiscal consolidation by reducing the fiscal deficit and increasing capital expenditure. The fiscal deficit is projected to decline from 4.8% of GDP in FY2025 to 4.4% in FY2026. The government is also shifting its fiscal consolidation strategy from focusing solely on deficit reduction to managing the debt-to-GDP ratio more effectively.
- Promoting a more inclusive, sustainable, and resilient domestic economy capable of absorbing unforeseen shocks. To maintain momentum in infrastructure development, additional resources are being directed toward capital investments.
- Enhancing public infrastructure through a comprehensive approach to fiscal federalism, actively supporting state-level capital expenditure initiatives.

- Adopting the principles of PM Gati Shakti, with a focus on integrated and coordinated planning and execution of infrastructure projects across sectors.
- Prioritizing key development sectors such as drinking water, housing, sanitation, green energy, healthcare, education, agriculture, and rural development to foster sustainable and inclusive improvements in citizens' quality of life.
- Improving cash management efficiency through just-in-time resource allocation using mechanisms like the Single Nodal Agency and Treasury Single Account systems.

Gross Value Added (GVA) growth trends:

The value addition by the supply side of the economy is captured through the Gross Value Added (GVA) metric. Based on the First Advance Estimates (FAE), real GVA (at 2011–12 prices) is projected to grow by 7.3% in FY2026, improving from the 6.4% growth recorded in FY2025. This reflects a strengthening of underlying economic activity.

Table 4: Real Growth in Gross Value Added in the past 5 years, Base year (2011-12)

Real GVA Growth	FY 2022	FY 2023	FY 2024 (FRE)	FY 2025 (PE)	FY 2026 (FAE)
			(in %)		
Agriculture, Forestry and Fishing	4.6	6.3	2.7	4.6	3.1
Industry	9.6	(0.0)	11.0	4.5	5.8
Mining and Quarrying	6.3	3.4	3.2	2.7	-0.7
Manufacturing	10.0	(1.7)	12.3	4.5	7.0
Electricity, Gas, Water Supply and Other Utility Services	10.3	10.8	8.6	5.9	2.1
Services	10.6	10.2	9.2	7.9	8.8
Construction	19.9	9.1	10.4	9.4	7.0
Trade, Hotels, Transport, Communication and Services Related to Broadcasting.....	15.2	12.3	7.5	6.1	7.5
Financial, Real Estate and Professional Services	5.7	10.8	10.3	7.2	9.9
Public Administration, Defence and Other Services	7.5	6.6	8.8	8.9	9.9
GVA at Basic Prices	9.4	7.2	8.6	6.4	7.3

Source: RBI, ICRA Analytics

Note:

FRE: First Revised Estimates; PE: Provisional Estimates; FAE: First Advance Estimates

India's real Gross Value Added (GVA) growth for the fiscal year 2025–26 (FY2026) is projected at 7.3%, according to the First Advance Estimates (FAE). This reflects an improvement over the 6.4% GVA growth estimated for FY2025, indicating a strengthening of economic activity driven by broad-based sectoral performance.

The agriculture, forestry, and fishing sector is expected to grow by 3.1% in FY2026, moderating from 4.6% in FY2025. Despite this deceleration, the sector continues to provide steady support to rural incomes and food supply stability. In contrast, the industry segment shows mixed outcomes. Manufacturing is projected to

accelerate sharply, registering a robust 7.0% growth in FY2026 compared with 4.5% in FY2025, driven by improved capacity utilisation and resilient domestic demand. However, mining and quarrying is estimated to contract by 0.7%, following a modest 2.7% growth in the previous year.

The services sector remains the strongest pillar of economic activity, with overall services GVA expected to rise by 8.8% in FY2026, up from 7.9% in FY2025. Within services, trade, hotels, transport, communication, and broadcasting services are projected to grow at 7.5%, supported by ongoing recovery in contact-intensive segments. Financial, real estate, and professional services are expected to record a healthy 9.9% growth, reflecting strong momentum in credit activity, financial markets, and real estate services. Similarly, public administration, defence, and other services are projected to grow by 9.9%, aided by public-sector spending.

The construction sector, which delivered strong performance in earlier years, is forecast to grow at 7.0% in FY2026, moderating from the 9.4% expansion in FY2025. Nonetheless, the sector continues to benefit from sustained government-led infrastructure investment.

Overall, while sector-level performances differ, the combination of strong manufacturing revival, sustained services momentum, and continued construction activity underscores the economy's resilience. The improvement in aggregate GVA growth suggests a strengthening recovery supported by favourable domestic fundamentals, even as external uncertainties persist.

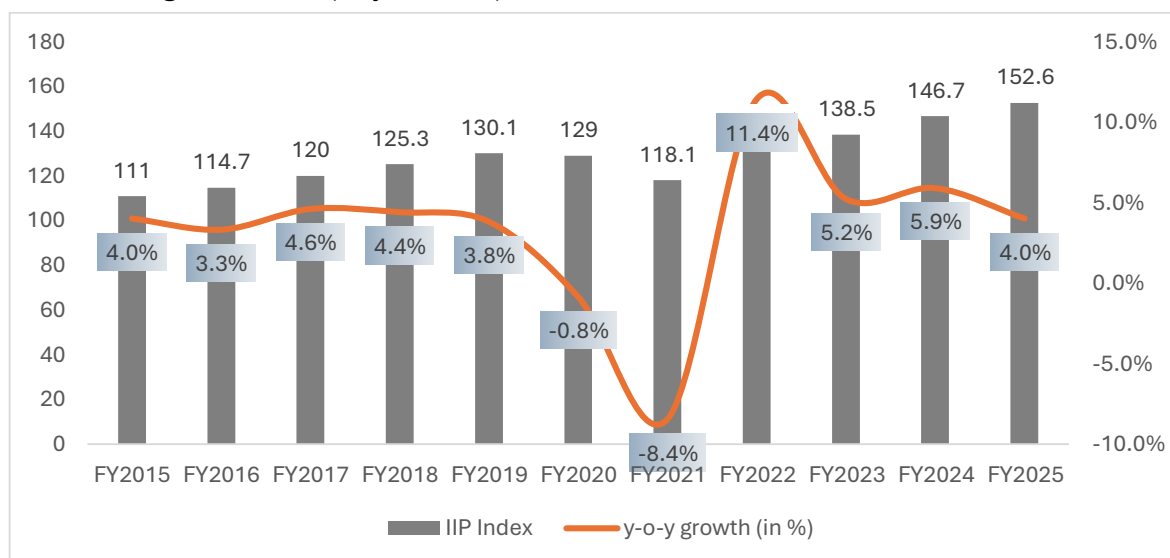
Broad Macro Indicators:

Retail inflation, along with headline inflation, inflation in misc. group and inflation in core index all eased steadily over the past year. The country's Gross Fiscal Deficit (GFD) reduced to Rs.15.8 trillion during FY2025 from the budget estimated Rs.16.1 trillion. Due to this, actual GFD as a % of GDP fell to 4.8% in FY2025 against 5.6% in FY2024. The central government was able to achieve this by controlling its expenditures, strong revenue collections, improved tax compliance and GST collections. The forex too witnessed all-time high, with reserves rising to USD 688.1 billion by end-April 2025.

Industrial Growth:

India's industrial sector recorded healthy growth in FY2025, supported by robust corporate earnings driven by lower input costs and proactive government initiatives such as Make in India, Startup India, and Digital India. The Index of Industrial Production (IIP) grew by 4.0% in FY2025, compared to 5.9% in FY2024. The manufacturing sector showed year-on-year growth in 17 out of 23 industry groups, with significant contributions from electrical equipment, transport equipment, furniture, and basic metals. Additionally, all user-based categories registered annual growth. Looking ahead, India's manufacturing sector is projected to reach USD 1 trillion by FY2025-26, primarily fuelled by investments in automobiles, textiles, and electronics.

Chart 5: IIP growth trend (on year, in %)



Source: MOSPI, ICRA Analytics

Concluding remarks:

The Indian economy experienced robust growth in FY2025 and continues to demonstrate strong momentum in FY2026, supported by solid performance across multiple high-frequency indicators (HFIs) of domestic activity. Resilient macroeconomic fundamentals have been instrumental in driving this growth, despite both domestic and global headwinds. A strong demand environment, spanning both consumption and investment, has been a key driver, further reinforced by substantial government capital expenditure.

In FY2026, the government has continued to prioritize capital spending, with public capital expenditure proposed to increase by approximately 9% from the FY2025–26 Budget Estimates to INR 12.2 lakh crore in FY2026–27. This marks a significant rise from INR 2 lakh crore in FY2014–15, and is now supporting sustained expansion in manufacturing, construction, and overall industrial activity.

On the inflation front, the year-on-year Consumer Price Index (CPI) inflation (base year 2024) for January 2026 compared to January 2025 stands at 2.75% (provisional). The CPI inflation projection for FY26 has been slightly revised upward to 2.1% from 2%, primarily due to higher prices of precious metals, which have contributed approximately 60–70 basis points to the increase. Core inflation, however, remains subdued.

From a fiscal perspective, gross GST collections reached INR 1.83 lakh crore in February 2026, reflecting an 8.1% year-on-year growth. Cumulative GST revenues for FY26 stood at INR 20.27 lakh crore, registering an 8.3% increase compared to the previous year. This growth highlights sustained consumption, improved compliance, and the continued maturation of the GST framework.

This performance has been supported by ongoing tax reforms, including rate rationalization, digitization of filing processes, and simplification of tariff structures. These measures are expected to improve tax buoyancy and support the government's continued emphasis on capital expenditure.

The industry and services sectors remained the primary drivers of growth in FY2026, sustaining their strong performance. India also retained its position as the fastest-growing major economy, outperforming both advanced and emerging market peers. According to the International Monetary Fund (IMF), India is projected to become the world's third-largest economy by calendar year 2027.

India's external sector strengthened notably during FY2026, driven by record-high foreign exchange reserves rather than direct currency stabilization measures. Forex reserves reached an all-time high of USD 728.5 billion

in the week ending February 27, 2026, supported by an increase in foreign currency assets and gold reserves. They later declined following RBI interventions, standing at USD 690.693 billion at the start of May and around USD 688.894 billion by mid-May 2026.

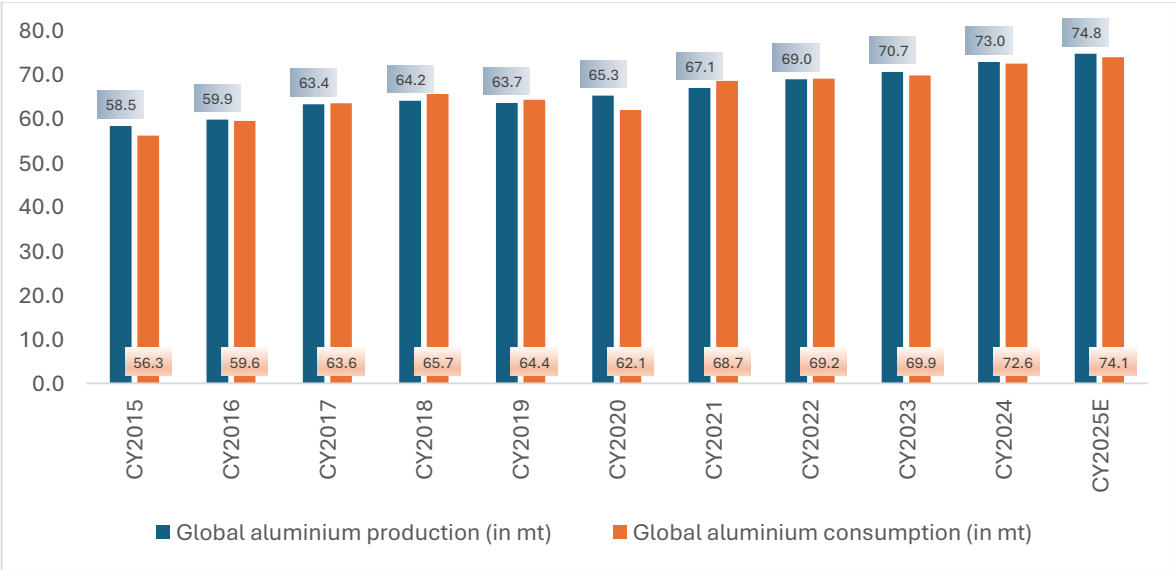
This data underscores India’s ongoing macroeconomic resilience, supported by easing inflation, fiscal discipline, buoyant indirect tax revenues, and strong external buffers as of May 2026.

Aluminum

Global overview:

Aluminum is indeed the second most widely traded metal in the world by volume, after iron and steel, due to its widespread use in various sectors like transportation, construction, and packaging. The aluminum sector includes the mining of the ore (bauxite) and both primary and secondary processing of the metal. Aluminum is a metal that can be recycled and is considered to be eco-friendly, with a wide range of uses across various industries such as power, transportation, construction, and packaging, among others.

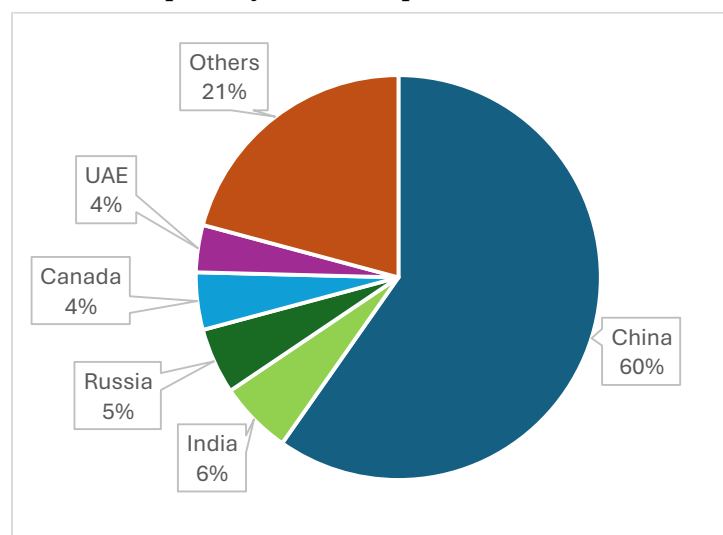
Chart 6: Global aluminum production and consumption trends



Source: international-aluminum.org, ICRA Ratings report, ICRA Analytics

China remains the leading producer and consumer of aluminum globally, with a production figure of 41.7 mt in CY2024, which accounts for about ~60% of the total worldwide production. For the last one decade, China’s share in world production has always been over ~50%. India is the second largest producer of aluminum with a production of 4.2 mt in CY2024.

Chart 7: Country wise share in primary aluminum production



Source: USGS, ICRA Analytics

The global aluminum production went up by 3% in CY2024, leading to a surplus of 0.4 mt in the market for that year. Global aluminum demand grew steadily in 2023 and 2024, driven by strong usage in automotive, transport, machinery, and industrial applications. However, demand in some downstream sectors like building and construction remained weak in certain regions due to macroeconomic headwinds, limiting overall growth relative to supply.

World aluminum production growth in CY2025 is estimated at about 2.5% and the key countries contributing to the global aluminum production are China, India, Russia, Canada and UAE.

China is by far the largest producer of aluminum in the world. In 2024, China produced 43 million metric tons of aluminum, accounting for nearly 60 percent of total global production. China also consumes a considerable amount of aluminum. Statista points out that China has experienced consistent growth in primary annual aluminum production over the past decade. In 2024, China's aluminum production increased to a record high for a third year in a row. "Manufacturers are preemptively increasing production due to potential US tariffs, altering global trade dynamics," reported investment publication Finimize in late 2024.

Coming to global primary aluminum consumption, it has grown by 1% and 3.9% during CY2023 and CY2024 to 69.9 mt and 72.6 mt respectively.

Looking at the end user segments for aluminum, it is broadly classified into transport, building & construction, electrical engineering, consumer goods, foil & packaging, machinery & equipment, and others (aluminum air batteries and solar panel nanotechnology). Going forward in CY2025, as per ICRA Ratings report, global demand for primary aluminum is expected to rise by ~2%. This would create a surplus of 0.8 mt in CY2025.

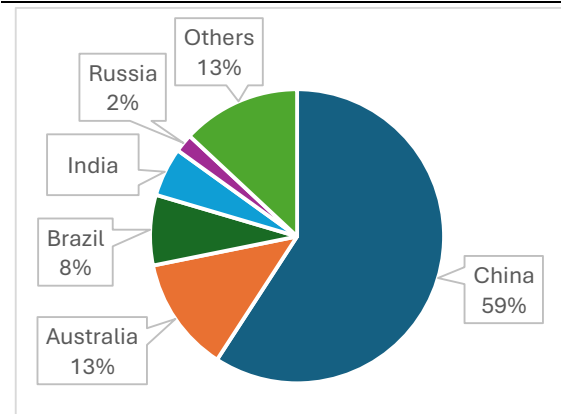
Raw materials:

Bauxite and alumina constitute the critical components in the value chain towards the production of aluminum metal.

The primary raw material for the production of alumina is bauxite while the raw material required to produce primary aluminum is alumina, also known as aluminum oxide. Around 3 tonnes of bauxite is required to produce one tonne of alumina, while about 2 tonnes of alumina is required to produce one tonne of aluminum.

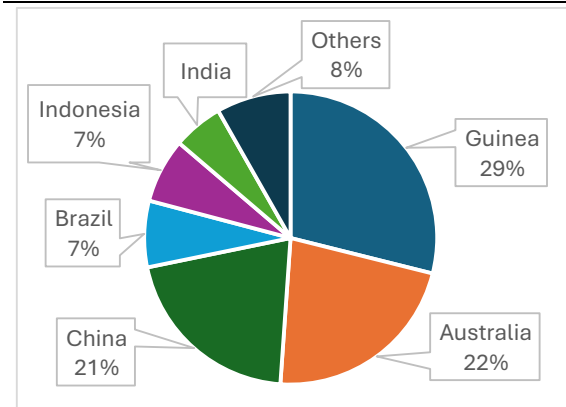
During CY2024, global alumina production stood at around 142 mt while global bauxite production stood at around 450 mt. India was ranked 4th in global alumina production while it was ranked 6th in global bauxite production.

Chart 8: Percentage share of countries in alumina production



Source: USGS, ICRA Analytics

Chart 9: Percentage share of countries in bauxite production

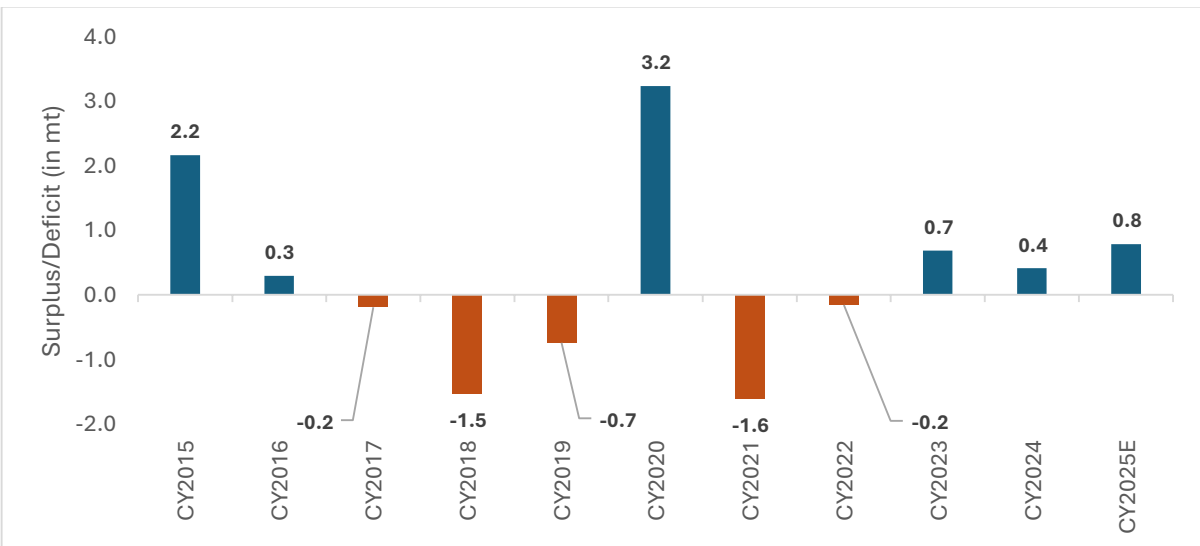


Source: USGS, ICRA Analytics

Long-term demand drivers:

As per analysis by the International Aluminum Institute, aluminum demand is expected to increase by 81% by 2050 backed by decarbonization efforts to be taken up by various sectors including energy, transportation, construction and packaging. By 2030, the demand is likely to increase by 40%, additional with two-thirds of growth coming from China. This is because of the importance of aluminum in terms of recyclability where almost 16 tonnes of greenhouse gas emissions can be saved by consuming one tonne of recycled aluminum.

Chart 10: Global supply- deficit situation



Source: international-aluminum.org, Annual reports, ICRA Analytics

Building on the surplus recorded in CY2023, CY2024 also registered a positive balance of 0.4 mt. This indicates a continued moderation in demand growth relative to supply, allowing the market to maintain a surplus position for the second consecutive year.

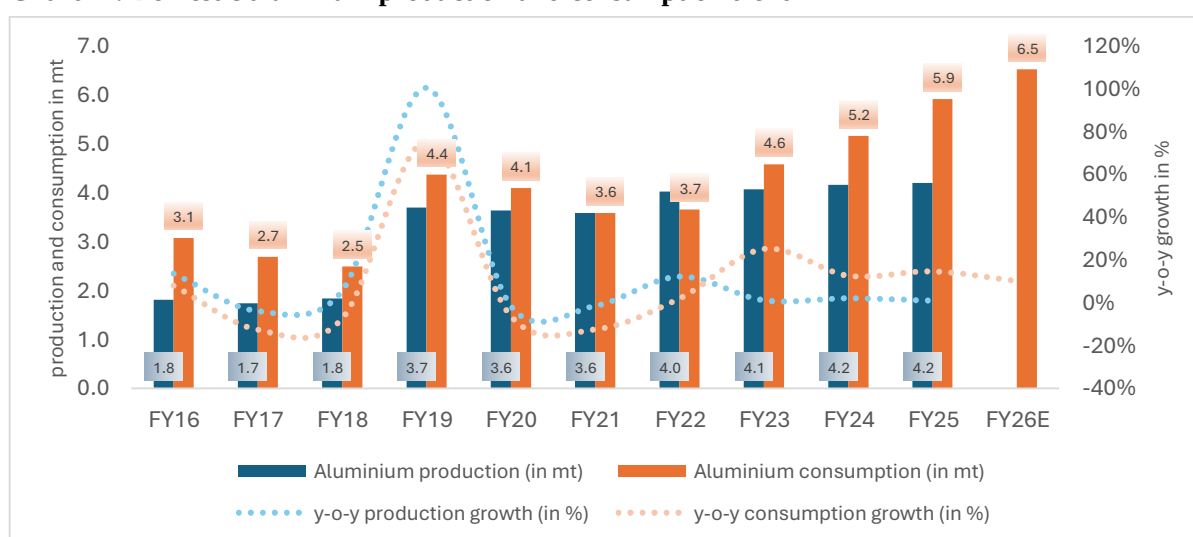
Going ahead in CY2025E, global demand is expected to remain moderate as compared to increased supply from China which in turn is expected to create a mild surplus situation.

Domestic overview:

India stands as the world's second-largest producer of primary aluminum, with an annual production exceeding 4 mt. The country's aluminum industry has a vast network of smelters, refineries, and downstream manufacturing facilities that play a crucial role in both domestic and international market.

Furthermore, India is currently the fastest-growing developing economy globally, witnessing a surge in construction activities and infrastructure development. This rapid growth has significantly increased the demand for aluminum and has contributed to the overall market expansion. Aluminum possesses several advantageous properties, including its light weight, corrosion-resistance, and recyclability. These properties make it a versatile material that can be widely utilized across various sectors.

Chart 11: Domestic aluminum production and consumption trend



Source: CMIE, USGS, ICRA Analytics

The production of primary aluminum in India went up by ~1% during FY2025 to 4.20 mt compared to 4.16 mt in FY2024, driven by strong demand from sectors like energy, infrastructure, and manufacturing. However, exports remained subdued due to global macroeconomic weakness. The production of aluminum has grown at a CAGR of 4.0% during FY2021-25.

Coming to consumption, In India, both FY2020 and FY2021 witnessed significant fall in consumption demand by ~5% and ~12% respectively owing to COVID-induced lockdown. The demand started to recover from FY2022 as the situation started to stabilize and the numbers started to hover near the pre-covid levels.

During FY2023, the consumption of aluminum reached 4.6 mt which is higher than the pre-pandemic level, a significant uptick by ~25%. After two years of covid-related slump, the demand scenario remained resilient, owing to positive macroeconomic indicators in India.

Even on this high base, the demand for primary aluminum went up significantly by ~13% to 5.2 mt in FY2024 owing to increased government spending in the pre-election year, giving rise to demand from all the end-user industries pertaining to FY2024.

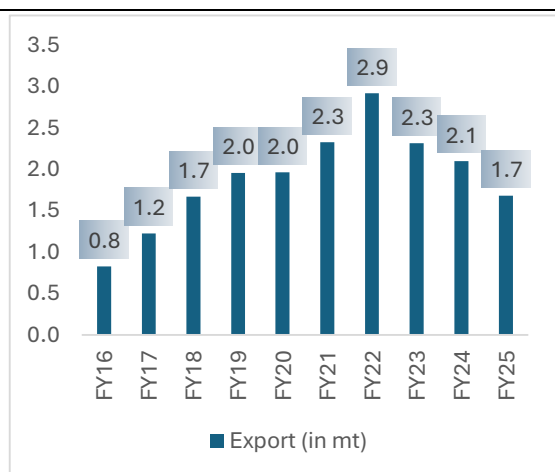
In FY2025, the demand for primary aluminum reached 5.9 mt with a y-o-y growth rate of 15%, driven by government infrastructure initiatives, urbanisation, and the renewable energy push.

Major growth drivers for aluminum market:

- India aims to decrease carbon emissions by 1 billion tonnes by CY2030 and also reduce dependency on oil imports by promoting faster adoption of EVs. The country has set a target of achieving 30% overall EV penetration by CY2030. Aluminum is a crucial material in the EV market, with applications in battery technology, body construction, and infrastructure. Substituting steel with aluminum in EVs enables the production of more energy-efficient vehicles, with reduced weight resulting in a 10–15% increase in range. This improvement is expected to encourage higher EV adoption among consumers, thereby boosting aluminum demand.
- In May 2023, Alstom was awarded the tender to produce 100 Vande Bharat trains with aluminum bodies, a development likely to significantly increase aluminum consumption over the next 4–5 years. Moreover, the substantial investments made in metro rail projects are also expected to support the aluminum sector.
- The power sector's demand for aluminum is anticipated to strengthen due to the Government of India's ambitious target of achieving 500 GW of renewable energy capacity by 2030, along with continuous investments in transmission lines. Additionally, the large-scale investments in solar module capacity are projected to drive aluminum usage in the manufacturing of solar panels.
- Demand pull is also expected from the construction sector, supported by government initiatives such as Make in India, 100% rural electrification, Housing for All through Pradhan Mantri Awas Yojana (both rural and urban), Smart Cities projects, and the National Infrastructure Pipeline. These initiatives are set to propel aluminum demand across multiple applications in the built environment.
- The consumer durables segment is another strong growth driver, with rising demand for air conditioners, refrigerators, and washing machines. This surge is being fuelled by factors such as low penetration levels, rapid urbanisation, higher disposable incomes, and easier access to financing.
- Further boosting the sector, Vedanta Limited announced during the Make in Odisha Conclave 2025 "Utkarsh Odisha" a massive investment of Rs. 1 lakh crore to establish a 6 million tons per annum alumina refinery and a 3 million tons aluminum plant dedicated to producing green aluminum using renewable power. This mega industrial complex is expected to create strong backward and forward linkages for downstream industries, unlocking significant aluminum demand across automotive, power, construction, and railways, given the hundreds of applications of aluminum in these sectors.

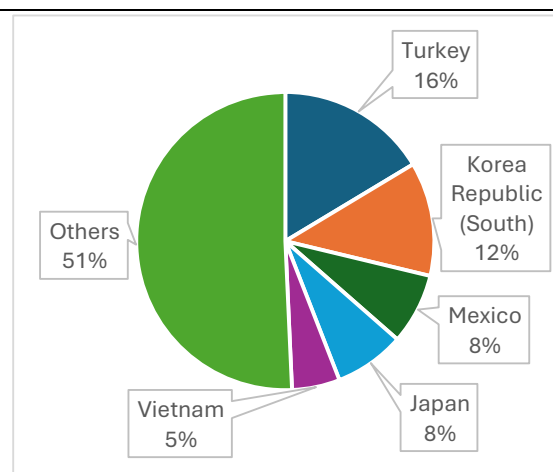
Trends in aluminum trade:

Chart 12: India's primary aluminum exports



Source: CMIE, ICRA Analytics

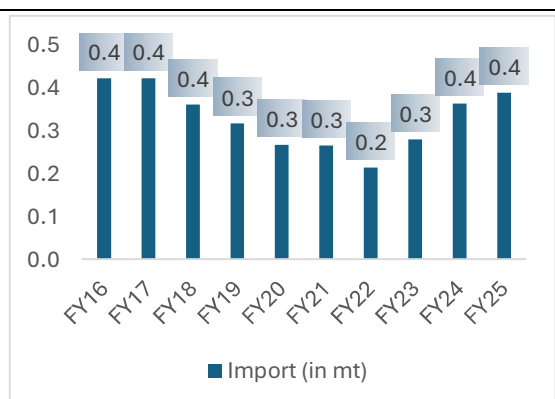
Chart 13: Top 5 export destinations for India - FY2025



Source: CMIE, ICRA Analytics

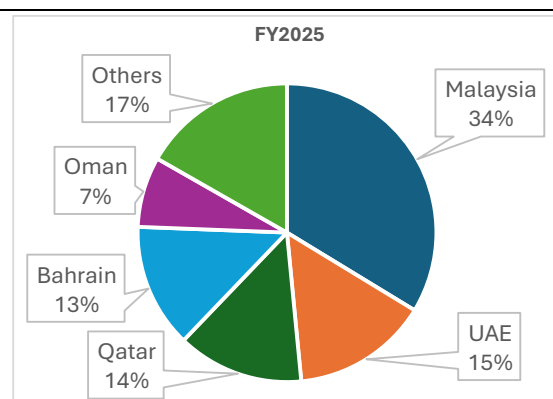
Primary aluminum exports from India stood at 1.7 mt during FY2025, with Turkey and South Korea remaining the preferred export destinations.

Chart 14: India's primary aluminum imports



Source: CMIE, ICRA Analytics

Chart 15: Top 5 aluminum exporters to India



Source: CMIE, ICRA Analytics

Over the last three years, aluminum imports in India have gradually increased from 0.3 mt in FY23 to 0.4 mt in FY25. Malaysia, UAE and Qatar have been the prominent exporters to India over the last one decade.

Ever increasing need of decarbonisation in the aluminum industry:

As per the International Energy Agency (IEA), aluminum production accounts for 3% of the world's direct industrial CO₂ emissions and is the second-highest greenhouse gas-emitting metal after steel. Given the energy-intensive smelting process and the projected 40% growth in aluminum demand by 2030, greener production methods are becoming increasingly necessary. While the carbon intensity of companies operating in developed nations is much lower due to their shift towards low-carbon power sources such as hydropower and solar, Indian aluminum producers continue to rely heavily on captive coal mines and coal linkages for their power needs. As

a result, India's carbon intensity is about 18 tCO₂ per tonne of aluminum produced—almost 60% higher than the global average and significantly higher than that of western economies.

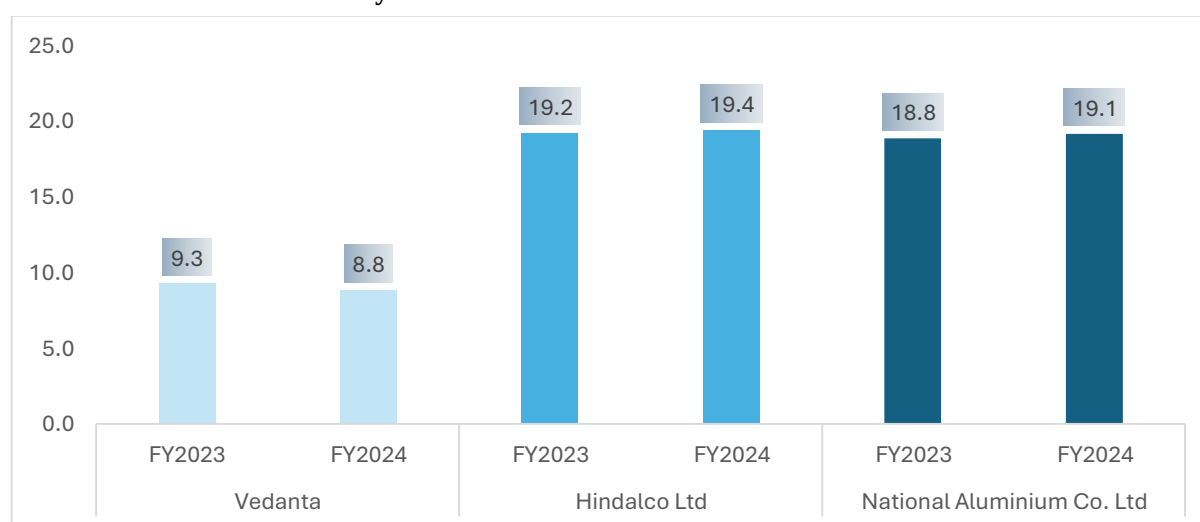
Globally, various methods to reduce carbon emissions—such as carbon capture and storage, inert anodes, and fuel switching in calcination—are still in their early stages and may take longer for mass adoption in countries like India. Consequently, domestic aluminum producers are adopting the following approaches to reduce their GHG footprint:

- Reducing Scope 2 emissions by increasing the share of renewable energy in power sourcing, with a greater focus on battery storage.
- Reducing Scope 3 emissions by using more energy-efficient modes of transporting raw materials for primary aluminum production.
- Increasing aluminum scrap consumption, as secondary aluminum production has almost 95% lower GHG intensity compared to the primary route.
- Enhancing end-user scrap collection, similar to practices in developed countries, to boost domestic scrap availability and reduce import dependence.

These measures are aimed at lowering GHG intensity by 25% by 2030 and achieving net-zero emissions by 2050.

In terms of GHG intensity for domestic primary aluminum producers, Vedanta Group currently has the lowest emission intensity at 8.8 MT Co₂e/MT of aluminum produced compared to 19.4 MT Co₂e/MT for Hindalco and 19.1 MT Co₂e/MT for Nalco. In FY2022, Vedanta Aluminum launched Restora, its low-carbon aluminum brand, under which it offers two product lines: Restora and Restora Ultra. These products mark a significant step in advancing sustainable metal production. Restora has a carbon footprint of less than 4 tCO₂e per tonne of aluminum, placing it well below the global industry average. Meanwhile, Restora Ultra, produced using aluminum recovered from dross—a byproduct of aluminum smelting—achieves a near-zero carbon footprint, making it one of the lowest-carbon aluminum products in the world.

Chart 16: GHG emission of key aluminum manufacture in India



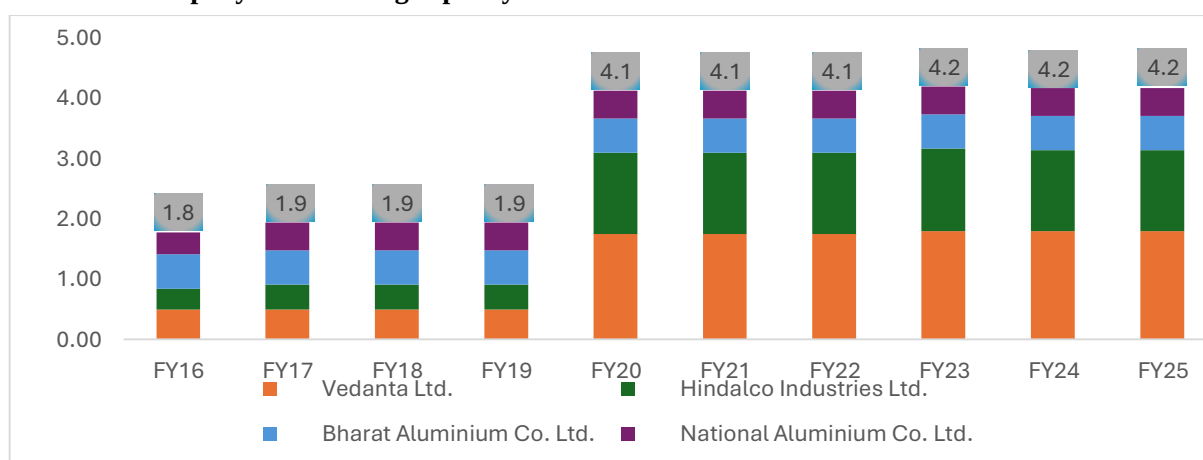
Source: Company reports, ICRA Analytics

Carbon Border Adjustment Mechanism (CBAM):

To avoid carbon leakage through imports, the EU in May 2023 signed the CBAM, which is applicable to imports from six sectors including aluminum. As per ICRA Ratings report, CBAM ruling will have a limited impact on the domestic primary aluminum producers as the present notification covers only the direct process related emissions and not the indirect emissions, which generate 80% of the total emissions in the primary aluminum production process. Indian primary aluminum producers have an average direct emission intensity of about 2.3 tonnes CO₂/tonne of aluminum, which is in line with the global average but 30% higher than the benchmark EU Emission Trading System (EU-ETS) free allocations. Despite that, CBAM compliance cost is likely to remain at \$50-140/MT (based on carbon price of Euro 70/tonne) between CY2026 to CY2034, which would be only ~2-6% of the aluminum prices. In case the indirect emission is also included in future, then the impact would be severe at \$600- 700/MT, constituting ~27-30% of the aluminum prices. However, inclusion of indirect emission is unlikely in CBAM until the electricity grid in EU is entirely decarbonised.

Competitive landscape in the domestic aluminum industry:

Chart 17: Company-wise existing capacity of aluminum in India



Source: CMIE, ICRA Analytics

The domestic aluminum market is majorly dominated by four key players, specifically Vedanta Ltd, Hindalco Industries, Bharat Aluminum Co (Balco), and National Aluminum Co (Nalco).

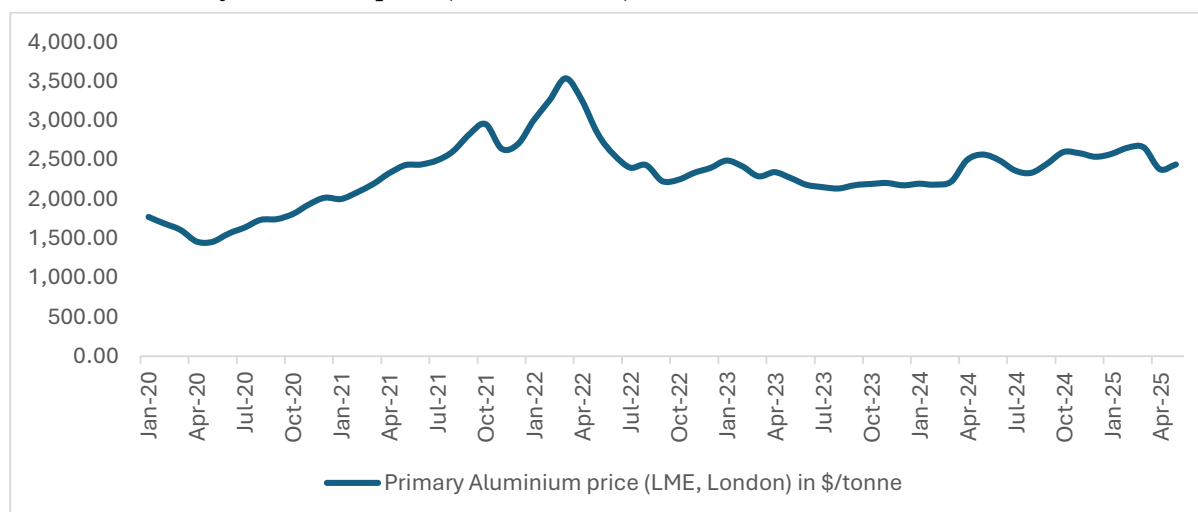
Vedanta Ltd has a smelting capacity of 1.8 mt at Jharsuguda in Odisha. Balco, a subsidiary of Vedanta, has a smelting capacity of 0.57 mt and is situated at Korba in Chhattisgarh. Together, Vedanta and its subsidiary account for approximately 56.8% of the overall smelting capacity in the country. The group has been able to achieve ~100% capacity utilization with record aluminum production in FY2025 at 2.4 mt. Also, Vedanta has a significant market share of ~44% in producing primary aluminum sector in India. The company plans to raise its smelting capacity from 2.4 mt to 3 mt by 2026.

Hindalco, the country's second largest aluminum producing company, has a total capacity of 1.34 mt. The Renukoot plant alone has a capacity of 0.43 mt, while the Hirakud plant has a capacity of 0.21 mt. Additionally, the Mahan plant in Madhya Pradesh and the Aditya Aluminum plant in Odisha both hold a capacity of 0.36 mt each. Hindalco contributes 32.6% to the total installed primary aluminum capacity in India.

Nalco has a smelting capacity of 0.46 mt at its plant in Angul, Odisha, accounting for 11% of the industry's smelting capacity. Going ahead, additional 0.5 mt of smelting capacity is to be added at the Angul district of Odisha.

Overall, the industry currently has a primary aluminum capacity of approximately 4.2 million tonnes.

Chart 18: Primary Aluminum price (LME, London) in \$/tonne



Source: LME, CMIE, ICRA Analytics

The LME prices of primary aluminum averaged at \$2,419/tonne during CY2024 compared to \$2,252/tonne in CY2023, witnessing a rise of ~7% year on year. During CY2022, prices went up by ~9% on year mostly aided by price increase during the first four months of the year as the escalation of the conflict in Ukraine had heightened concerns about potential sanctions on Russian manufacturers and substantial interruptions to the supply of metals. However, during the rest of the year, prices fell led by weaker macroeconomic environment.

During CY2023, the initial two months witnessed improvement in prices, which averaged at around \$ 2,450/tonne due to optimism surrounding the Chinese economy's recovery. However, for the majority of the year, prices fluctuated within the range of \$2,100/tonne to \$2,300/tonne. This was mainly due to subdued demand, particularly from the building and construction segments, which limited price rise. In the current year, backed by improving manufacturing activities in China, new sanctions on Russian metals and easing of inflationary pressures, aluminum prices rose to \$2,565/tonne in May 2024. Continued geopolitical tensions and/or any prolonged lull in demand from the property sector in China could keep the prices volatile in the near term.

Operational Benchmarking:

Table 5: Operational benchmarking

Key indicator	Unit	Vedanta Group			Hindalco Ltd			National Aluminum Co. Ltd		
		FY2023	FY2024	FY2025	FY2023	FY2024	FY2025	FY2023	FY2024	FY2025
Existing capacity	mt	2.38	2.38	2.38	1.34	1.34	1.34	0.46	0.46	0.46
Production	mt	2.29	2.37	2.41	1.32	1.33	1.32	0.46	0.46	0.46
Capacity utilisation.	%	96%	100%	101%	99%	99%	99%	100%	101%	100%
Raw material security.....	%	Alumina - 44%, captive power - 95%, coal - 14%			Alumina - 100%, captive power plant - 100%, coal - 90%			Alumina - 100%, captive power plant - 100%, coal - 85%		
Operating profit per tonne	\$	322	494	874	792	822	1,457	480	401	1,043
GHG emissions.....	CO ₂ /MT	9.3	8.8	8.6	19.2	19.4	19.4	18.8	19.1	NA

Source: Company annual reports, ICRA Analytics

Note:

For NALCO, Earnings before interest and taxes (EBIT) for aluminum division has been taken instead of operating profit

Zinc

Global Overview:

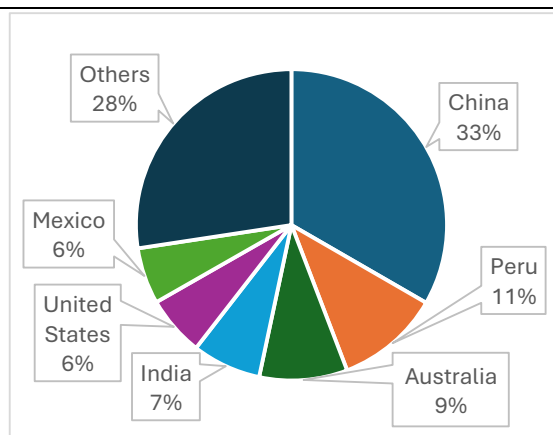
Zinc is the fourth most widely used metal in the world after steel, aluminum and copper. It has diverse chemical, physical, and electrochemical properties, which enables its use in galvanization providing an effective corrosion resistance to steel substrates. Galvanization accounts for approximately 60% of global zinc's application, which in turn finds wide applications in various sectors such as construction, infrastructure, automobiles, home appliances, machinery, and shipbuilding.

Zinc is also used for making alloys with other metals such as aluminum, copper, and magnesium, making it suitable for die-casting alloys, which make up 13% of global zinc consumption followed by brass at 11% and oxide & chemicals at 9%.

As far as end-use market is concerned, the construction sector is the largest consumer of zinc at 50%, followed by the transport sector at 21%, and infrastructure at 16% of total global zinc consumption.

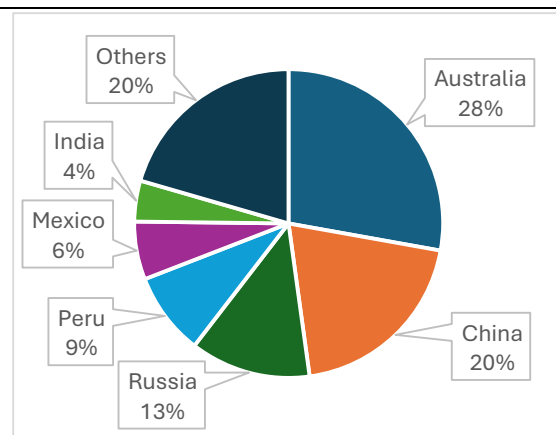
India is the 4th largest zinc producing country in the world with an overall zinc production of 0.86 mt in CY2024 compared to 0.85 mt in CY2023. As per the Mineral Commodity Summaries 2025 published by the USGS, global zinc reserves were estimated at 230 million tonnes. Australia accounts for the largest share at 28%, followed by China (20%), Russia (13%), Peru (9%), and Mexico (6%), India (4%) and other countries (20%).

Chart 19: Global ranking of zinc producing countries in CY2024



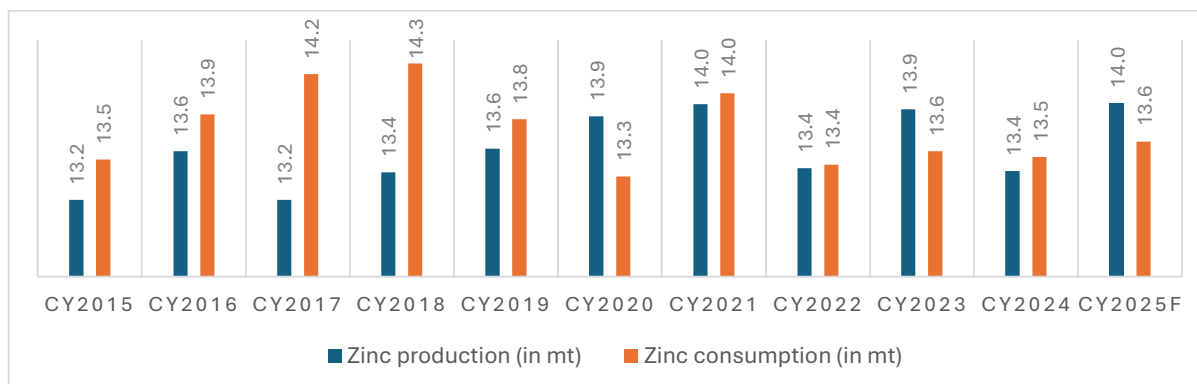
Source: USGS (United States Geological Survey), ICRA Analytics

Chart 20: Ranking of countries in terms of zinc reserves - CY2024



Source: USGS (United States Geological Survey), ICRA Analytics

Chart 21: Global zinc production and consumption trend



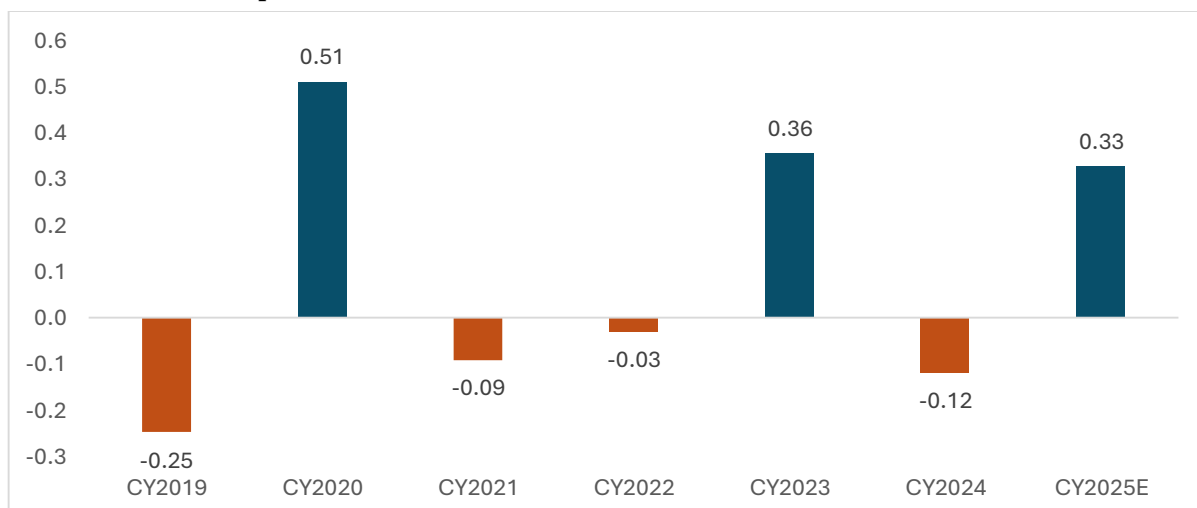
Source: International Lead & Zinc Study Group (ILZSG), ICRA Analytics

After declining by 3.8% in 2024 to 13.4 mt, global zinc production is expected to rebound in 2025 with around 4% year-on-year increase, reaching 14.0 million tonnes. The recovery will be supported by the ramp-up of newly commissioned and restarted operations, particularly in the Democratic Republic of Congo, China, and Russia, which are set to play a more prominent role in the near-term global supply landscape.

In CY2024, global zinc consumption declined to 13.5 mt from 13.6 mt in CY2023, reflecting weaker industrial demand across key markets. According to the International Lead and Zinc Study Group (ILZSG), global demand for refined zinc is projected to rise by 1% in CY2025, reaching 13.6 mt. This modest growth indicates a cautious recovery in industrial activity.

The top producers of refined zinc in the global market are Glencore with a market share of ~7%, Hindustan Zinc at ~6% and Teck Resources at ~2% of the total global zinc consumption.

Chart 22: Global surplus/deficit situation



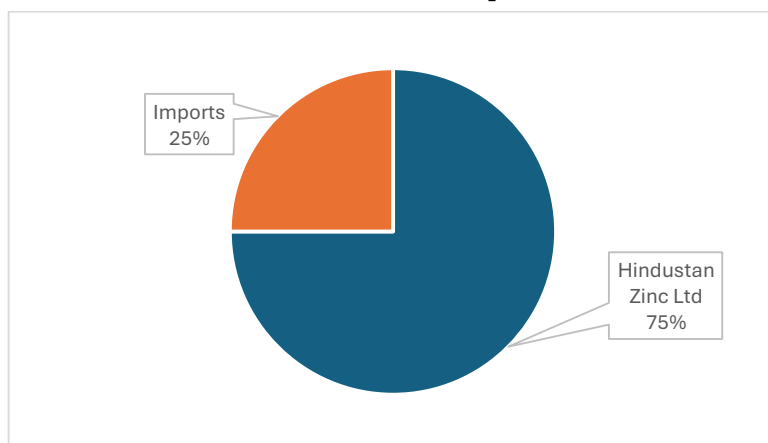
Source: International Lead & Zinc Study Group (ILZSG), ICRA Analytics

In CY2024, the zinc market shifted into a deficit as demand growth outstripped supply, further exacerbated by raw material shortages that forced smelters to cut refined output. Looking ahead to CY2025, the deficit is expected to ease slightly with support from new supply additions in China, Democratic Republic of Congo (DRC), and Russia, although robust demand from major consuming regions will continue to influence market balance.

Domestic overview:

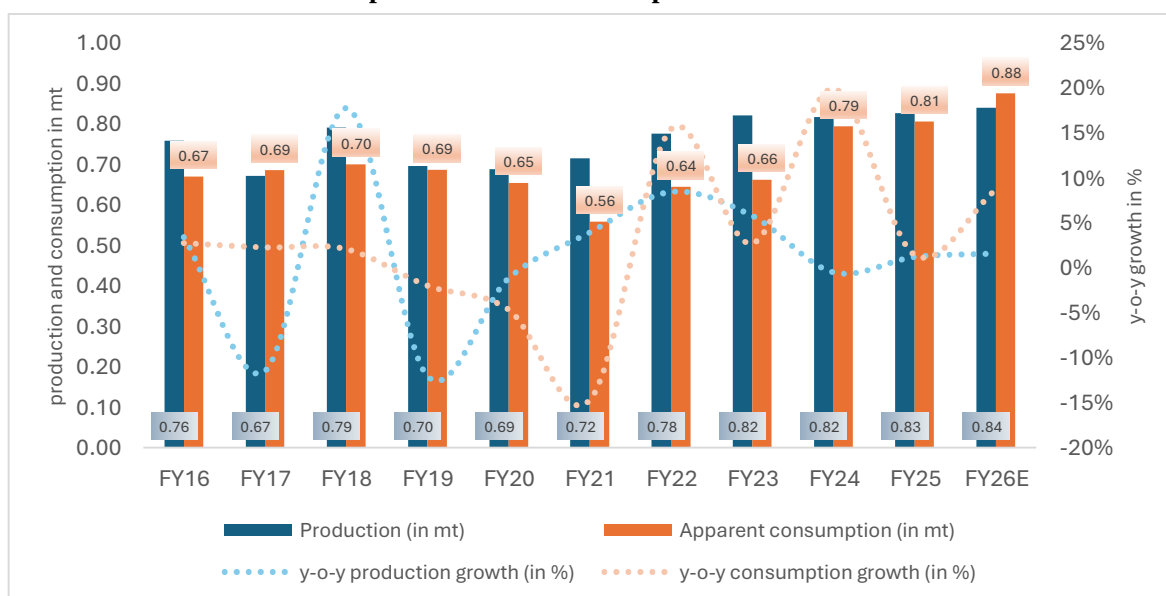
In India, Hindustan Zinc is the market leader with a significant ~75% market share (in domestic consumption terms) and ranked as the largest integrated zinc producer in the world. Apart from Hindustan Zinc, there is no other primary zinc producer in India and hence the balance 25% of its consumption is met through imports. With respect to the end-use industries of zinc, the construction and infrastructure sectors in India predominantly rely on galvanised steel, which accounts for over 70% of the zinc demand in the country.

Chart 23: Source of India's zinc consumption



Source: Company reports, CMIE, ICRA Analytics

Chart 24: India's refined zinc production and consumption trend



Source: CMIE, ICRA Analytics, *Apparent consumption = production + imports - exports

During FY2025, India's refined zinc production went up by ~1.2% to 0.83 mt in CY2024 compared to 0.82 mt in CY2023. For FY2026, refined zinc production growth of up to 1.6% and is expected to reach 0.84 mt.

During FY2025, primary zinc consumption went up by ~1.5% to 0.81 mt compared to ~0.79 mt in FY2024. zinc consumption in India was primarily driven by strong demand from the construction and automotive sectors. Government-led infrastructure initiatives and housing projects supported higher usage of galvanized steel, while

the automotive industry's increasing focus on lightweighting and corrosion resistance further boosted zinc demand in coatings and alloys.

International Zinc Association (IZA) projects India's zinc consumption to more than double over the next decade, supported by increasing adoption of galvanized steel in the automotive sector, rapid infrastructure development, and growing applications in renewable energy and energy storage solutions.

Going forward, the domestic demand for zinc is expected to be strong due to the government's continued thrust on infrastructure development, urbanization, and industrialization leading to a surge in demand for zinc-intensive materials. India's prominent position in steel production, coupled with impressive growth in the Index of Industrial Production (IIP) and Manufacturing PMI figures, highlights a robust economy with a rising need for zinc.

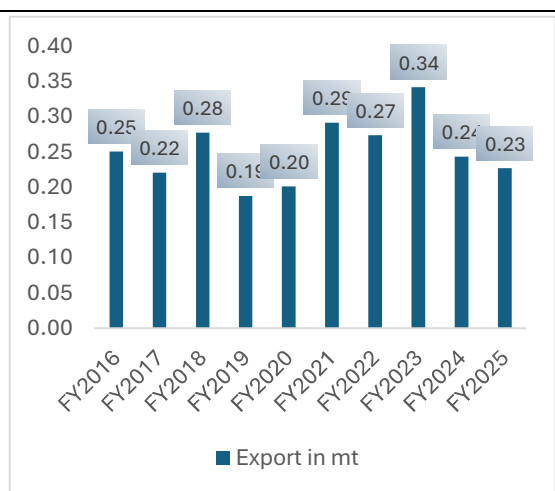
Major demand drivers of zinc:

- A significant portion of demand in the zinc industry comes from the coated steel sector, which involves galvanizing and/or painting. As per the National Steel Policy 2017, crude steel production is expected to reach 255 MT by FY2031, which in turn will create spillover demand for zinc in India. In line with this policy, SAIL has envisaged Phase-I expansion of its integrated steel plants at Burnpur, Durgapur, Bokaro, Rourkela, and Bhilai to enhance its crude steel capacity from the existing ~19 MTPA to around ~35 MTPA by 2030-31 through augmentation and expansion. Stage-I approval has already been granted for the greenfield expansion of the IISCO Steel Plant and the brownfield expansion of the Durgapur and Bokaro steel plants.
- In addition, the Ministry of Steel, aligned with the PM GatiShakti Master Plan, has identified 22 high-impact projects to develop multimodal connectivity and bridge existing infrastructure gaps. Planned expansion of railway lines, development of new inland waterways, roads, ports, and gas pipeline connectivity is expected to provide critical logistics solutions, driving the steel sector towards achieving its NSP 2017 targets by 2030-31.
- On the supply side, Hindustan Zinc Ltd (HZL) has approved an investment of ₹3,823 crore for a zinc tailings reprocessing plant at Rampura Agucha in Bhilwara district, Rajasthan. The new plant, with a capacity of 10 million tonnes per annum, is targeted for completion within 28 months and is expected to significantly augment domestic zinc availability.
- Zinc demand is further expected to grow significantly, driven by key sectors such as construction and energy storage. The construction sector, particularly in emerging economies like India, will remain the largest consumer of zinc due to rising infrastructure investments.
- The automobile sector is another major driver of zinc demand. Supported by government subsidies, rising consumer awareness, and a surge in new product launches, the electric vehicle (EV) segment has witnessed strong growth prospects over the past two years. These developments, along with growth in passenger and commercial vehicle production, bode well for domestic steel consumption in the near to medium term, thereby strengthening zinc demand.
- Moreover, there is notable emphasis on the development of road infrastructure, power generation and transmission, as well as 5G-related telecom infrastructure. These emerging sectors are expected to provide additional stimulus to zinc demand in India.

Trade Trends:

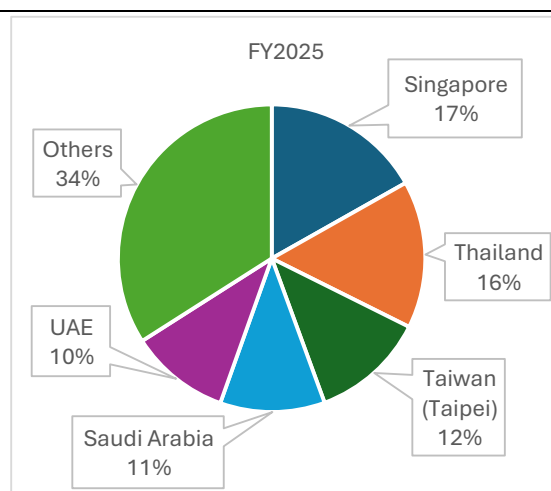
Exports trend:

Chart 25: India's zinc export trend (in mt)



Source: CMIE, ICRA Analytics

Chart 26: India's key export destinations

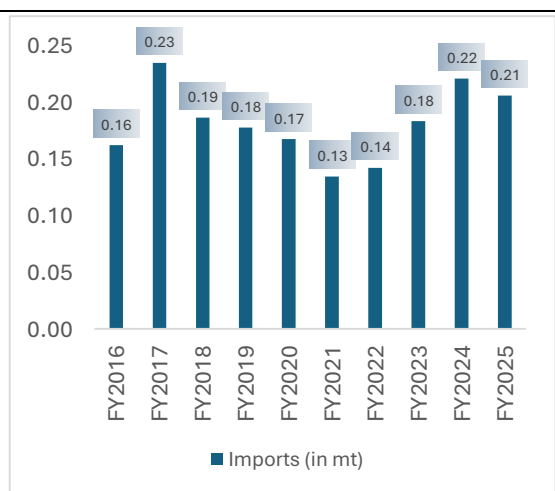


Source: CMIE, ICRA Analytics

India has been exporting around ~35% of its total production over the last five years. During FY2025, India exported 0.23 mt after recording highest export ever at 0.34 mt in FY2023.

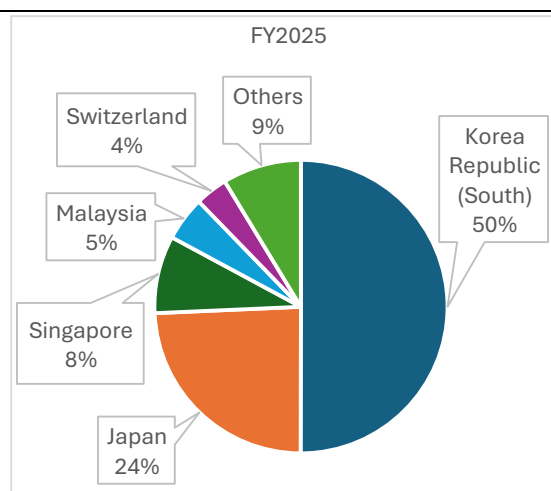
Imports trend:

Chart 27: India's import trend (in mt)



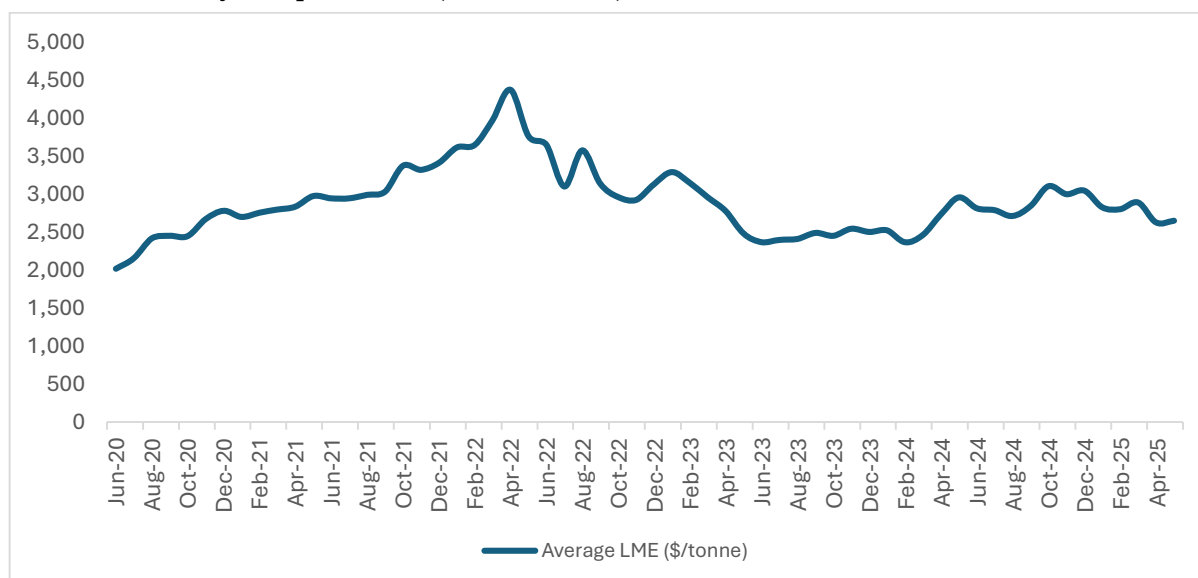
Source: CMIE, ICRA Analytics

Chart 28: Key exporters of zinc to India



Source: CMIE, ICRA Analytics

During FY2025 India imported 0.21 mt of zinc. South Korea, Japan and Singapore have been the prominent exporters to India during FY2025.

Chart 29: Primary zinc price trend (LME, London) in \$/tonne

Source: CMIE, ICRA Analytics

Zinc prices have typically remained range bound in the past but exhibited volatility during the events such as pandemic and geopolitical tensions. The LME zinc prices averaged at \$2,777/tonne in CY2024, 5% higher as compared to \$2,650/tonne in CY2023.

Table 6: Operational benchmarking against leading zinc producers globally

Key indicator	Unit	Hindustan Zinc Limited*			Glencore Plc			Teck Resources		
		FY2023	FY2024	FY2025	CY2022	CY2023	CY2024	CY2022	CY2023	CY2024
Production.....	mt	0.82	0.82	0.83	0.94	0.92	0.91	0.25	0.27	0.26
Operating profit per tonne	\$	2,661	2,022	2,631	1,574	1,083	1,578	4,062	2,744	3,402
GHG emissions intensity	CO2/MT	4.4	4.5	4.6	7.9	6.4	6.9	5.4	6.6	NA

Source: Company annual reports, ICRA Analytics

Note:

GHG emissions intensity for Glencore is for its entire metals smelting business; For Teck Resources, Gross profit has been considered instead of operating profit and GHG emissions intensity is calculated for its copper and zinc smelting operations.

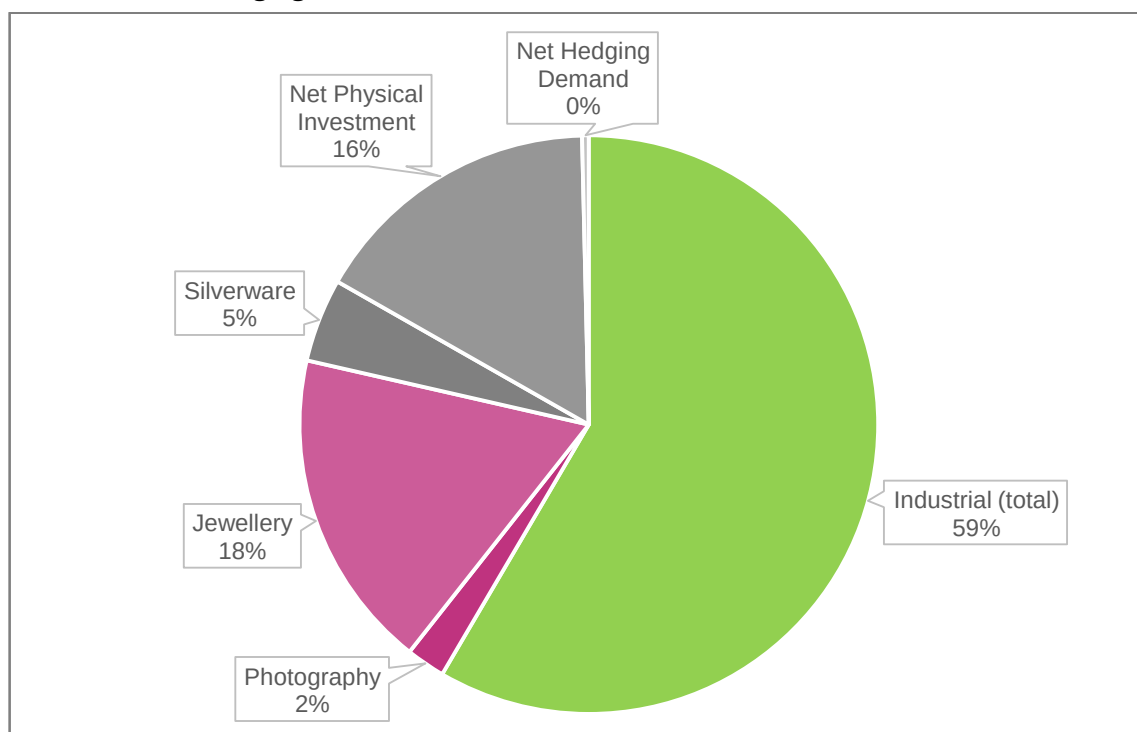
* HZL numbers are for zinc business only

Silver

Global overview:

Silver is the world's most reflective metal and is an indispensable material in the precious metal industry because of its unique property of high electrical and thermal conductivity. Silver, being an extremely versatile metal, has widespread usage in industries like solar, electronics, catalysts, brazing and soldering, automobiles etc. It is also used in photography, jewelry and silverware extensively.

Chart 30: Market segregation of end user demand, CY2024



Source: Silver Institute org, ICRA Analytics

The demand for silver is segregated across various industries with the Industrial sector accounting for the highest share at 59%, within which electrical & electronics forms a major share (68%). The photovoltaics sector, which falls under electrical & electronics segment, has a dominant 43% share in silver consumption and is projected to witness strong growth thus playing a significant role in pushing silver demand upward. Silver demand growth estimates across end-user industries are given below.

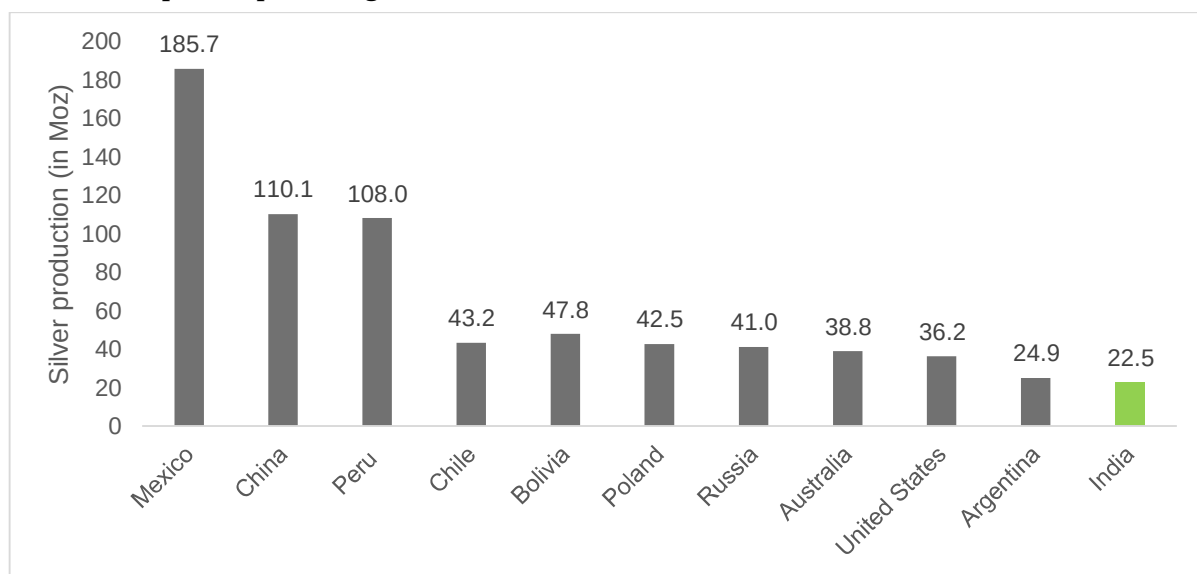
Table 7: Silver demand growth across end-user industries

Demand	CY2024	CY2025(F)	CY2024 (Y-O-Y)	CY2025F (Y-O-Y)	% share
<i>(in million ounces, Moz)</i>					
1. Industrial (total).....	680.5	677.4	4%	0%	58%
• Electrical & electronics	460.5	465.5	4%	1%	68%
o of which photovoltaics	197.6	195.7	3%	-1%	43%
• Brazing Alloys & Solders	51.6	52.9	3%	3%	8%
• Other Industrial.....	168.4	158.9	4%	-6%	25%
2. Photography	25.5	24.2	-7%	-5%	2%
3. Jewellery	208.7	196.2	3%	-6%	18%
4. Silverware.....	54.2	46	-2%	-15%	5%
5. Net Physical Investment	190.9	204.4	-22%	7%	16%
6. Net Hedging Demand.....	4.3	0	-62%	NA%	0%
Total Silver Demand.....	1,164.1	1,148.3	-3%	-1%	100%

Source: Silver Institute, ICRA Analytics

Silver is mostly obtained from lead-zinc, copper, and gold mines as a by-product. Global silver mine production increased by 0.9% y-o-y in CY2024, despite the continued decade-long decline in primary silver output. The growth was mainly supported by higher by-product silver production, particularly from gold mining. Excluding the heavily COVID-affected year of CY2020, the share of global silver output sourced as a by-product rose to a record 72% in CY2024. This increasing dependence on by-product production further reduces silver's direct price influence on supply, as mining dynamics are now more closely tied to gold, copper, and lead/zinc markets.

Chart 31: Top silver producing countries in CY2024



Source: Silver Institute org, ICRA Analytics

Table 8: Top 6 global silver producing companies

Name of the companies	CY2024 production (in Moz)	% share
Fresnillo	54.3	13.5%
KGHM polska Miedz	43.1	10.7%
Newmont	33.0	8.2%
Hindustan Zinc Ltd.	22.5	5.6%
Pan American Silver	21.1	5.3%
Southern Copper	21.0	5.2%
Others	206.7	51.5%
Total production	401.7	100%

Source: Silver Institute org, ICRA Analytics

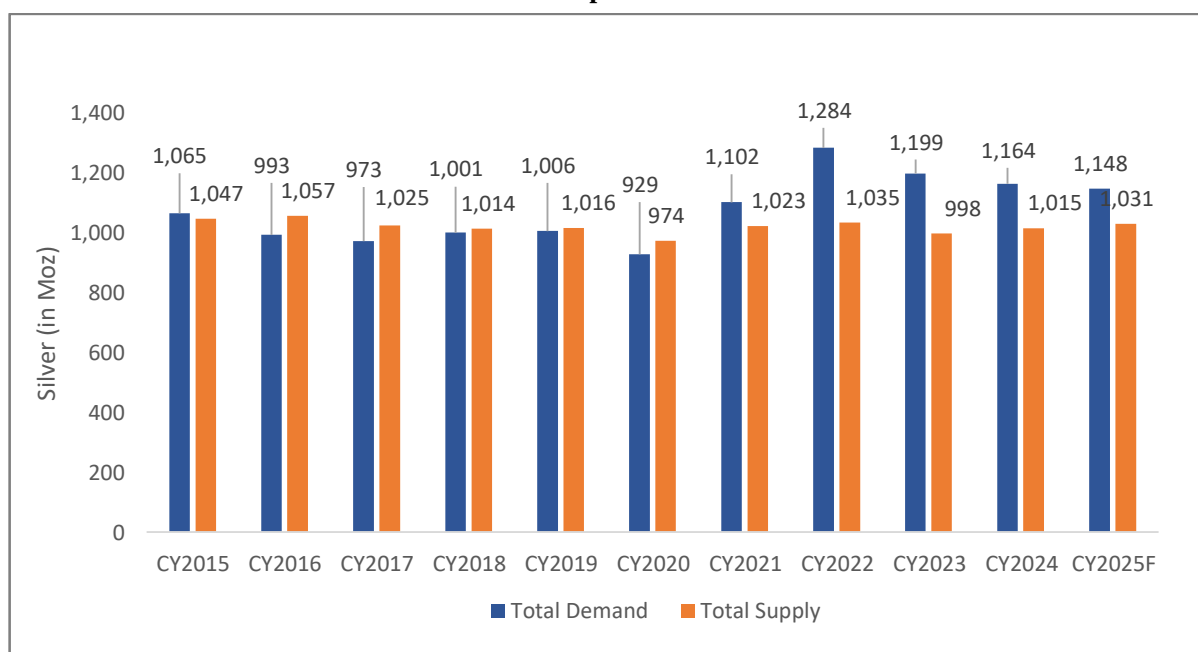
KGHM Polaska's mine in Poland with a production of 41.0 Moz in CY2024 is the largest in the world and Hindustan Zinc Ltd's Sindesar Khurd mine with a production of 18.0 Moz is at the fourth position in CY2024 compared to second position in CY2023.

The global silver mine production stood at 819.7 Moz in CY2024 compared to 812.7 Moz in CY2023. This, coupled with largely flat recycling volumes, kept total global supply of silver at 1015.1 Moz in CY2024

compared to 997.8 Moz in CY2023. Mexico has been a leading producer of silver followed by China, Peru, Bolivia, Chile. In CY2024, India ranked eleventh amongst the top silver producing countries with a production of 22.5 Moz.

In India, Hindustan Zinc Ltd (HZL) is the leading primary silver producer and is the fourth largest silver producing company in the world with a market share of ~6% globally. India's output decreased by ~5% in CY2024 was primarily due to adjustments in the mining sequence and notably lower silver content from the Sindesar Khurd (SK) Mine of HZL, which reduced silver input into the production process.

Chart 32: Global Silver Production and Consumption



Source: Silver Institute org, ICRA Analytics

Global Production:

In CY2023, the global silver production witnessed a drop from 1,035 Moz to 998 Moz. However, in CY2024, the global silver production rose to 1,015 Moz, up by ~2% owing to increase in both mine production as well as recycling while only the net official sector sales decreased by ~9% which is barely 0.1% of the total supply.

Going ahead, in CY2025, global silver mine production is further expected to go up by ~2% to 1,031 Moz owing to recoveries at big operations and country level ramp up in production. Nevertheless, in CY2025, silver mine production is expected to rise as more start up mines commence production while the recycling is expected to marginally drop.

Global Consumption:

The total demand in silver sector was 1,164 Moz, declined by ~3% compared to the previous year. The drop was led by weakness in physical investment, hedging demand and silverware, alongside ongoing structural losses in photography. Coin and bar demand dropped sharply by ~22% to a five-year low, with steep declines in western markets especially the United States while it was offset only by India, where demand rose by ~21% on import duty cuts and bullish price expectations. The global delta-adjusted producer hedge book declined by 4.3Moz in CY2024, reaching just 4.5Moz, its lowest level in decades. By year-end, only three producers-maintained hedges, as several projects transitioned from construction to commercial production, thereby reducing the need for cash flow protection. Additionally, Silverware consumption dropped by ~2% to a three-year low, with India and China both weaker due to high prices and subdued consumer sentiment.

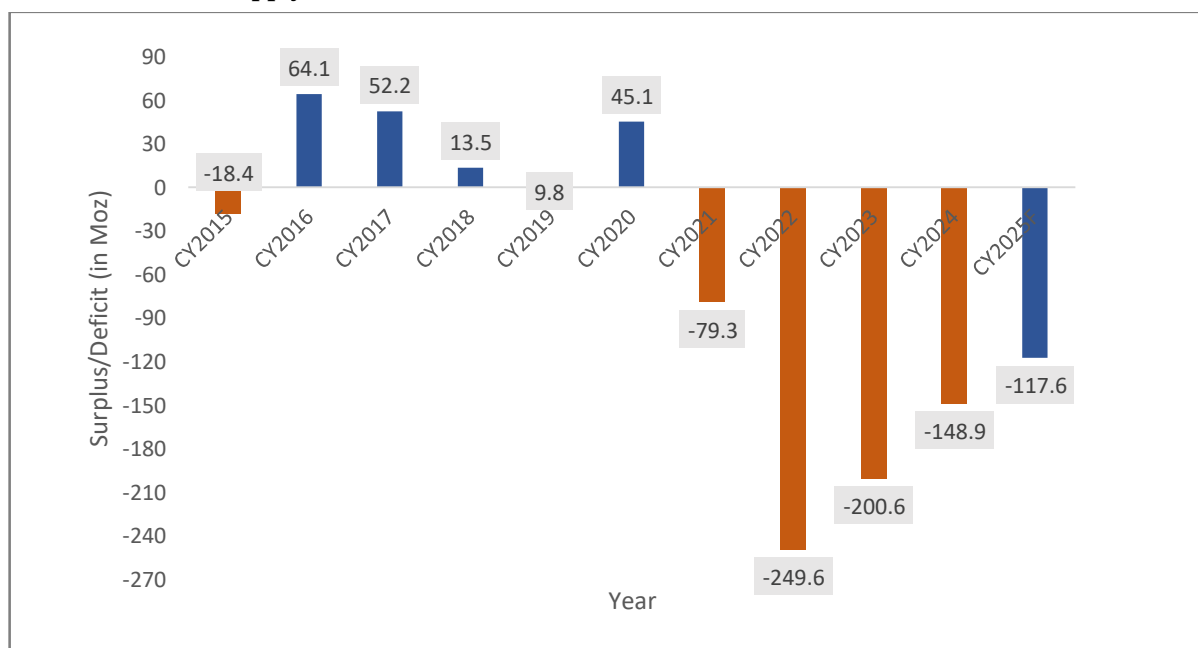
However, industrial demand reached another record high of 680.5 Moz, up by 4% y-o-y, supported by structural growth in solar photovoltaics, grid infrastructure, and vehicle electrification, with China's record 278GW solar capacity additions leading the expansion. Jewellery fabrication rebounded ~3% to 208.7Moz, largely on stronger demand in India and higher exports from Thailand, while China recorded its third year of losses.

Overall, 2024 reflected a continued divergence in silver demand wherein structural gains in industrial applications contrasted with persistent weakness in investment and consumer segments, leaving the market increasingly reliant on green economy drivers for growth.

Going forward in CY2025, the global silver demand is expected to decline by ~1% compared to CY2024 led by decline in silverware, jewelry particularly in India weighed upon by price driven consumption losses. The structural decline in photography is likely to continue in CY2025. Although the industrial demand is expected to stay stable, physical investment (coin and net bar) demand is expected to register good growth after two years of weakness.

Market Balance:

Chart 33: Global Supply – Deficit scenario



Source: Silver Institute org, ICRA Analytics

For the fourth consecutive years, CY2024 saw a deficit, due to demand exceeding the supply for silver. During the past two years the market was in deficit by 249.6 Moz and 200.6 Moz for CY2022 and CY2023 respectively, with CY2022 reaching record high deficit in the past decade. The deficit has reduced by ~51.7 Moz from CY2023 to 148.9 Moz in CY2024. The deficit is mainly caused by overwhelming demand from industrial sectors although the supply has also increased but was still unable to suffice the gap. The expansion of renewable and solar industry acted as the major catalyst for increased demand in industrial sector. Following these trends, going ahead in CY2025, the market is expected to be in deficit but the gap will reduce to 117.6 Moz owing to stable demand and increased supply in the market.

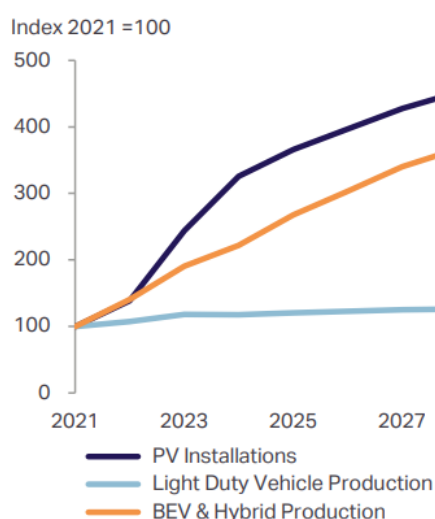
Long term outlook:

By CY2025, silver industry is expected to face its fifth consecutive annual deficit, with cumulative shortfalls from CY2021–CY2025 nearing 800Moz, a clearly unsustainable trend. Mine production offers little relief, as

output is expected to peak in CY2026 before declining due to aging mines, particularly in Mexico, though partial gains are likely from Canada, Russia, and the US. Losses will mostly come from primary silver mines, while by-product output from gold and base metal mines should provide some offset. Recycling will remain weak, limited by falling photographic scrap and depleted silverware stocks, with significant growth dependent on much higher prices to spur Indian recycling.

On the demand side, industrial consumption remains the bright spot, driven by structural forces such as PV installations, BEVs, electronics, and data centres, although risks from substitution, thriftiness, and evolving automotive designs could limit per-unit silver use. Jewellery demand may benefit from global growth but is shifting toward lighter, branded, higher-margin designs, making the sector more resilient but vulnerable to losses in India during rallies. Silverware demand faces limited upside, while coin and bar demand remain highly uncertain. The safe-haven demand could rise in a volatile economy, but profit-taking is likely given large investor stockpiles. Overall, persistent deficits will remain a hallmark of the silver market, sustained by robust industrial demand and constrained supply.

Chart 34: Key demand drivers of silver in the long term

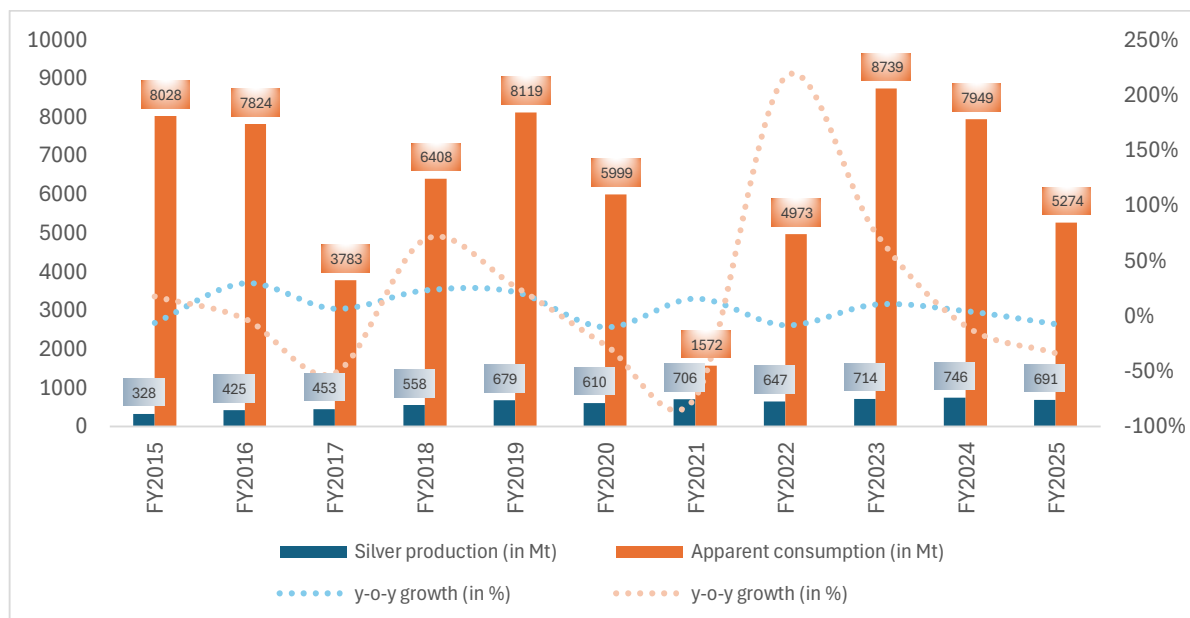


Source: World Silver Survey, 2025, ICRA Analytics

Domestic overview:

India ranks as the 11th largest producer of silver in the global market (as per the World Silver Survey 2025), with annual production reaching 691 metric tonnes (MT) in FY2025. Hindustan Zinc Limited (a Vedanta group company) is the only primary silver producer in India. Its largest mine is in Rajasthan, Sindesar Khurd Mine, which now stands as the 2nd largest silver producing mine globally.

Chart 35: Domestic Silver Production and Consumption trends



Source: CMIE, IBM, ICRA Analytics

The domestic silver production declined by ~7% in FY2025 to 691 MT, after recording highest ever silver production in India at 746 MT in FY2024. The production declined due to change in mining sequence i.e mined zones with low silver content. Hindustan Zinc, the largest silver producing countries in India also stated that saleable silver was lower due to change in mining sequence and lower silver input from SK (Sindesar Khurd) mine in line with mine grade.

Additionally, silver demand also decreased during FY2025 to 5274 MT, went down by ~34% on year compared to 7949 MT in FY2024 owing to weakness in silverware (and some jewellery/photography segments) due to high local silver prices which led to trimming of fabrication demand for silverware contributing to the overall decline.

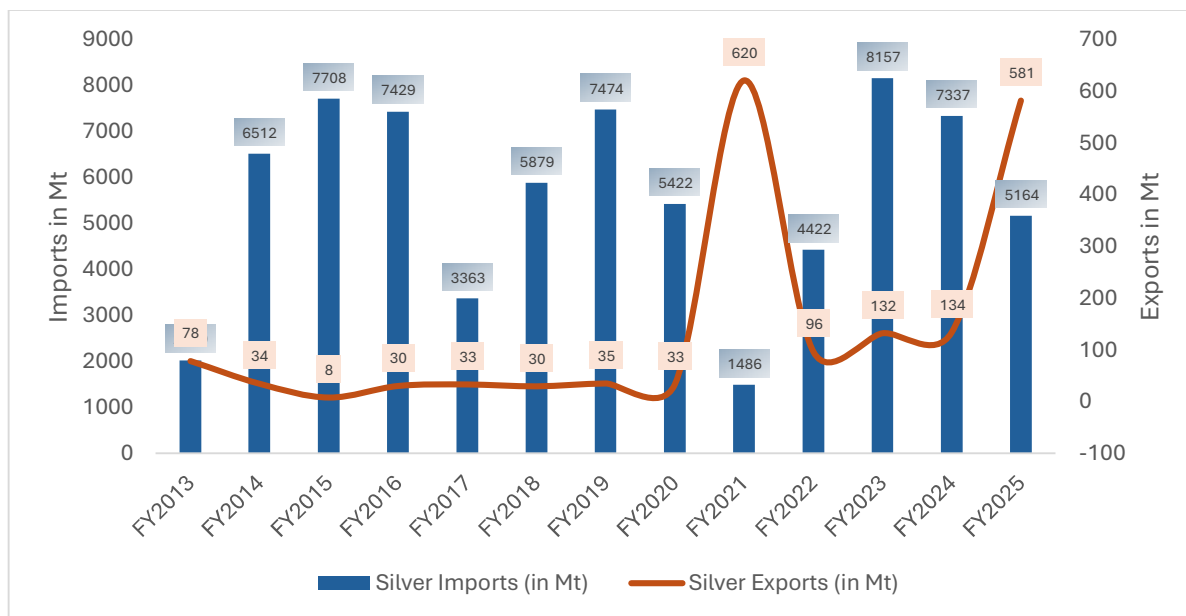
After the economic slowdown amid covid-19 crisis in FY2020 and FY2021, silver consumption regained momentum, up by ~216% in FY2022 on a low base. It further increased by ~76% to 8739 MT in FY2023. However, during FY2024, silver demand in India dropped by ~9% to 7949 MT owing to higher silver prices led by currency depreciation. Since India's silver jewellery demand is highly price sensitive, the price increase led to a drop in demand and consumption levels. On the other hand, silver coin's demand in India is largely driven by religious sentiments and for gifting purposes and is mainly immune to price fluctuations.

Major demand drivers for silver market:

- India aims to achieve Net Zero Carbon emissions by 2070 and has announced to meet 50% of its electricity needs through renewable energy sources. To achieve this, the government is actively introducing schemes and projects to develop the renewable sector. Solar industry plays a key role in this development. The rise in PV installations and strengthening of solar segment has resulted in increased silver demand, as silver is a major component for creating photovoltaic cells.
- The growth in the industrial sector translates into increased demand for silver, as it is an essential raw material due to its exceptional electrical conductivity. From the penetration of electric vehicles (EVs) in the automobile sector to the introduction of 5G network in telecommunications, all hint at a surge in industrial demand for silver in the domestic market.

- Electronics and electrical appliance manufacturers are the primary buyers of industrial silver due to its good electrical conductivity. This makes silver the ideal material for a wide range of products, including printed circuit boards, switches, and TV screens. Silver membrane switches are utilized in various devices such as televisions, telephones, microwave ovens, toys, and computer keyboards. Additionally, silver is also employed in traditional switches, such as those used for controlling room lights.

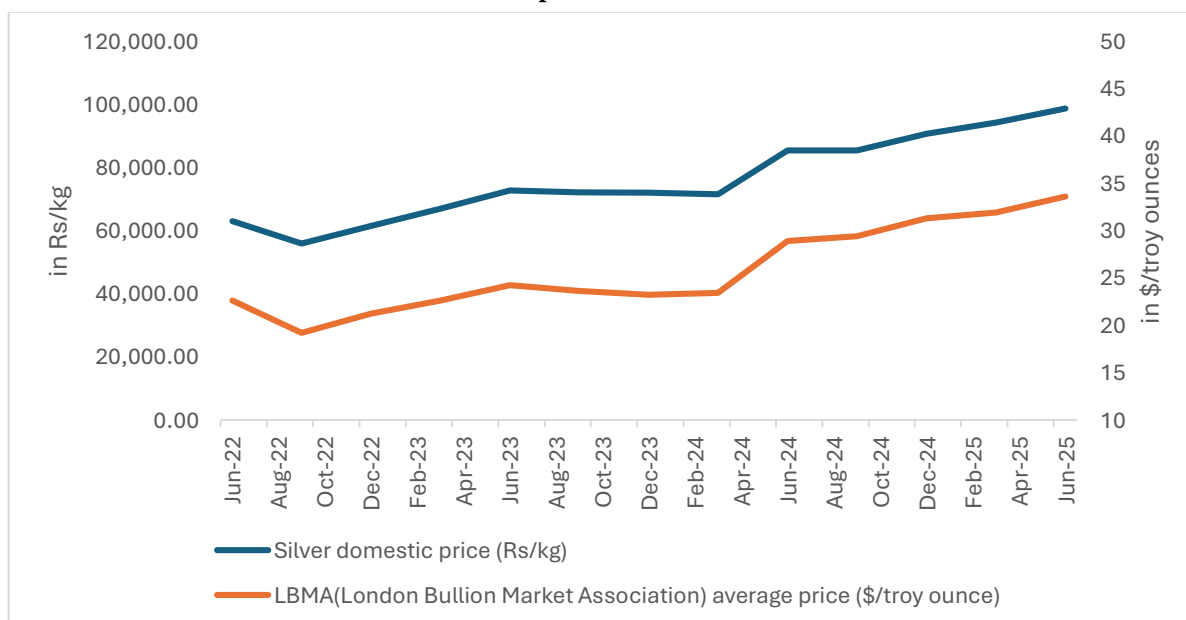
Chart 36: India's silver exports and imports



Source: CMIE, ICRA Analytics

Indian silver imports are largely consumed by jewellery and silverware segment. Imports during FY2025 fell to 5164 MT compared to 7337 MT in FY2024 as a result of declining domestic demand, the same prompted India to export significantly higher volumes in FY2025 from 134 MT in FY2024 to 581 MT in FY2025.

Chart 37: International and Domestic silver price



Source: CMIE, ICRA Analytics

The global silver prices saw a decline during the Covid-19 pandemic, but since then the prices have recovered strongly over the last four years. The global LBMA silver price averaged \$28.3/troy ounces during CY2024, up by ~21% compared to \$23.4/troy ounces in CY2023. The silver prices continued its rally in the first two quarters also saw an increase of over ~15.3%, reaching \$32.8/troy ounces in the first two quarters of CY2025 compared to \$28.3/troy ounces in CY2024.

The rise in silver prices was mainly supported by favorable macroeconomic and geopolitical factors that benefited precious metals overall. In the US, the halt in rate hikes, expectations of future cuts, and the actual 1% reduction in policy rates in late 2024 provided a supportive monetary backdrop. This environment, along with enthusiasm over artificial intelligence and a strong economy, drove US equity markets higher, boosting wealth and prompting diversification flows into gold, which indirectly supported silver. Geopolitical tensions, particularly concerns over possible regional conflict involving Israel, and widespread political uncertainty during election cycles also increased safe-haven demand. While gold remained the primary beneficiary, silver gained as well, including from the tailwinds of strong central bank gold buying.

The domestic price of silver in India typically follows the trend observed in the global prices. The domestic price of silver averaged Rs 88,937/kg during FY2025 compared to Rs 72,113/kg in FY2024. From the beginning of FY2026, the silver prices saw a hike of over ~15% compared to the same period last fiscal, reaching a record high of Rs. 98,681/kg during the first quarter of FY2026. The prices have shown a general uptrend, with a significant increase of ~109% since the last quarter of FY2020 right after pandemic started to the first quarter of FY2025.

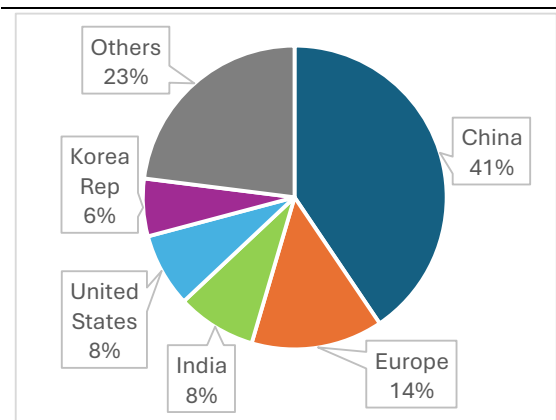
Recently, the price of silver in India crossed the Rs 1 lakh mark, at Rs 113,759/kg owing to implementation of higher tariffs by US on Indian products which is leading investors to continue investing in safe haven assets. The rupee also depreciated against the dollar prompting the domestic prices to further rally north.

Lead

Global Overview:

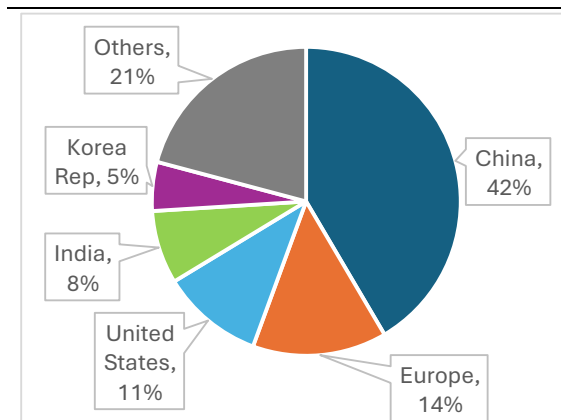
Lead is a soft, base metal known for its high malleability and ductility, and it is primarily used in battery manufacturing. In CY2024, India ranked as the third-largest producer of refined lead globally, holding a market share of approximately 8%. It was also the fourth-largest consumer, accounting for around 7% of global refined lead consumption. China remained the dominant player in both production and consumption, followed by Europe.

Chart 38: Global ranking of refined lead producing regions in CY2024



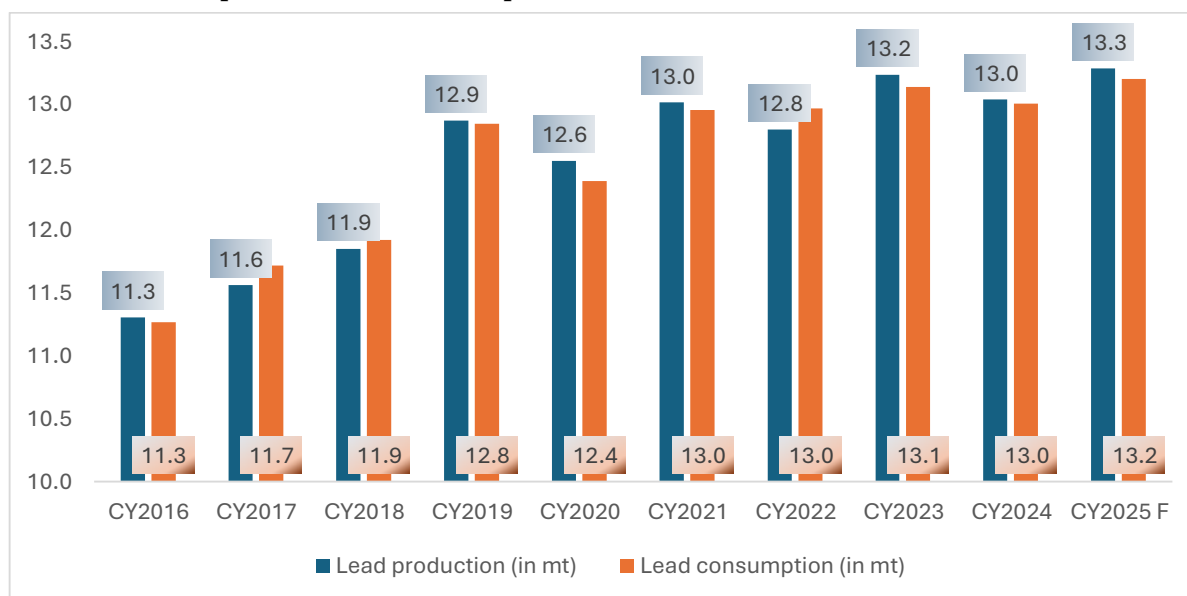
Source: ILZSG, ICRA Analytics

Chart 39: Global ranking of refined lead consuming regions in CY2024



Source: ILZSG, ICRA Analytics

Chart 40: Global production and consumption trends of refined lead

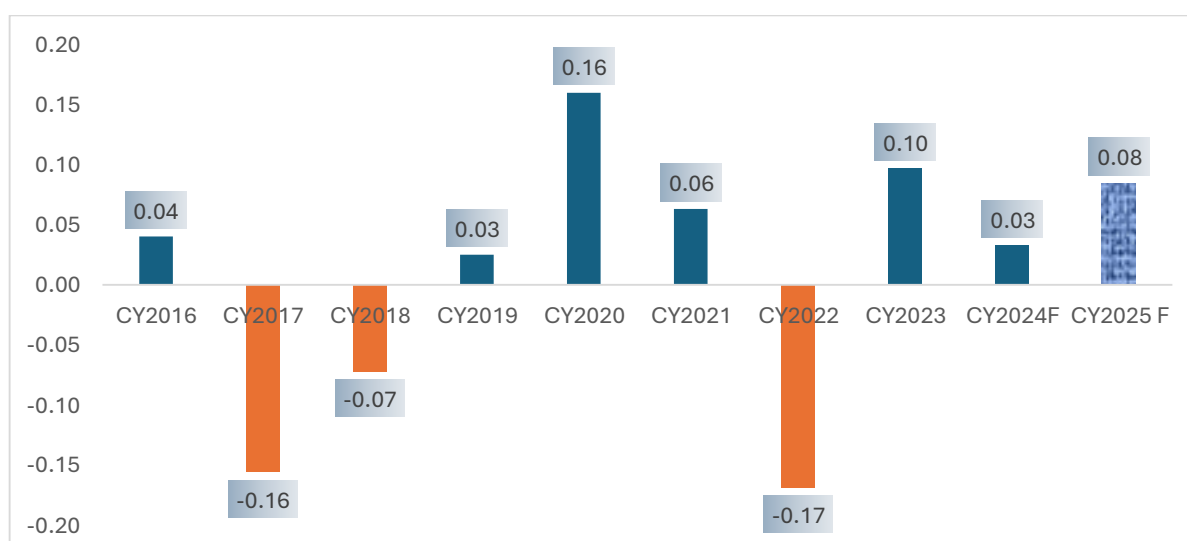


Source: ILZSG, ICRA Analytics

Lead production and consumption showed mixed trends in CY2024. Production dipped by ~0.8%, mainly due to lower output in China and Canada, while countries like India, Japan and Australia saw gains. Consumption fell by ~1.7%, with demand remaining weak in major economies such as the United States, European Union and China. This was driven by persistent inflation, tight monetary conditions and sluggish automotive battery demand. Despite some recovery in India and Japan, global usage declined amid cautious industrial activity and inventory adjustments.

Looking ahead, lead production and consumption are expected to maintain their upward trajectory, driven by the continued importance of lead-acid batteries in powering essential electrical systems in electric vehicles. While alternative technologies are emerging in the evolving EV landscape, lead-acid batteries remain a key component. Additionally, the global shift toward sustainable energy solutions is set to further support their use in renewable energy storage systems.

Chart 41: Market balance for refined lead

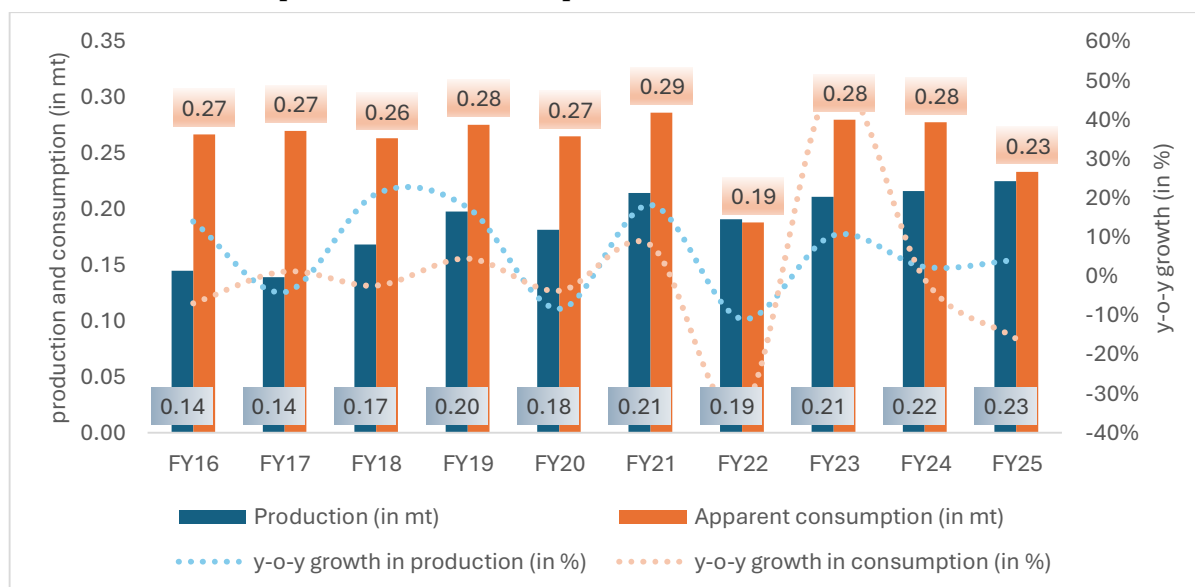


Source: ILZSG, ICRA Analytics

Coming to market balance, the refined lead market is expected to remain in surplus during CY2025, with the gap widening slightly to 0.08 million tonnes, up from 0.03 million tonnes in CY2024. This reflects a stronger recovery in supply, outpacing the rise in consumption. While both production and demand are projected to grow, improved output from key regions like China and India is likely to keep the market comfortably in surplus.

Domestic overview:

Chart 42: India's lead production and consumption trend



Source: CMIE, ICRA Analytics, *Apparent consumption = production + imports - exports

During FY2025, total domestic refined primary lead production stood at 0.23 mt, marginally went up by ~4% compared to 0.22 mt in FY2024, driven by higher exports and improved operational efficiencies. The production continued to grow at a CAGR of ~6% over the last decade. Hindustan Zinc Ltd remained the leading producer of refined lead in India with a market share of ~74% during FY2025.

India's primary lead demand in FY2025 reached approximately 0.30 mt, reflecting a 6–7% increase over the previous year, in contrast to the global trend where demand rose by only ~2%. This growth was largely driven by the robust performance of the automotive sector, marked by rising vehicle registrations and increased battery replacements, alongside expansion in infrastructure and industrial applications. Additionally, the formalization of the secondary lead recycling ecosystem helped stabilize supply without significantly impacting the demand for primary refined lead.

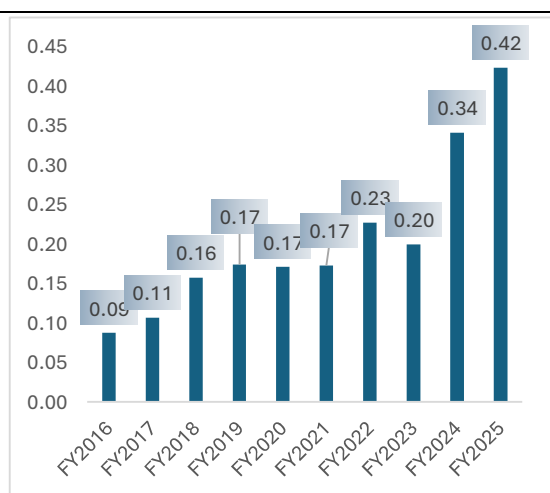
Going forward, the domestic lead market in India is expected to remain tight, primarily due to a rising consumption trend and minimal growth in mine supply.

Key demand drivers for lead market are -

- Growth is being driven by multiple sectors - the automotive industry remains a key contributor, with passenger vehicle volumes expected to grow by 1–4%, commercial vehicles by 3–5%, and two-wheelers by 6–9% in FY2026, supported by festive demand, infrastructure momentum, and rising rural incomes.
- The industrial battery segment continues to see strong demand from data centers, banks, and ATMs, while India's electricity demand is projected to grow by 5–5.5%, further boosting the need for energy storage.

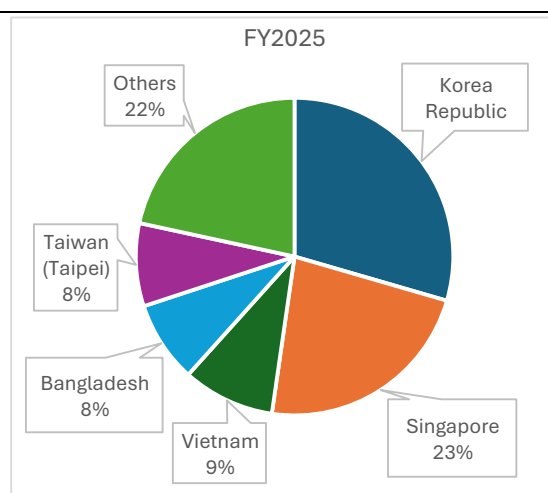
- Government initiatives like Electric Mobility Promotion Scheme 2024 (EMPS 2024), following the conclusion of FAME-II, continue to support EV adoption, with fleet operators and commercial buyers sustaining demand for lead-acid batteries. Additionally, exports of lead-intensive products such as galvanized sheets are projected to reach USD 618 mn by 2026, up from USD 487 mn in 2021, growing at a CAGR of 4%, indirectly supporting domestic lead consumption.
- The affordability, reliability, and well-established recycling infrastructure of lead-acid batteries also ensure their continued dominance, even as India's recycling sector becomes more formalized, helping balance supply without significantly impacting primary lead demand.

Chart 43: India's lead export (in mt)



Source: CMIE, ICRA Analytics

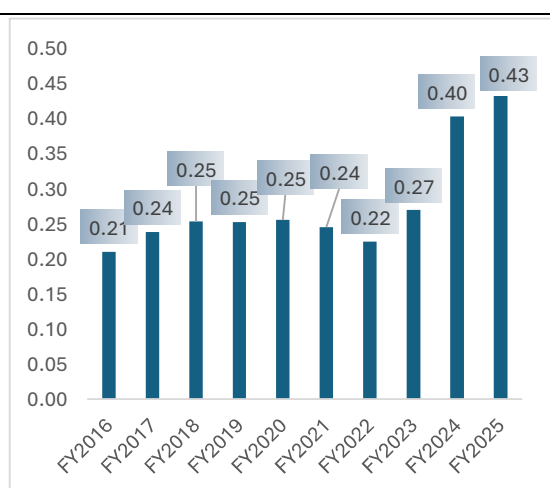
Chart 44: India's lead export destination



Source: CMIE, ICRA Analytics

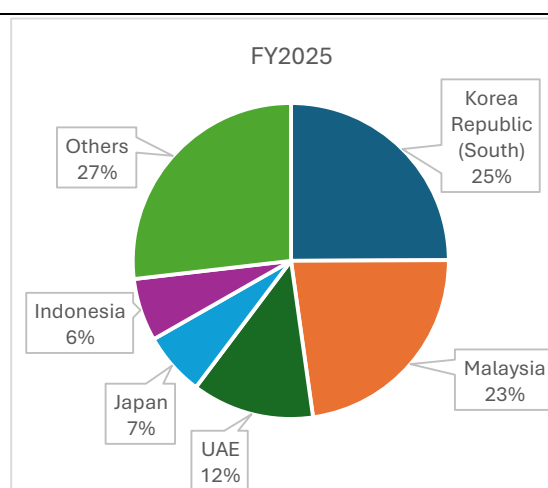
India's lead exports rose by ~24%, reaching 0.42 mt in FY2025 compared to 0.34 mt in FY2024. Over the past decade, the export volume registered a CAGR of around 18%. The top three export destinations for India are South Korea, Singapore, and Vietnam collectively accounted for nearly 62% of the total exports.

Chart 45: India's lead import (in mt)



Source: CMIE, ICRA Analytics

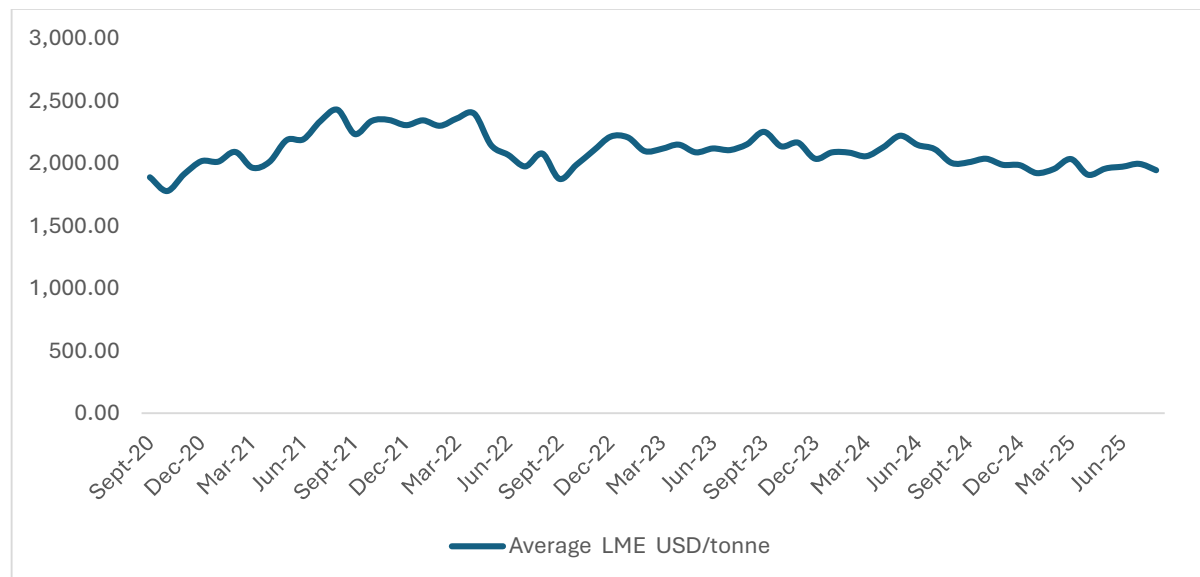
Chart 46: Key lead importers to India



Source: CMIE, ICRA Analytics

India's lead imports increased by approximately 7%, reaching 0.43 million tonnes in FY2025 compared to 0.40 million tonnes in FY2024. Over the last decade, the import volume recorded a CAGR of around 8%. The top three import sources for India are South Korea, Malaysia and Vietnam together contributed nearly 60% of the total imports.

Chart 47: International lead prices (in USD/tonne)



Source: CMIE, ICRA Analytics

The international price of refined lead averaged USD 2,071 per tonne in CY2024, reflecting a marginal decline of 0.8% from USD 2,135 per tonne in CY2023. This slight dip was primarily due to a continued surplus in the market throughout the year.

In CY2025, lead prices are expected to strengthen, driven by improving demand fundamentals, although some challenges may persist. While the surplus is likely to continue, the narrowing gap between production and consumption is anticipated to support upward price momentum.

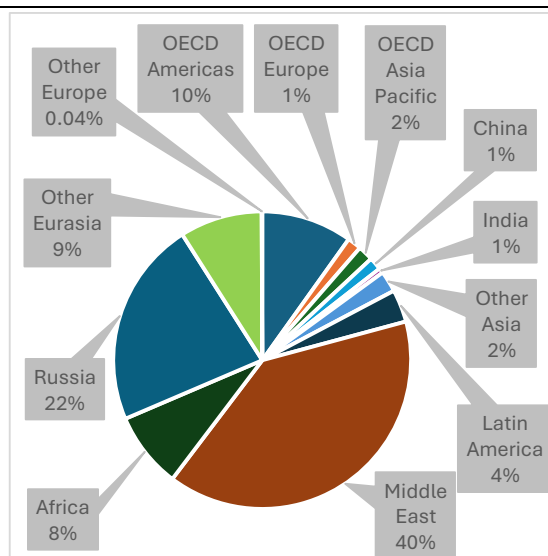
Oil & Gas

Global Overview:

The global proven crude oil reserves have witnessed an uptick of 5.0% over 10-year horizon from 14.9 lakh million barrels (mb) in 2014 to 15.7 lakh mb in 2024. In 2019 alone, the reserves witnessed annual growth of 4%. This implies growing exploration of oil wells or resources, which is expected to cater to the growing energy requirements of the global economy. A similar scenario exists for proven natural gas reserves with the same witnessing a growth of 3.85% during the abovementioned period.

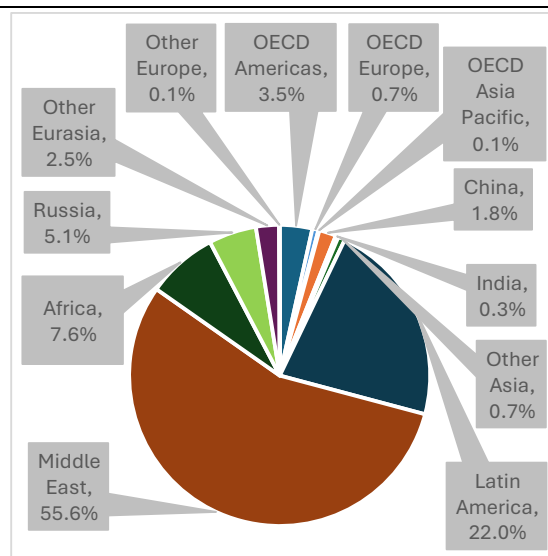
Governments across the world have taken cognizance of the recent shifts and the re-consideration of energy transition policies & targets, which has led to greater emphasis on energy security.

Chart 48: Region/country wise share of world proven natural gas reserve, CY2024



World proven natural gas reserves - 2,08,893 bn scm

Chart 49: Region/country wise share of world proven crude oil reserve, CY2024



World proven crude oil reserves - 15,66,869 mb

Source: Organization of the Petroleum Exporting Countries (OPEC), ICRA Analytics

The rising global population and economic growth are likely to impact the primary energy demand with the same expected to increase from around 308.4 million barrels of oil equivalent per day (mboe/d) in 2024 to close to 377.8 mboe/d in 2050, an increase of 69.4 mboe/d, or 23% over the outlook period. The major growth driver will be the non-OECD region, which is expected to increase by 69.1 mboe/d over the outlook period. Within the non-OECD region, around 31% of the growth is expected to come from India alone. Meanwhile, energy demand in OECD countries is expected to marginally decline in the outlook period.

Table 9: Total primary energy demand by region, 2024–2050

Nation	Levels						Growth		Share	
	2024	2030	2035	2040	2045	2050	2024–2050	2024–2050	2024	2050
	(mboe/d)						(mboe/d)	(% p.a.)	(%)	(%)
OECD	106.5	108.9	108.8	107.8	107.0	106.8	0.3	0	34.5	28.3
Non-OECD	201.9	223.7	239	251.5	261.9	271	69	1.1	65.5	71.7
India	22.0	27.1	31.3	35.3	39.5	43.6	21.6	2.66	7.1	11.5
China	80.5	84.3	84.4	82.9	81.2	79.4	-1.1	-0.05	26.1	21
World	308.4	332.6	347.9	359.3	369	377.8	69.4	0.8	100	100

Source: OPEC, ICRA Analytics

According to the World Oil Outlook 2050 Report 2025 published by OPEC, the demand for primary fuels is also likely to increase in the long term with the exception of coal. Highest increase is likely to be witnessed in renewable energy (around 40.5 mboe/d) largely due to strong policy support in many regions. Oil demand is also likely to witness strong growth. Even though its share in the energy mix declines modestly, oil will remain the fuel with the largest share by 2050 at 29.8%. Natural gas demand is set to increase by 19.7 mboe/d over the outlook period, reaching 89.7 mboe/d in 2050.

Table 10: Total primary energy demand by fuel type, 2024–2050

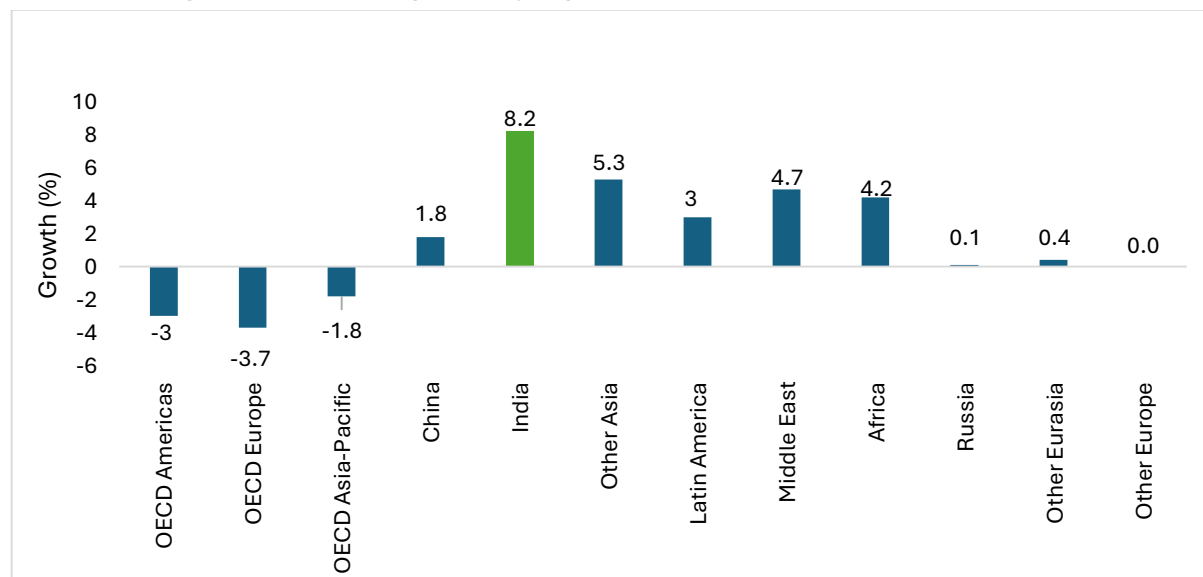
Fuels	Levels						Growth		Share	
	2024	2030	2035	2040	2045	2050	2024–2050	2024–2050	2024	2050
	(mboe/d)						(mboe/d)	(% p.a.)	(%)	
Oil	94.3	103	107.4	109.5	111	112.4	18.2	0.7	30.6	29.8
Coal	81.8	77.5	71.5	64.8	58	51.4	-30.4	-1.8	26.5	13.6
Gas	70	76.1	80.7	84.6	87.6	89.7	19.7	1	22.7	23.7
Nuclear	14.9	16.9	18.8	20.8	22.9	24.9	10	2	4.8	6.6
Renewables	47.4	59	69.5	79.6	89.3	99.4	52	2.9	15.4	26.3
of which: Hydro ..	7.8	8.6	9.3	9.9	10.7	11.6	3.8	1.6	2.5	3.1
of which: Biomass	29	31.3	33.2	34.8	35.8	36.6	7.7	0.9	9.4	9.7
of which: Other renewables (mainly solar & wind)	10.6	19.1	27.1	34.9	42.8	51.1	40.5	6.2	3.5	13.5
World	308.4	332.6	347.9	359.3	369	377.8	69.4	0.8	100	100

Source: OPEC, ICRA Analytics

As per the World Oil Outlook 2050 Report 2025, In the long term, global oil demand is projected to rise by more than 19 mb/d between 2024 and 2050, reaching almost 123 mb/d. While non-OECD oil demand is projected to increase by almost 28 mb/d over the period, OECD oil demand is set to witness a decline of 8.5 mb/d.

India, Other Asia, the Middle East and Africa are set to be the primary sources of long-term oil demand growth. Combined demand in these four regions is set to increase by 22.4 mb/d between 2024 and 2050, with India alone adding 8.2 mb/d. China's oil demand is projected to increase by less than 2 mb/d over the same time horizon.

Chart 50: Long term oil demand growth by region (2024-2050)

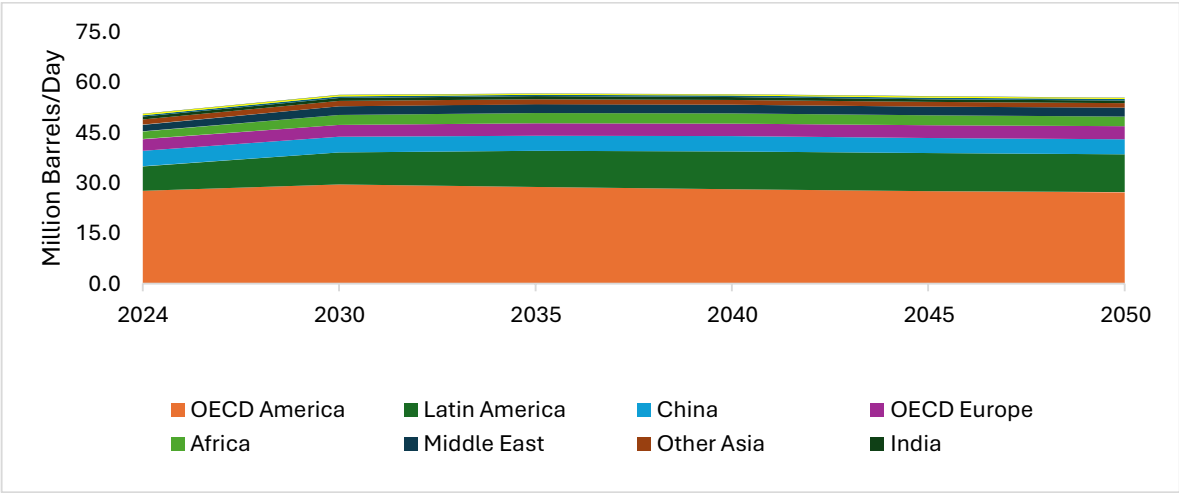


Source: OPEC, ICRA Analytics

Notwithstanding increasing focus on lower-emissions, recent liquids production remains robust, with non-OPEC region showing healthy oil supply growth and OPEC+ continuing to act proactively to maintain well-supplied, balanced and stable markets.

According to the World Oil Outlook 2050 Report 2025, non-OPEC region is expected to witness absolute growth of 27.7 million barrel/day (mb/d) from 58.0 mb/d in 2024 to 85.7 mb/d in 2050.

Chart 51: Long Term global liquid supply outlook



Source: OPEC, ICRA Analytics

According to Gas Exporting Countries Forum (GECF), global natural gas demand is likely to rise by 34% from 4,018 bcm in 2023 to 5,318 bcm in 2050. The demand for the same is set to expand specifically across Asia Pacific, Middle Eastern, and African markets, with Asia Pacific alone contributing 55% to the global net demand increase during the forecast period.

Chart 52: Global natural gas long term demand outlook by region, 2023-2050 (bcm)

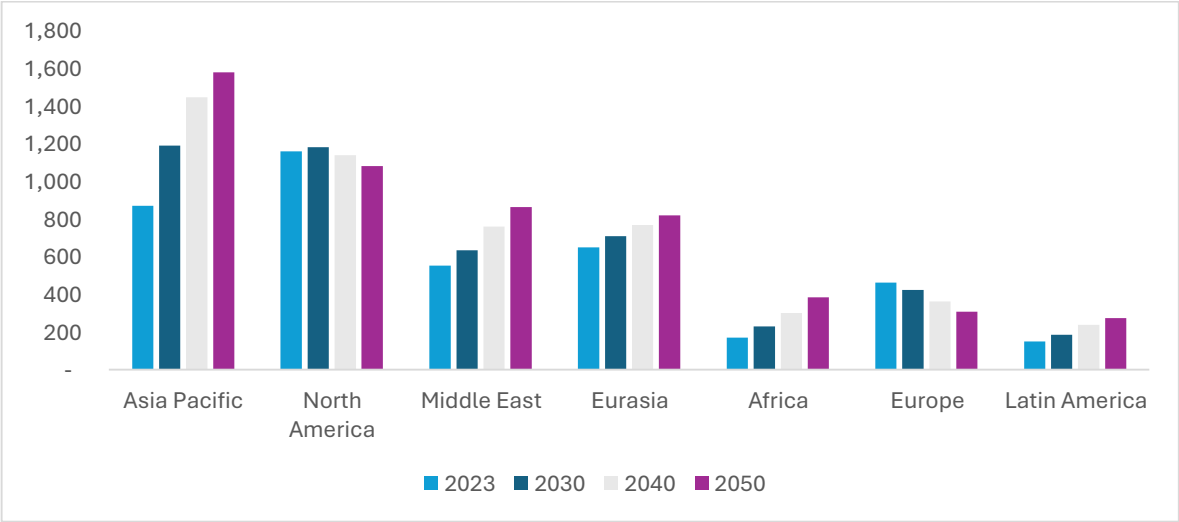
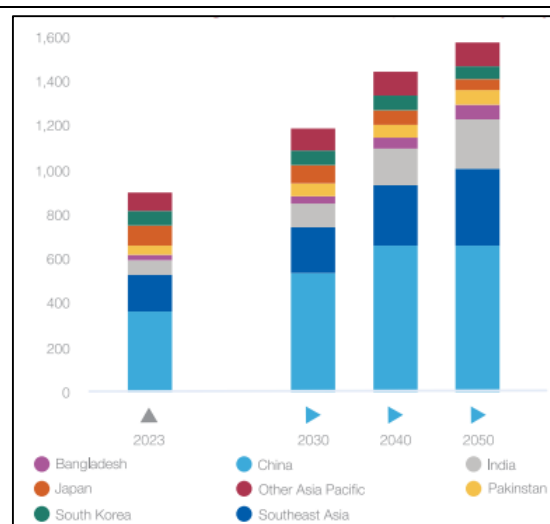
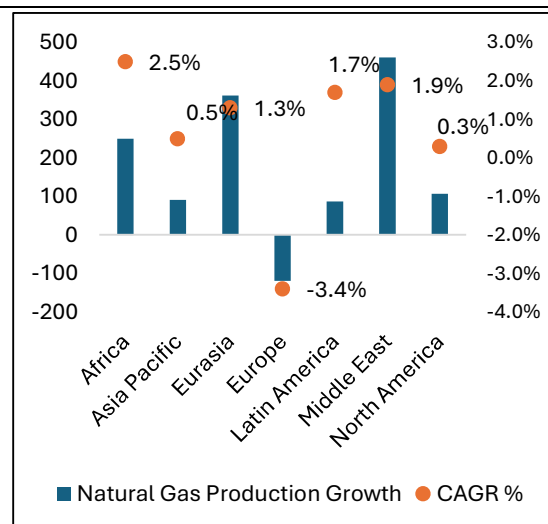


Chart 53: Asia Pacific natural gas long term demand outlook, 2023-2050 (bcm)



Source: GECF, ICRA Analytics

Chart 54: Natural gas supply long term growth outlook by region, 2023-2050 (bcm)



Source: GECF, ICRA Analytics

The demand for natural gas in Asia Pacific region is projected to grow at the rate of 2.2% per annum, climbing from 871 bcm in 2023 to 1,581 bcm by 2050. At country level, China, India and Southeast Asia are set to be the primary growth centres in Asia Pacific. India's natural gas demand is forecast to grow significantly, rising from 66 bcm in 2023 to 223 bcm by 2050, reflecting an average annual growth rate of 4.5%. This growth is reinforced by extensive policy support and ongoing infrastructure development. Fuel switching to natural gas is a cornerstone of India's Long-Term Low Emission Development Strategy announced by Indian Government in November 2022 has emphasized on promotion of gas through fuel switching. The Government's vision to raise gas's share in the primary energy mix to 15% by 2030 (up from 5% in 2022) would also boost gas demand in the long term.

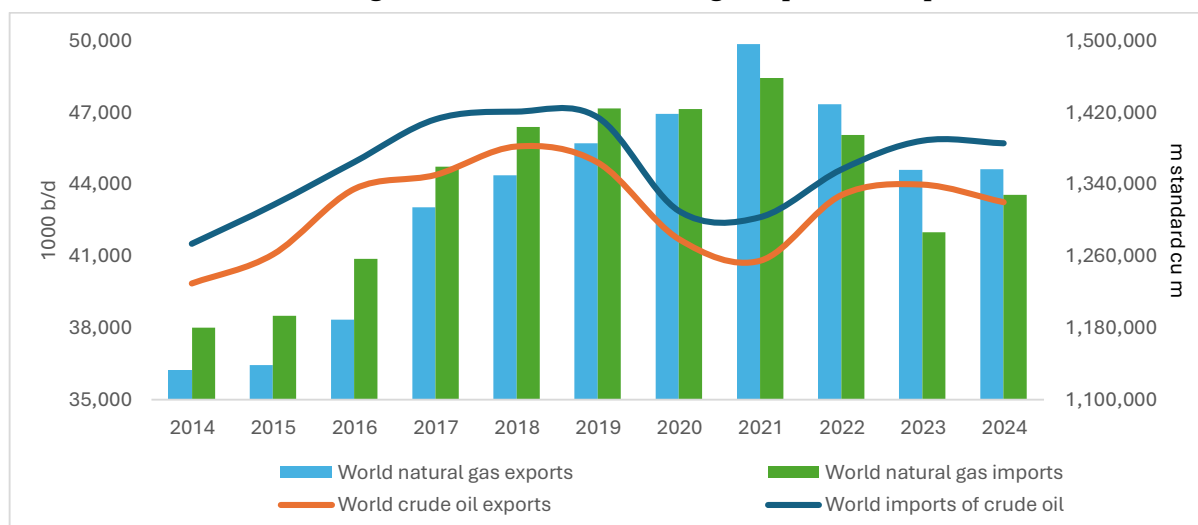
The global natural gas production is expected to increase from 4.0 TCM in 2023 to 5.3 TCM in 2050. This translates to a CAGR of slightly above 1% in natural gas production during the period 2023-2050.

According to GECF, until 2030, natural gas production is projected to experience the highest annual growth rate of 1.4% over the forecast period. However, this growth is anticipated to slow down in the 2030s, averaging 1.2% annually, and further decrease to 0.6% annually by 2040s.

The growth in natural gas production within Asia Pacific region is expected to be primarily driven by China, with smaller but notable contributions from Indonesia and India.

India is expected to achieve a natural gas production level of 50 bcm by 2050, with 95% of this production originating from offshore projects. According to the Press Information Bureau, India's target of 15% share of natural gas in its energy mix by 2030 is to be achieved through the expansion of pipeline networks and construction of LNG terminals.

Chart 55: Movement trend of global crude oil and natural gas export and import volumes



Source: OPEC, ICRA Analytics

Domestic overview:

Evolution of Oil & Gas Industry in India:

The history of the Indian oil and gas sector begins with the Assam Railway and Trading Company's earliest crude oil discoveries in October 1889 in Digboi, Assam, in the country's far northeast. Only state-owned businesses were permitted to participate in the oil and gas industry following the central government's nationalization efforts of the 1970s.

Foreign direct investment in India's exploration and production sector was permitted to reach 100% through a series of auction rounds conducted by the federal government between 1991 and 1997. These are now commonly known as the Pre-NELP rounds. Due to the lack of a published strategy or structure, the central government entered into production sharing agreements on an as-needed basis during the Pre-NELP rounds.

In order to encourage investments from both private and nationalized players in the industry, the central government developed a comprehensive program between 1997 and 1998. The New Exploration Licensing Policy, or NELP, was announced in February 1999. When NELP IX was introduced in 2010, 34 blocks were provided by the central government. These blocks covered an area of roughly 0.3 lakh square kilometers in total, and 19 blocks were allocated by the government in this NELP round. Cairn India is the largest private oil & gas exploration and production company in India which operates ~25% of India's crude oil production.

In India, the indigenous crude oil and natural gas production has remained lower than the domestic consumption. This has led to reliance on the import of oil and natural gas. During FY2024, 89% of the total crude oil requirement was imported while Liquefied Natural Gas (LNG) import accounted for 47% of the total consumption of natural gas.

During the period from FY2014 to FY2025, consumption of petroleum products and LNG witnessed CAGR of 3.8% and 2.9% respectively.

Table 11: Domestic crude oil production and import vis-à-vis production and consumption of petroleum products

Year	Indigenous crude oil production	Crude Oil Import	Production of Petroleum Products by Refineries & Fractionators	Consumption Of Petroleum Products
		(In '000 Metric Tonne)		
2013-14.....	37,812	189,238	220,740	158,407
2014-15.....	37,469	189,435	221,077	165,520
2015-16.....	36,942	202,850	231,866	184,674
2016-17.....	36,009	213,932	243,515	194,597
2017-18.....	35,684	220,433	254,289	206,166
2018-19.....	34,203	226,498	262,356	213,216
2019-20.....	32,169	226,955	262,940	214,127
2020-21.....	30,494	196,461	233,513	194,295
2021-22.....	29,688	212,382	254,306	201,697
2022-23.....	29,179	232,700	266,539	223,022
2023-24.....	29,356	233,118	276,058	234,259
2024-25 (P).....	28,709	243,225	283,771	239,171

Source: Petroleum Planning & Analysis Cell, ICRA Analytics

Table 12: Domestic LNG production and import vis-à-vis consumption

Year	Net LNG Production	LNG import	Consumption
		(in MMSCM)	
2013-14.....	34,574	17,252	51,826
2014-15.....	32,693	17,608	50,301
2015-16.....	31,129	19,049	50,179
2016-17.....	30,848	23,563	54,411
2017-18.....	31,731	26,734	58,465
2018-19.....	32,056	28,547	60,603
2019-20.....	30,257	32,352	62,609
2020-21.....	27,784	33,198	60,981
2021-22.....	33,131	31,028	64,159
2022-23.....	33,664	26,304	59,969
2023-24.....	35,717	31,795	67,512
2024-25.....	35,594	35,720	71,314

Source: Petroleum Planning & Analysis Cell, ICRA Analytics

Note:

MMSCM : Million Standard Cubic Meter

Exploring untapped opportunity of unconventional petroleum resources:

Due to decreasing trend in conventional oil & natural gas reserves and growing dependency of oil imports, the Government of India had worked on a series of policies since 1997 for effective extraction and utilization of unconventional resources of petroleum accumulations. Such resources are pervasive throughout a large area and are not significantly affected by hydrodynamic influences.

These include deposits like the Coal Bed Methane (CBM), Shale gas/oil, Gas Hydrates etc. that lack the porosity and permeability of conventional reservoirs required to flow without stimulation at economic rates.

Such accumulations require specialized extraction technology (e.g., dewatering of CBM, hydraulic fracturing, horizontal drilling etc.). The target volumes are larger.

Table 13: Snapshot of CBM resources in India

Total CBM rounds completed	6
No. of CBM Blocks awarded in 6 rounds	40
Area covered under 40 blocks	21,177 Sq. Km
Estimated CBM Resource in Country	2,600 BCM (91.8 TCF)
Annual CBM Production in FY 2023-24	650 MMSCM
Cumulative Production till FY 2023-24	6.4 BCM

Source: India's Hydrocarbon Outlook 2023-24 by Directorate General of Hydrocarbon, ICRA Analytics

Table 14: Summary of Shale Gas/Oil Activities in India

Company	Basin	Phase-I Blocks	Blocks Taken up for Drilling	Actual Wells Drilled
ONGC	Cambay	28	16	17
	Krishna			
	Godavari	10	6	8
	Cauvery	9	1	3
	Assam	3	2	2
	Total	50	25	30
OIL	Jaisalmer	1	1	1
	Assam	5	0	3
	Total	6	1	4

Source: India's Hydrocarbon Outlook 2023-24 by Directorate General of Hydrocarbon, ICRA Analytics

Crude Oil & Natural Gas Transportation:

Crude oil produced onshore is primarily transported to refineries through trunk pipelines, with a small percentage transported by road tankers. Crude oil produced offshore is transported by trunk pipelines to onshore facilities for processing and then supplied through pipelines and marine tankers to refiners, with a small percentage transported by ships directly from offshore.

Table 15: Company wise share of major Crude Oil Pipelines in India

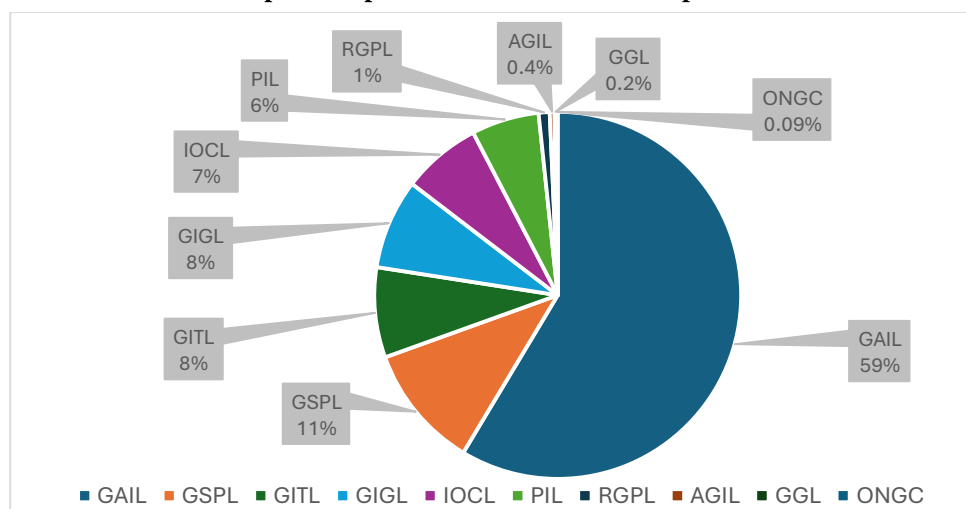
Owner	Type of Pipeline- Onshore/ Offshore	Length	Capacity	Throughput	Percentage Utilisation during
		01.04.2025	01.04.2025	2024-25	2024-25
		(KM)	(MMT)	(MMT)	
ONGC.....	Onshore	799	27.1	8.9	
	Offshore	488	33.5	9.7	
	Total	1284	60.6	18.6	30.6
IOCL	Onshore	5215	53.8	51.3	
	Offshore	109	—	—	
	Total	5324	53.8	51.3	95.3
OIL	Onshore	1196	9	7.1	
	Total	1196	9	7.1	79.8
CAIRN.....	Onshore	660	8.7	3.5	
	Offshore	28	2	0.6	
	Total	688	10.7	4.1	38.1
HMPL.....	Onshore	1017	11.3	13.1	
	Total	1017	11.3	13.1	116.5
BPCL	Onshore	937	7.8	7.1	
	Total	937	7.8	7.7	98.8
Total Crude pipelines.....		10445	153.1	101.9	66.5

Source: Petroleum Planning & Analysis Cell, ICRA Analytics Ltd.

Note:

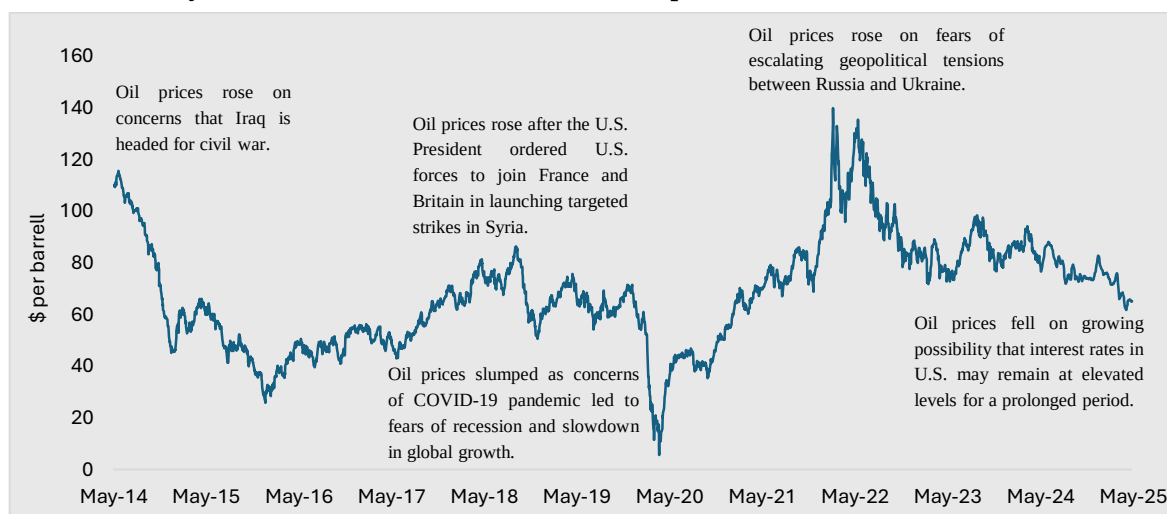
Pipeline utilisation is calculated using formula = (Throughput in MMT * 100) / (Annual capacity in MMTPA)

Chart 56: Share of Pipeline Operators in Natural Gas Pipelines



Source: Petroleum Planning & Analysis Cell, ICRA Analytics Ltd. GAIL – Gas Authority of India Ltd; AGIL - Aavantika Gas Limited; ONGC - Oil and Natural Gas Corporation Limited; GSPL - Gujarat State Petronet; RGPL – Reliance Gas Pipeline Limited; GITL - GSPL India Transco Limited; IOCL – Indian Oil Corporation Limited; PIL – Pipeline Infrastructure Limited; GIGL – GSPL India Gasnet Limited; GGL – Green Gas Limited

Chart 57: Analysis of the movement of Brent Crude oil price



Source: Refinitiv, ICRA Analytics

During 5-year period (2020-2025), Brent Crude prices rose by 94.2% from \$33.60 per barrel in May 2020 to \$ 65.24 per barrel in May 2025 after touching all time low of \$5.61 per barrel during April 2020. The outbreak of COVID-19 pandemic took toll on the global crude oil prices. However, subsequent geopolitical tensions between Russia and Ukraine helped oil prices to regain its lost ground. Nonetheless, persistent worries over elevated U.S. interest rates kept gains under leash.

The U.S. Energy Information administration expects OPEC+ to commence relaxation of voluntary production cuts from Q4 CY2024. Accordingly, in near term, the extension of voluntary OPEC+ production cuts may cause global oil inventories to continue falling through Q1 CY2025. Meanwhile, according to IEA, global oil supply growth has been revised upward by 370 kb/d to reach 2.5 mb/d in 2025, and by 620 kb/d to 1.9 mb/d in 2026. This adjustment follows the 3 August decision by eight OPEC+ members, who had been subject to voluntary output cuts, to increase production by an additional 547 kb/d starting in September. With this move, they will have fully reversed the 2.2 mb/d supply curbs implemented since April under the November 2023 agreement.

Committed Investment and exploration work programme:

The Government of India launched the Open Acreage Licensing Programme (OALP) along with the National Data Repository (NDR) in June 2017 with an aim to accelerate exploration and production activities in India. In the 7 rounds of bidding under OALP, 139 oil & gas exploration blocks were offered, and 134 blocks were awarded to successful bidders. However, post relinquishment of 7 blocks, the same stood at 127 exploration blocks covering an area of 2,00,631 sq.km. During January 2024, Government of India signed contracts for 10 blocks awarded under Open Acreage Licensing Policy (OALP) Bid Round-VIII and 3 Coal Bed Methane (CBM) Blocks awarded under Special CBM Bid Round-SCBM 2022. OALP-IX Bid Round is also launched wherein 28 blocks, with an area of approximately 1,36,596 Sq. Km., are on offer for bidding.

Vedanta Ltd's Cairn Oil & Gas had submitted a field development plan for the Jaya gas discovery in the Bharuch district of Gujarat. The firm made a gas and condensate discovery in an onshore OALP block in August 2020. The same was approved under OALP regime and the production commenced with initial plan to deliver > 3 Kboepd. This is the first FDP approved in OALP regime, among 144 blocks awarded under 8 OALP rounds by the Government to various companies.

In 2025, India launched its most ambitious offshore oil and gas exploration initiative under the Open Acreage Licensing Programme (OALP) Round X. This landmark bidding round offers the largest acreage ever made

available in the country's exploration history, marking a significant strategic shift in India's approach to strengthening domestic energy production.

Operational Benchmarking:

Table 16: Peer Comparison of key operational parameters

Key indicator	Unit	Private Oil Companies						State Owned Oil Companies					
		Cairn India			Reliance Industries Ltd			ONGC Ltd			Oil India Ltd.		
		FY2023	FY2024	FY2025	FY2023	FY2024	FY2025	FY2023	FY2024	FY2025	FY2023	FY2024	FY2025
Gross Proved & Probable oil & gas reserves and resources.....	mmtoe	162	193	205	NA	NA	NA	730	717	NA	242	235	231
Gross Production - Crude Oil (MMT)	MMT	7.31	6.54	4.18	0.03	NA	NA	21.49	21.14	20.89	3.176	3.36	3.46
Gross Production - Natural Gas (BCM)	BCM	1.49	1.46	1.45	7.31	7.60	7.10	21.35	20.65	20.19	3.18	3.18	3.25
Contribution to domestic oil & gas production.....		~25%			~30%*			~71%			~9%		
Wells Drilled (Cumulative).....		294	NA	NA	>300	>300	>300	461	541	578	NA	NA	NA
Total Acreage.....	sq.km	65,000	>60,000	73,000	NA	NA	NA	1,62,701	1,87,000	NA	62,911	58,564	92,900
Scope 1 and Scope 2 GHG emissions intensity (per tonne of hydrocarbon production).....	Tonne of CO2e/ Tonne of HC produced	0.26	0.284	NA	0.52	0.48	0.47	0.21	0.24	0.24	0.37	NA	NA

Source: Company Annual Reports, ICRA Analytics Ltd. The conversion rate of 1 Mboe = 0.14 Mtoe is considered for conversion from barrels of oil equivalent to tonnes of oil equivalent

Note:

*Contribution to domestic gas production

** Scope 1 and Scope 2 emission of the entire operations of the company are considered, including refining of crude oil and others

Copper

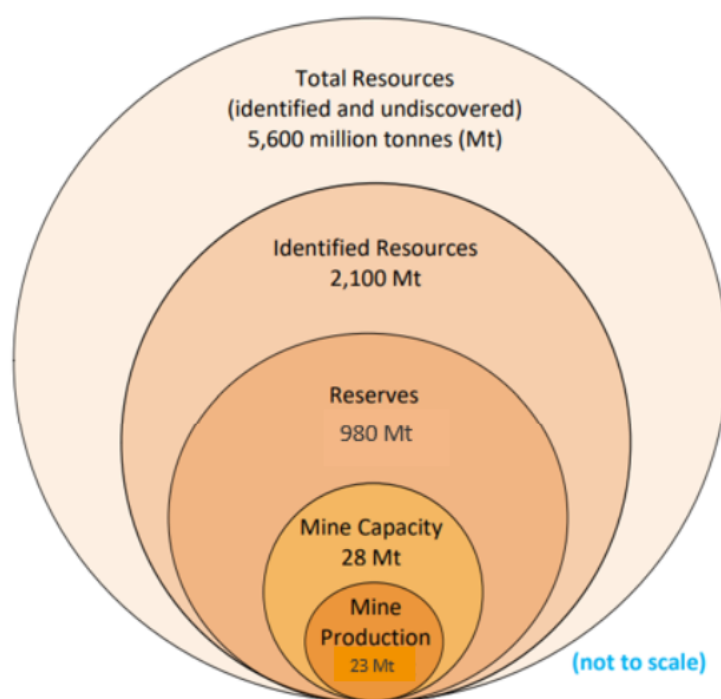
Global Overview:

Copper is considered as a versatile metallic element that is both malleable and ductile. It is known for its exceptional conductivity of heat and electricity, as well as its resistance to corrosion and antimicrobial properties. It is the third most widely traded metal in the world after iron and steel and aluminum.

Copper is naturally present in various forms in the Earth's crust, including sulfide deposits, carbonate deposits, silicate deposits, and in its pure form as "native" copper.

Recoverable copper content from U.S. mine production in CY2024 was 1.1 million metric tons, a 3% decrease from 2023. Global copper reserves are estimated at 980 million metric tons in CY2024. Global copper production reached 23 million metric tons (MT) in CY2024. The U.S. Geological Survey completed the first-ever global assessment of undiscovered copper resources, basis study report "Assessment of Undiscovered Copper Resources of the World, 2015", had identified undiscovered copper resource estimated at approx. 2,100 million metric tons and 3,500 million metric tons, respectively. The latter does not consider the vast amounts of copper found in deep sea nodules and land-based submarine massive sulphides.

Chart 58: World Copper Reserves & Mine Production, 2023



Source: International Copper Study Group, ICRA Analytics

The global demand for copper continues to grow on the back of expanding sectors such as electrical and electronic products, building construction, industrial machinery and equipment, transportation equipment, and consumer and general products. Progress of implementation of electric vehicles worldwide, with associated charging infrastructure, decarbonization policy push by US and EU and increasing emphasis on green energy to mitigate climate change continue to drive demand for copper. Post COVID-19 pandemic, the antimicrobial properties of copper has also boosted its demand.

Global demand for refined copper increased by 2.7% in 2023, up from 0.9% in 2022 (Estimated growth of ~2.0% for 2024 and forecasted growth of another 2.0% for 2025), almost entirely driven by growing

consumption in China and India. Demand in other regions registered a modest decline. The growth in China was predominantly underpinned by copper uses in construction and electricity networks, a trend expected to persist in the coming years. India too is witnessing robust growth in copper demand, backed by the growth in infrastructure projects, renewable energy efforts, and urban development.

Table 17: Long term copper demand outlook

Unit: kt Cu	Historical		Stated Policies			Announced Pledges			Net Zero Emissions by 2050		
	2021	2024	2030	2040	2050	2030	2040	2050	2030	2040	2050
Clean energy	6 002	7 737	10 910	12 162	13 042	12 578	16 352	17 176	15 166	19 846	19 679
Electricity networks	4 652	4 929	5 825	5 745	5 641	6 543	8 073	7 479	7 723	9 972	8 853
Electric vehicles	165	497	1 597	2 995	3 505	1 789	3 976	4 743	2 665	5 219	5 676
Solar PV	702	1 657	2 374	2 230	2 377	2 803	2 626	2 758	2 849	2 570	2 734
Other	482	654	1 115	1 192	1 518	1 443	1 676	2 196	1 929	2 085	2 416
Other uses	18 944	18 980	20 438	21 975	24 409	20 042	20 388	22 465	19 250	19 634	21 598
Total demand	24 946	26 717	31 348	34 137	37 451	32 620	36 740	39 641	34 416	39 480	41 277
Share of clean energy	24%	29%	35%	36%	35%	39%	45%	43%	44%	50%	48%

Notes: kt = kilotonnes. Demand is based on refined copper and excludes direct use of scrap. Electric vehicles demand includes both EV battery and EV motor demand.

Source: International Energy Agency, ICRA Analytics

The total demand for copper is expected to increase from 26.72 mt in 2023 to 41.28 mt in 2050. The clean energy infrastructure is likely to be one of the major factors for boosting copper demand. The contribution of clean energy, which include electricity networks, electric vehicles and solar photovoltaic, to the total demand outlook shall increase from 29% in 2024 to 48% in 2050.

On the supply side, limited growth in mined supply is anticipated for 2024. However, in 2025 and 2026, several new projects and expansion plans are expected to come up. These would bring additional volumes to the market but risks remain if these projects fail to meet expected growth targets or experience slower ramp-ups.

According to IEA, Chile, Democratic Republic of the Congo (DRC) and Peru are expected to be the top 3 copper mining countries contributing 24%, 16% and 11% to the world copper supply by 2030. Meanwhile, top 3 copper refining countries by 2030 are China (68%), DRC (16%) and Chile (8%).

Table 18: Long term copper supply outlook

Unit: kt Cu	Mining					Refining			
	Historical		Base case			Historical		Base case	
	2021	2024	2030	2040		2021	2024	2030	2040
Chile	5 663	5 476	5 505	4 164	China	10 383	11 860	15 688	15 688
DRC	2 017	2 876	3 578	2 156	DRC	2 017	2 876	3 578	2 156
Peru	2 284	2 631	2 425	1 138	Chile	2 273	1 966	1 867	1 294
China	1 832	1 815	1 962	1 676	Japan	1 514	1 578	1 614	1 614
Russia	867	1 101	1 194	998	India	498	655	1 060	1 060
Indonesia	753	1 069	997	834	-				
Rest of world	8 029	7 826	7 396	4 078	Rest of world	8 289	8 009	9 859	9 331
World	21 445	22 794	23 057	15 044	World	24 974	26 944	33 666	31 143
Top 3 share	46%	48%	50%	53%	Top 3 share	57%	59%	60%	60%

Note: DRC = Democratic Republic of the Congo.

Source: International Energy Agency, ICRA Analytics

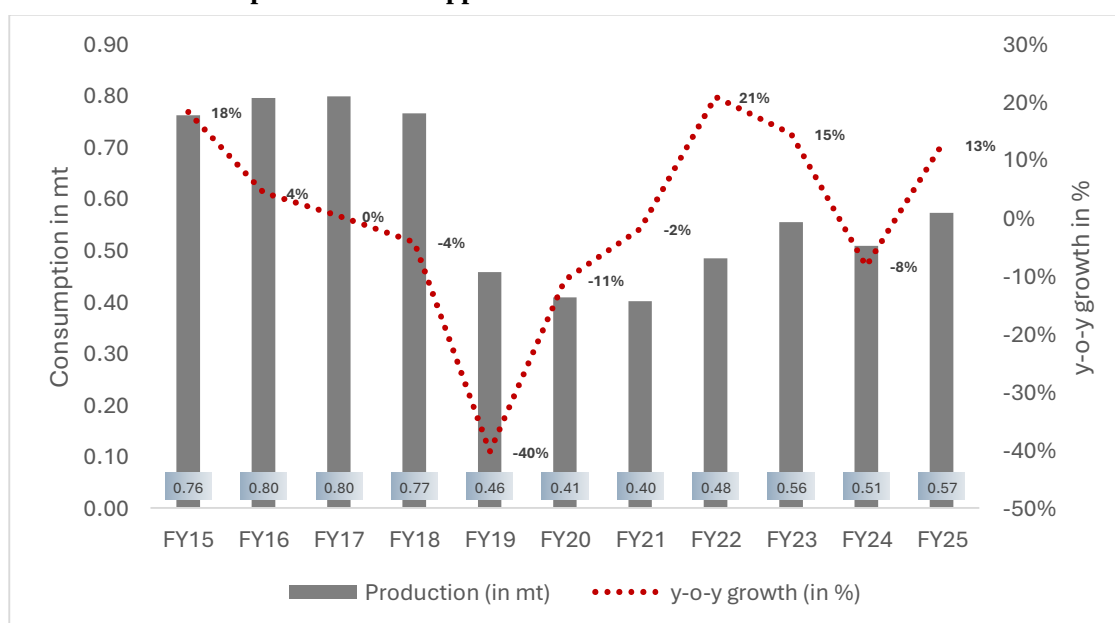
In the refined copper supply market, India is among the top 5 countries with refined copper supply of 0.65 million tonne in 2024 and the same is projected to grow to 1.06 million tonne in 2040.

Domestic overview:

India has very limited copper ore reserves compared to the world copper reserves.

There are three major players which dominate the copper industry in Indian markets. Hindustan Copper Ltd (HCL) in Public sector, Sterlite Industries Ltd and Hindalco Industries Ltd in Private Sector. Meanwhile, Kutch Copper, a subsidiary of group's flagship firm Adani Enterprises Ltd, commissioned the first phase of 0.5 mt greenfield copper refinery in March 2024.

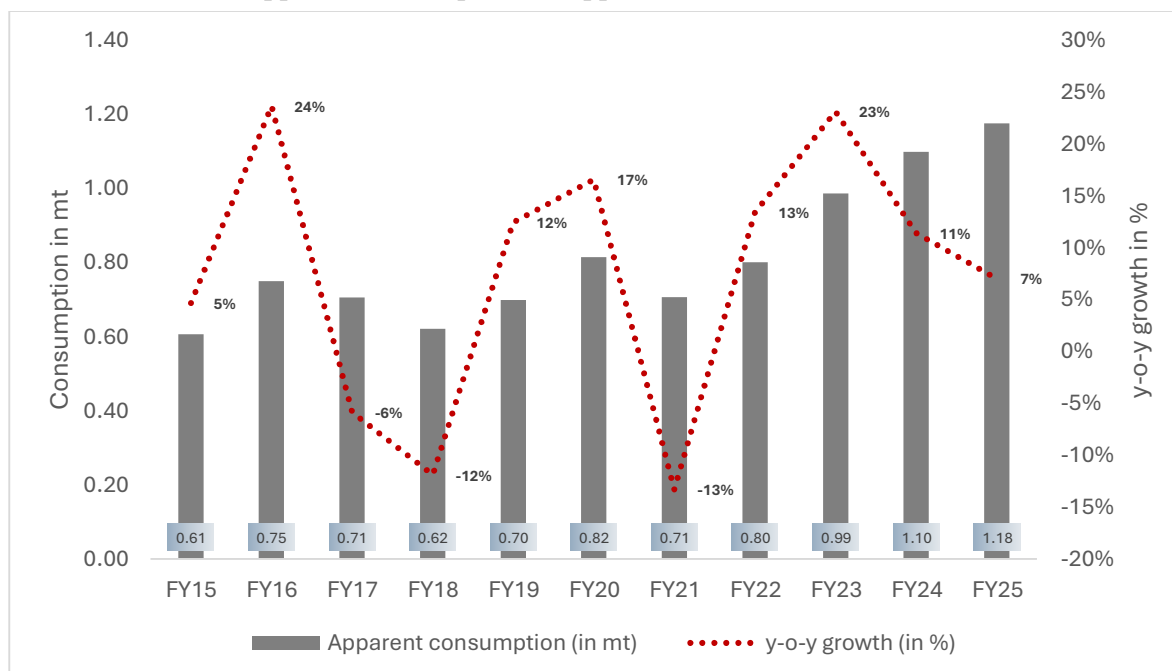
Chart 59: Domestic production of copper



Source: CMIE, ICRA Analytics

Domestic copper production slumped from 0.76 mt in FY2015 to 0.46 mt in FY2019. It subsequently recovered and rose as high as 0.51 mt in FY2024 before settling at 0.57 mt in FY2025.

Chart 60: Domestic apparent consumption of copper



Source: CMIE, ICRA Ratings, ICRA Analytics

Note:

Apparent consumption = Total production + Imports - Exports

India's refined copper consumption witnessed a stellar 23% increase in FY2023 thereafter witnessed 11% and 7% in FY2024 and FY2025 respectively. This surge was fueled by several key growth drivers, including the electrification of the transportation sector, increased use of copper in construction activities, and industrial expansion encouraged by the government schemes. Additionally, a rise in consumer durables like air conditioners and electronics further boosted demand.

In the domestic market, ~42% of copper consumption is utilized in the building and infrastructure sector, while another 11-13% caters to the consumer durables and automotive industries.

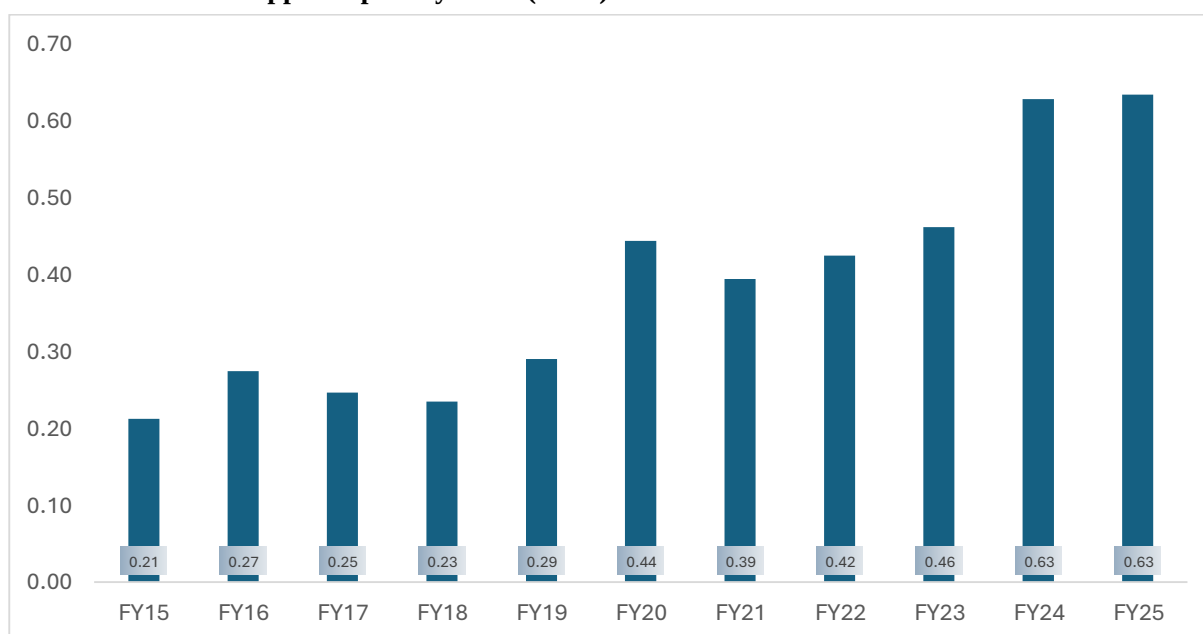
Domestic refined copper demand growth is expected to remain at ~8-9% in FY2026, outpacing the tepid growth rate at ~2% in CY2023 for global copper demand. The Central Government's massive infrastructure development plans, growing urbanization levels, increasing demand from the households for consumer durables, growth in hybrid and electric vehicle (EV), Housing for All schemes, transition to renewable energy along with investment in the metro rail network and railway electrification are likely to support domestic copper demand growth. The per capita copper consumption in India is expected to increase from the current level of 0.5 kg to 0.6 kg in coming years. The average per capita copper consumption of world is 3.2 kg.

Growth driver of copper industry:

- A significant portion of demand in the copper industry comes from the electricity network sector. The Indian power transmission segment has grown significantly over the years to cater to the rise in generation capacity and power demand. This makes the country's electricity grid one of the largest synchronous grids in the world.

- To reach the targeted renewable energy capacity by 2030, the Central Electricity Authority (CEA) has released a transmission system plan to integrate approximately 537 GW of renewable energy capacity. This plan involves a substantial expansion and enhancement of the Inter-State Transmission System (ISTS), including the need for 50,890 ckt. km of transmission lines and 433,575 MVA of substation capacity. The total cost for this integration of additional wind and solar capacity by 2030 is estimated at Rs 2,442 billion.
- The Indian electric vehicle market size is projected to grow from USD 3.2 billion in 2022 to USD 114 billion in 2029 (source: Fortune Business Insight), growing at a compound annual growth rate of 66.5%. India has set an ambitious target of increasing the share of EV sales to 30% in private cars, 70% in commercial vehicles, 40% in buses, and 80% in two-wheelers and three-wheelers by 2030. As per International Copper Association India, requirement of copper in 2030 compared to 2021 in advanced chemical cell batteries in EVs is likely to increase by over 12 times. This is expected to boost consumption of copper in EV industry significantly.
- Domestic demand for copper is also likely to be boosted from strong outlook of solar energy sector. According to government data, out of the total installed generation capacity of renewable sources of power in July 2025, installed capacity of Solar power including roof tops accounted for ~60%, followed by Wind power of ~28% and Bio Power & Waste to Energy ~7%. However, in terms of growth rates YoY, solar power installed capacity has a growth rate of ~26% from FY2024 to FY2025.

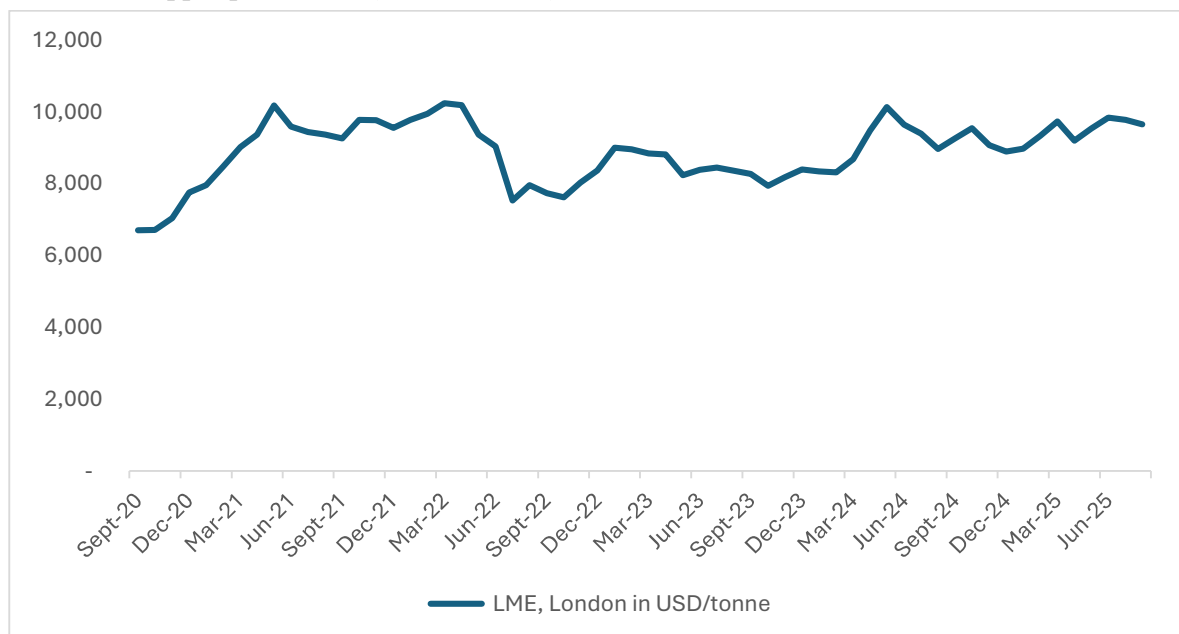
Chart 61: Refined Copper import by India (in mt)



Source: CMIE, ICRA Analytics

Given that domestic copper production struggled to keep pace with this rising demand, India's reliance on imports has increased in recent years. The Indian government has eliminated the 2.5% basic customs duty on copper scrap as part of the Union Budget 2025–26, this move follows a previous reduction from 5% to 2.5% in the 2021–22 budget, aimed at promoting domestic recycling.

Chart 62: Copper price trend (LME, London) in USD/tonne



Source: CMIE, ICRA Analytics

Copper prices, trading in LME (Copper Cathode), witnessed a YoY growth of 7% from \$8964/tonne in Aug-2024 to \$9646/tonne in Aug-2025. Increasing need due to the shift towards green energy and supply bottlenecks primarily in copper mines; EVs, solar, wind, and AI infrastructure driving structural demand, Geopolitical Tensions, U.S. tariffs on refined copper & Sanction; Mine closures, labor strikes, and regulatory delays in the U.S.; along with sanctions on Russian metals are likely to support copper prices in the near to medium term.

Operational benchmarking:

Table 19: Operational benchmarking

Key indicator	Unit	Hindustan Copper Limited			Sterlite Industries Limited			Hindalco Industries		
		FY2023	FY2024	FY2025	FY2023	FY2024	FY2025	FY2023	FY2024	FY2025
Copper Production Capacity	Thousand Metric tonne per annum (MTPA)	68.5	68.5	68.5	400.0	400.0	400.0	500.0	500.0	500.0
Actual Production – Cathode.....	Thousand MTPA	0.0	0.0	0.0	148.0	141.0	149.0	407.0	368.0	491.0
GHG emissions intensity	MT CO2/MT	0.1	NA	NA	1.3	NA	NA	0.9	NA	NA

Source: Company data, ICRA Analytics

Iron Ore

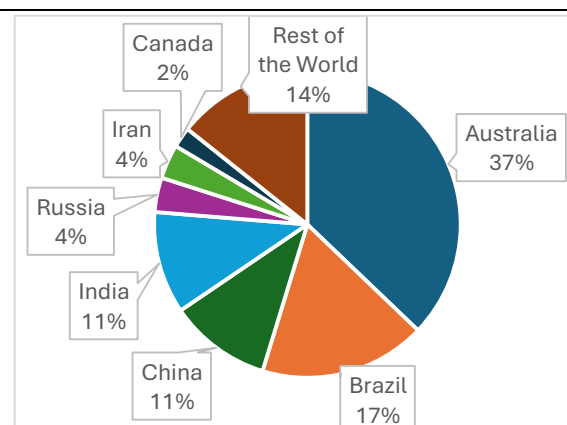
Global overview:

Iron ore is a key ingredient for the manufacturing of steel and pig iron. The market for iron ore mining has grown from 2,470 mt in CY2020 to 2,500 mt in CY2024 registering a CAGR of 0.3% over the last five years.

Given its several industrial uses, iron ore market is well-positioned for long-term expansion, supported by increased mineral extraction and a rise in building and infrastructure development activities. The Asia-Pacific region dominates the iron ore market led by increasing engineering and construction activities, in countries such

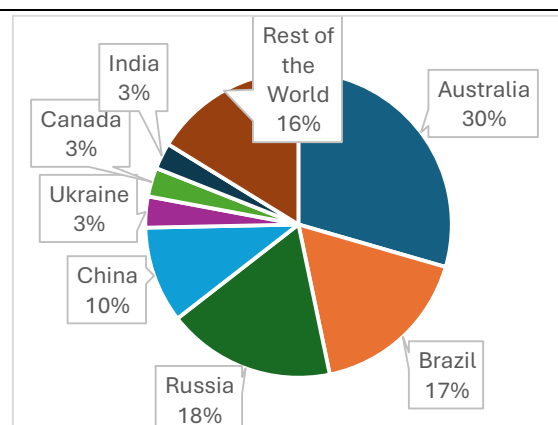
as China, India and Japan. The total iron ore production in CY2024 globally stood at 2,500 mt which declined by ~1.1% from 2,527 mt in CY2023.

Chart 63: Global ranking of iron ore producing countries in CY2024



Source: USGS (United States Geological Survey), ICRA Analytics

Chart 64: Ranking of countries in terms of iron ore reserves - CY2024

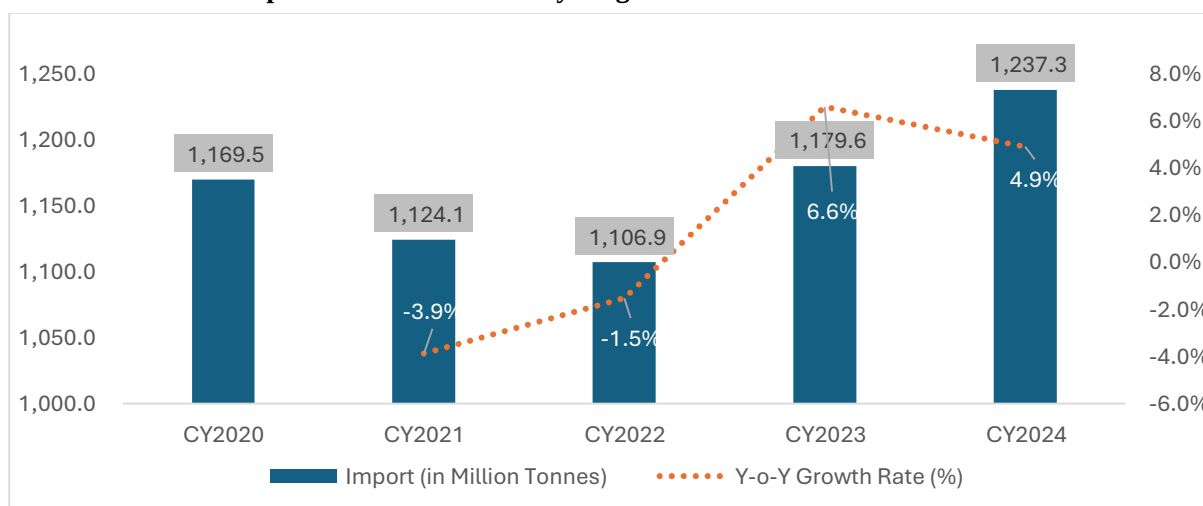


Source: USGS (United States Geological Survey), ICRA Analytics

India is the 4th largest iron ore producing country in the world with an overall iron ore production of 270 mt in CY2024 compared to 278 mt in CY2023. Moreover, India is ranked 7th in terms of iron ore reserves, with 5500 mt of reserves in CY2024.

China remains the largest consumer of iron ore, given its dominant position in the global market as the steel producer and consumer. However, the quality of iron ore produced in China is inferior and as a result, the country remains dependent on sizeable iron ore imports. China's production of crude steel crossed 1.0 billion tonnes for the fifth consecutive year. This resulted in China's iron ore imports to go up by 4.9% on year reaching a record 1,237 mt in CY2024.

Chart 65: China's Imports of iron ore and on year growth rate



Source: International Trade Centre, ICRA Analytics

Table 20: Major global exporters of iron ore

Iron ore exports by country (in mt)	2023	2024
Australia	901	911
Brazil	378	389
South Africa	60	62
Canada	58	61
India	44	36
Ukraine	18	34
Others	216	201
World	1675	1693

Source: International Trade Centre, ICRA Analytics

The volume of iron ore traded globally increased by around 1.1% annually from 1,675 mt in CY2023 to 1,693 mt in CY2024. Australia continued to be the leading exporter of iron ore globally, accounting for more than half of the world's total shipments. Its exports increased slightly from 901 million tonnes (mt) in CY2023 to 911 mt in CY2024, reflecting a marginal growth of around 1%. Brazil remained the second-largest exporter of iron ore and pellets, with volumes rising by nearly 3% year-on-year from 378 mt in CY2023 to 389 mt in CY2024, supported by steady production growth from Vale, one of the world's largest iron ore miners. South Africa and Canada also posted modest increases, with exports improving from 60 mt to 62 mt and 58 mt to 61 mt respectively.

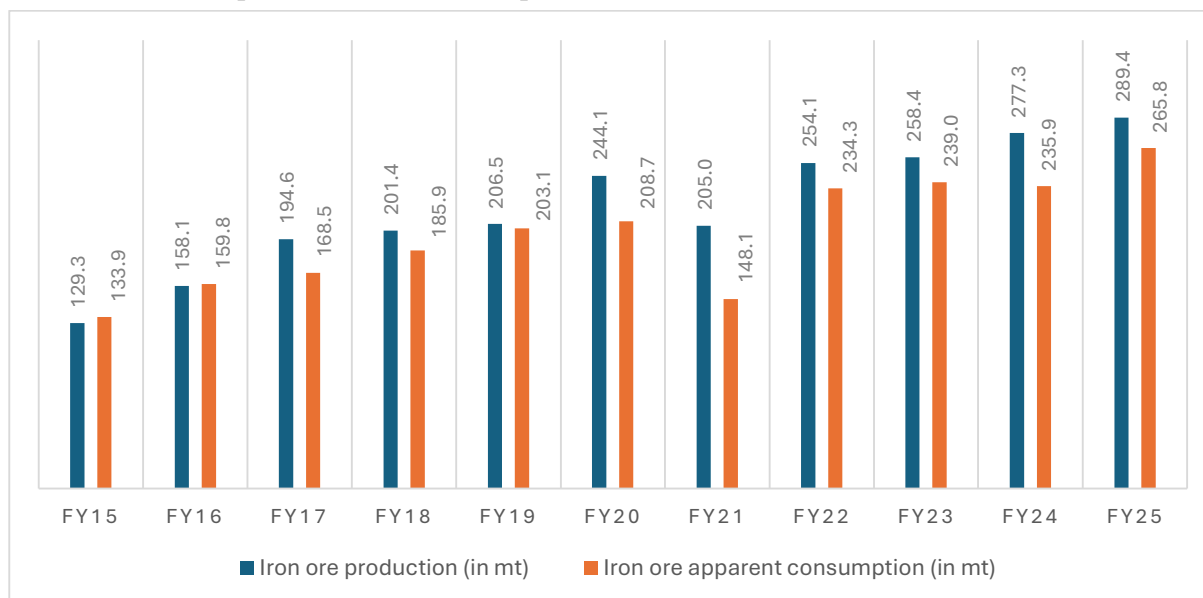
India, however, witnessed a sharp decline in exports, dropping from 44 mt in CY2023 to just 36 mt in CY2024, largely on account of strong internal demand. In contrast, Ukraine almost doubled its exports from 18 mt in CY2023 to 34 mt in CY2024 as mining and logistics conditions improved despite the ongoing geopolitical challenges. Other smaller exporters collectively saw a decline, with their combined share falling from 216 mt to 201 mt. Overall, global iron ore exports grew marginally by around 1% year-on-year, from 1,675 mt in CY2023 to 1,693 mt in CY2024.

Looking ahead, the trajectory of global seaborne iron ore trade will hinge significantly on China's steel production outlook. While there has been no official indication of production cuts, the persistent downturn in the property sector remains a major concern. Nevertheless, strong economic momentum in Southeast Asia, a stimulus-led recovery in China, gradual improvements in the EU and Japan, and rapid expansion in crude steel capacity additions in India are all expected to lend support to global iron ore demand and trade in the near term.

Domestic overview:

India is one of the world's top producers of iron ore, with around 35.3 billion tonnes of total deposits of magnetite (Fe₃O₄) and hematite (Fe₂O₃).

Chart 66: Iron ore production and consumption trends in India



Source: CMIE, ICRA Analytics

Iron ore production in India grew at a rate of around 4% to 289.4 million tonnes (mt) in FY2025 compared to 277.3 mt in FY2024. Over the past five years (FY2021–FY2025), production has expanded at a CAGR of nearly 9%, rising from 205 mt in FY2021 to 289.4 mt in FY2025. There were 241 reporting mines (forty-three public sector mines contributed about 41% to total production whereas 59% was share of private sector mines) in 2022-23 as against 255 mines in the previous year.

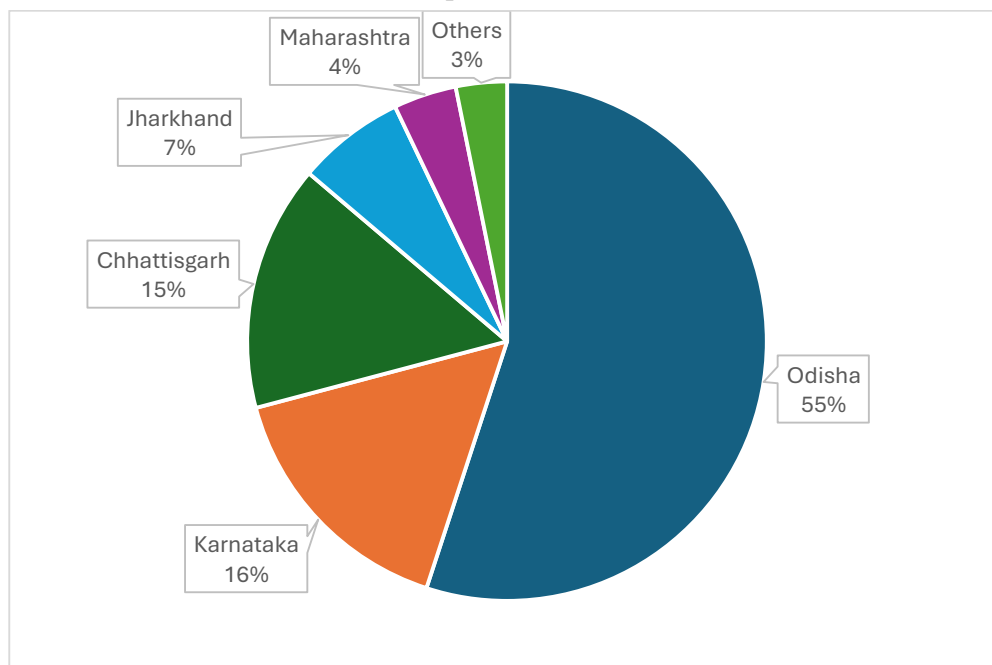
Table 21: Leading iron ore producers in India – FY2025 (F)

Captive users of iron ore	Public/ private	Production in mt	Merchant miners	Public/ private	Production in mt
Tata Steel	Private	42	NMDC	Public	50
SAIL	Public	35	OMC	Public	38
			Rungta		
JSW Steel	Private	30	Mines	Private	22
AM/NS India	Private	11	Vedanta	Private	6
Jindal Steel and Power	Private	8			

Source: Bigmint, ICRA Analytics

Iron ore production in India is dominated by captive users such as NMDC, Tata Steel, OMC, SAIL, JSW Steel which together form almost 64% of the total iron ore produced.

Chart 67: Share of states in iron ore production- FY2025



Source: CMIE, ICRA Analytics

The top 5 states iron ore producing states are Odisha, Karnataka, Chhattisgarh, Jharkhand and Maharashtra. It is in the last few years that Goa lost its percentage share as one of the major iron producing state. Going ahead, the rising iron ore prices and healthy domestic and export demand is expected to support the production trend.

Consumption trend:

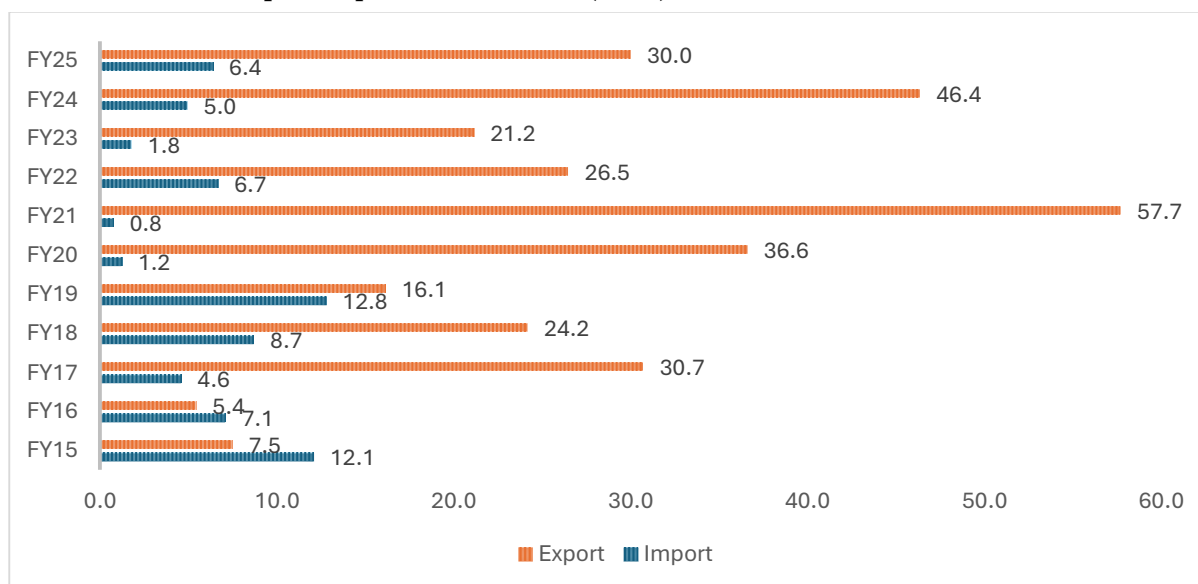
India's iron ore consumption has been on the upward trend over the last one decade due to a rise in the manufacturing of sponge iron and crude steel. Iron ore apparent consumption stood at 265.8 million tonnes in FY2025, increased by ~12.7% compared to 235.9 million tonnes in FY2024. The factors driving the iron ore demand in India are increasing steel supply where major steel producers are expanding their capacities and expected increase in the sponge iron production over the next few years.

To meet the consumption requirement, production must be increased. Major miners have laid out plans for development in order to meet the steel mills' growing appetite. India's iron ore production is expected to climb up to 325-330 mnt in FY'26 from 289 mnt in FY'25, according to BigMint's projections. NMDC and OMC are expected to lead the uptrend, with the former raising its production guidance to around 55 mnt for FY'26 and the latter expected to target 46 mnt in the same period. To provide context, NMDC and OMC mined 44 mnt and 36 mnt in FY'25.

In terms of the long-term outlook, robust demand from the steel industry will continue to drive iron ore consumption in India. As per the National Steel Policy 2017, to meet the steel capacity target of 300 million tonnes by FY2031, iron ore demand of nearly 437 million tonnes would be required. This translates into a CAGR of about 8.6% from the current consumption level of 265.8 million tonnes in FY2025.

Trade trend:

Chart 68: Iron ore export-import trend in India (in mt)



Source: CMIE, ICRA Analytics

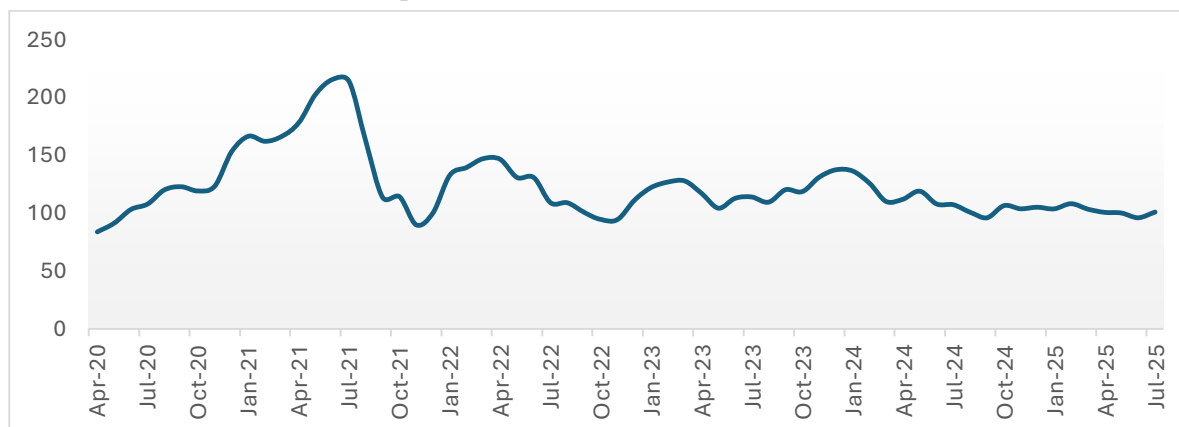
Looking at recent trade trends, India continues to remain a net exporter of iron ore. In FY2025, the country exported around 30 million tonnes, which accounted for roughly 10% of total production (289.4 mt). Imports during the year stood at 6.4 million tonnes, representing just about 2% of the total iron ore consumed (265.8 mt). While exports in FY2025 moderated compared to the sharp surge seen in FY2024, they still remain well above the levels of FY2023. In FY2024, India's iron ore exports had touched a three-year high of 46.4 mt, registering a massive growth of more than 119% y-o-y, after the Government removed the 50% export levy on all grades of iron ore and the 45% duty on pellets in November 2022. China continues to dominate as the leading buyer of Indian iron ore.

Price trends:

Global price trends:

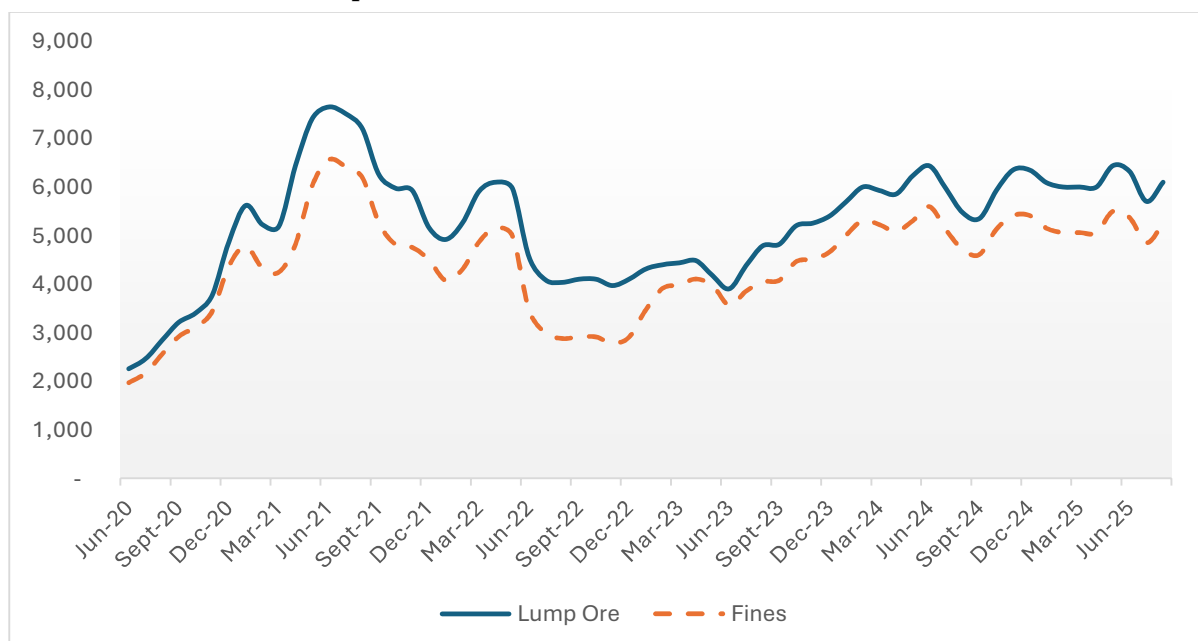
The prices of iron ore in the China market dropped by ~23% in CY2022 owing to the Russia-Ukraine conflict and inventory pile up in China due to subdued real estate and manufacturing sector. During 2023, iron ore prices remained stable to marginally lower (~0.3% lower). For the first five months of 2024, China's imports of iron ore stood at 513.8 million tonnes, up by ~7%, keeping the iron ore prices between Jan-April of 2024 lower by ~2% compared to the same period last year, led by subdued demand prospects especially from the property sector. Recovery in iron ore prices in the second half of CY2024 would likely hinge on the extent of stimulus measures taken by the Chinese Government to revive its property sector.

Chart 69: International iron ore prices (China in USD/tonne)



Source: CMIE, ICRA Analytics

Chart 70: Domestic iron ore price trends



Source: NMDC (National Mineral Development Corporation), ICRA Analytics

Iron ore prices in India have witnessed sharp fluctuations over the past few years, largely influenced by demand-supply dynamics and government policy interventions. Prices rose steeply through FY2022, with lump ore increasing from around ₹2,257/tonne in June 2020 to a peak of ₹7,650/tonne in June 2021, while fines moved from ₹1,967/tonne to ₹6,560/tonne over the same period. This surge was driven by strong demand from China, which typically accounts for more than 90% of India's exports.

During FY2023, prices corrected as the Government of India, in May 2022, imposed steep export duties—50% on low-grade iron ore (below 58% Fe) and 45% on pellets—to ensure greater domestic availability. Following this move, prices dropped sharply, with lump ore falling from ₹6,100/tonne in April 2022 to ₹4,077/tonne by July 2022, while fines declined from ₹5,160/tonne to below ₹2,987/tonne during the same period.

In FY2024, the subdued export demand and duty impact kept prices relatively lower. The average fines price hovered in the range of ₹3,500–₹4,100/tonne, about 30–35% below the highs of FY2022. However, after the government rolled back the duties in November 2022, a gradual recovery began. By late FY2024 and into

FY2025, prices strengthened again, with fines averaging ₹4,660/tonne in December 2023 and further climbing above ₹5,305/tonne by May 2024, supported by stronger Chinese demand and steady domestic steel production.

The uptrend continued in FY2026, with fines largely trading between ₹5,000–₹5,500/tonne and lump ore between ₹6,000–₹6,400/tonne through the first half of the year. By August 2025, prices stood at around ₹6,100/tonne for lump ore and ₹5,250/tonne for fines, reflecting sustained but stabilized demand after the volatility of the previous years.

India's competitive advantage with respect to iron ore

India's competitive advantage in iron ore stems primarily from its abundant, high-grade reserves and low-cost labor. These factors contribute to a cost-competitive domestic steel industry, which also relies on its indigenous resources to reduce import dependence and strengthen its balance of trade. Additionally, the nation's extensive network of iron ore deposits provides a significant logistical advantage for its steel plants and ports.

The landed prices of iron ore in India (Fe 63.5%) was trading at around ~Rs 10,124 per tonne during April 2024 compared to NMDC iron ore (Fe 64%) prices of around ~Rs 5,086 per tonne. As the domestic price is almost 50% lower than the imported prices, there is a limited business case for importing iron ore in India. Hence, dependence of steel players on domestic iron ore production is expected to remain high and this will support the demand and prices of iron ore in the medium to long term.

Major growth drivers for iron ore market

- Expansion in domestic steel capacity and rising long-term demand: NMDC continues to pursue its long-term objective of becoming a 100 mtpa iron ore producer by 2030, aligning with India's broader steel sector expansion strategy. In the near term, the company has set a production target of around 55 million tonnes in FY2026, supported by mine expansion and operational improvements. Rising steel production is expected to underpin higher iron ore consumption, as India aims to increase crude steel capacity to 300 mt by FY2030–31 under the National Steel Policy, with further expansion envisioned to 500 mt by 2047.
- Strong domestic steel demand growth: India's steel demand continues to expand rapidly, supported by infrastructure, manufacturing and construction activity. Industry estimates indicate that domestic steel demand is expected to grow by around 9–10% in 2025, while crude steel capacity has already increased to over 200 mt annually, driving higher iron ore consumption across integrated steel plants.
- Export opportunities and global market integration: Iron ore exports particularly to China, continue to provide flexibility for Indian miners during periods of weak domestic demand or favorable international prices. Following the lifting of the export ban in Karnataka in May 2022, producers regained access to international markets, enabling them to benefit from price cycles and global demand fluctuations.
- Supportive investment and policy framework: As per India's FDI policy effective October 15, 2020, 100% FDI under the automatic route is permitted for mining and exploration of metal and non-metal ores. This policy framework encourages private and international investment in mineral exploration, technology adoption and mine development, which is expected to enhance resource availability and production efficiency.
- Infrastructure expansion and industrialization: Government initiatives such as PM Gati Shakti, the National Infrastructure Pipeline (NIP), Make in India, and large-scale urban infrastructure programs are expected to sustain strong growth in steel consumption. Large investments in railways, highways, ports, renewable energy and housing are likely to increase demand for steel and consequently iron ore.
- New steel capacity investments and regional industrial hubs (2025 developments): Several large steel expansion projects announced in 2025 are expected to support iron ore demand in the medium term. For example, new integrated steel plants and capacity expansion initiatives across states such as Odisha and

West Bengal are being planned, while companies like Jindal Steel are expanding crude steel capacity at their Angul plant, adding new production facilities. These expansions are expected to significantly increase raw material demand, including iron ore.

- **Mining infrastructure and logistics development:** Governments are also strengthening logistics networks in mineral-rich regions to support mining activity. For instance, Maharashtra has proposed a dedicated mining highway network and infrastructure investments to develop Gadchiroli as a steel and mining hub, which could improve mineral evacuation and support future mining expansion.

Steel

Global Overview:

Steel has been the driving force behind the wheels of industrialization and is a key raw material in building the physical infrastructure of an economy; therefore, its production and consumption are commonly used as indicators of a nation's economic development.

According to the provisional data released by the World Steel Association (WSA), global crude steel production declined marginally by 1.0% y-o-y to 1,885 million tonnes (mt) in CY2024, compared to 1,904 mt in CY2023. The fall was primarily led by China, where production dropped amid weakening demand, although India continued to report strong growth and consolidated its position as the world's second-largest producer. In CY2024, the top five producing countries remained China, India, Japan, the United States, and Russia, accounting for nearly three-quarters of global output.

Table 22: World steel production

Years (in CY)	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Steel Production..	1,626	1,634	1,738	1,831	1,879	1,883	1,963	1,889	1,904	1,885
y-o-y growth	-3.0%	0.5%	6.4%	5.4%	2.6%	0.2%	4.2%	-3.8%	0.8%	-1.0%

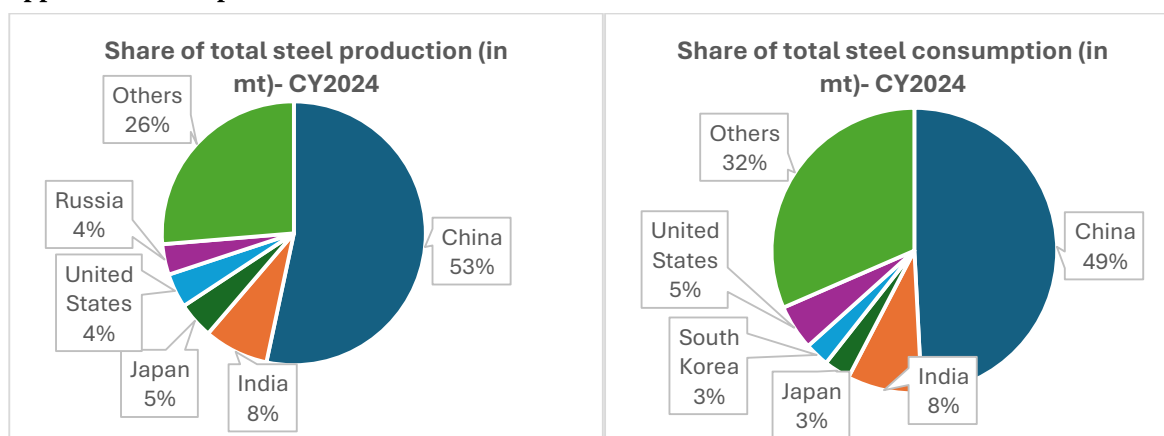
Source: World Steel Association (WSA), ICRA Analytics

Table 23: World finished steel consumption

Years (in CY)	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025E
Apparent steel consumption	1,505	1,520	1,633	1,712	1,779	1,790	1,843	1,778	1,778	1,742	1,763
y-o-y growth (in %).....	-2.90%	1.00%	7.43%	4.84%	3.91%	0.64%	2.94%	-3.52%	-0.01%	-2.01%	1.20%

Source: World Steel Association (WSA), ICRA Analytics

Chart 71: Percentage share of top 5 countries in global crude steel production and finished steel apparent consumption



Source: World Steel Association (WSA), ICRA Analytics

Source: World Steel Association (WSA), ICRA Analytics

On the consumption side, global finished steel demand contracted by 2.0% to 1,742 mt in CY2024, reversing the near-flat trend of the previous year. China, which still dominates with a ~49% share of global consumption, saw demand shrink by 5.4% to 856.6 mt, reflecting a continued slowdown in its property sector and weak industrial activity. In contrast, India stood out as the fastest-growing major market, with steel consumption surging 11.4% y-o-y to 147.9 mt, raising its global share to 8.5%. This momentum was supported by government-led infrastructure spending, urban development, and strong growth in construction and manufacturing.

Table 24: Global steel consumption forecast

Region	2023	2024	2025 (F)	2024	2025 (F)
	(in million tonnes)			y-o-y growth (in %)	
China	905.1	856.6	849.7	-5.36%	-0.80%
India	132.8	147.9	156.8	11.37%	6.00%
United States	90.5	89.1	89.6	-1.55%	0.60%
South Korea	54.7	47.8	48.0	-12.61%	0.40%
Japan	53.4	51.4	51.9	-3.75%	1.00%
ASEAN	97.2	100.2	103.7	3.09%	3.50%
MENA	78.4	80.9	83.0	3.19%	2.60%
EU (27) & UK	137.5	138.2	140.4	0.51%	1.60%

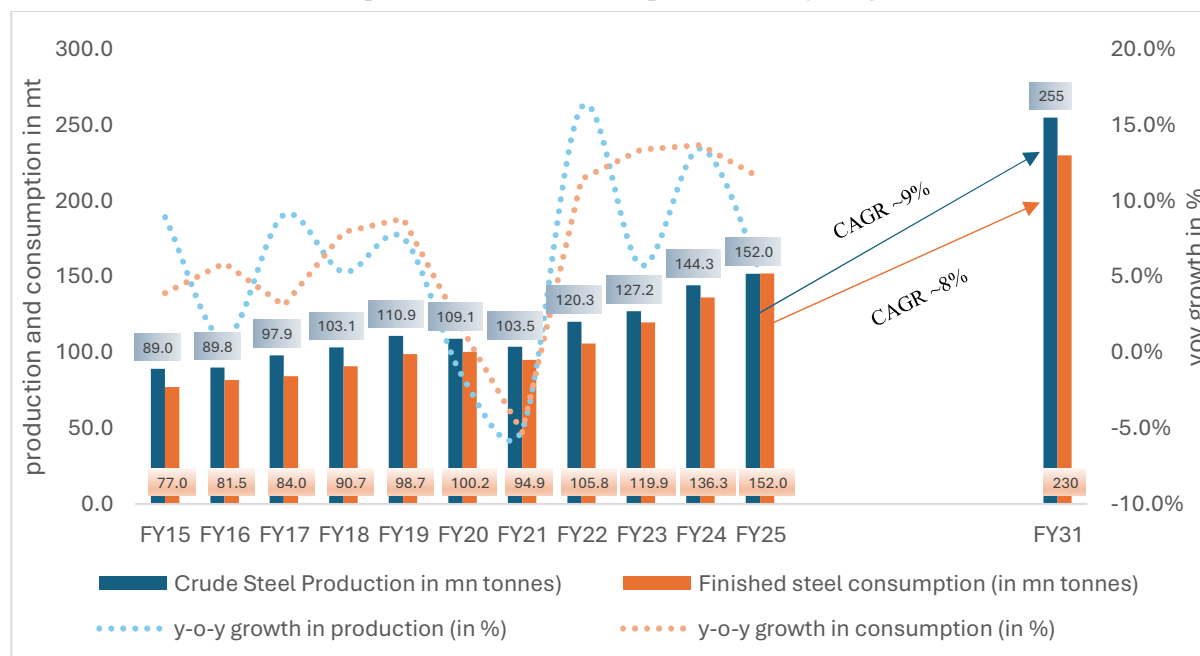
Source: WSA, ICRA Analytics

Domestic overview:

India is the second largest steel producer in the world. With a strong commitment to advancing the country's economic and infrastructure development, major steel producers in the country are increasing their capacity in India. Backed by a healthy infrastructure spending by the Government and improving private sector participation, India's steel demand growth is the highest among top steel producing countries in the world. Based on WSA's latest forecast, India's steel demand is expected to maintain strong momentum, growing by 11.4% in CY2024 to 147.9 mt and further by 6% in CY2025 to 156.8 mt. This growth trajectory is supported by robust demand across all major steel-consuming sectors, including infrastructure, construction, automotive, and capital goods. Compared to 132.8 mt in CY2023, India is set to add nearly 24 mt of incremental demand

by CY2025, consolidating its position as the fastest-growing major steel market globally, even as other top producers like China, South Korea, and Japan are witnessing flattish or declining consumption trends.

Chart 72: India's crude Steel production and consumption and on year growth trend



Source: CMIE, ICRA Analytics, National Steel Policy 2017

During FY2015 to FY2025, India's crude steel production grew at a CAGR of 5.5%, rising from 89 mt in FY2015 to 152 mt in FY2025. This growth has been driven by strong demand from end-user industries and improved domestic availability of key raw materials like iron ore. In FY2025, crude steel production grew by 5.3%, moderating from the exceptionally strong 13.4% growth in FY2024, which had been boosted by pre-election government spending on infrastructure and capital expenditure. The moderation in FY2025 reflects a combination of a high base, weak global demand, and temporary softness in domestic demand during the Union elections in Q1.

Looking ahead, sustained government infrastructure spending and a revival in private investments are expected to be the main growth drivers for India's construction and capital goods industries, which will continue to fuel steel demand. As per the National Steel Policy, 2017, crude steel production is targeted to reach 255 mt by FY2031, implying a CAGR of around 9% from FY2025 levels.

On the consumption side, domestic finished steel demand increased from 77 mt in FY2015 to 152 mt in FY2025, registering a CAGR of 7.0%. In FY2025 alone, consumption grew by a healthy 11.5%, following strong double-digit growth of 13.4% in FY2023 and 13.7% in FY2024. This consistent momentum highlights India's position as the fastest-growing large steel-consuming nation globally, driven by robust infrastructure, urban development, automotive, and capital goods demand.

Key end-user industries for steel in India are construction and infrastructure with a share of 62%, engineering and fabrication at 22%, automotive at 10%, other transport at 3% and packaging & others at 3%. Going ahead in FY2031, as per NSP 2017, a minor change in share from end-user industries is expected from automotive sector which would go up to ~12% while construction & infrastructure will come down to 60%.

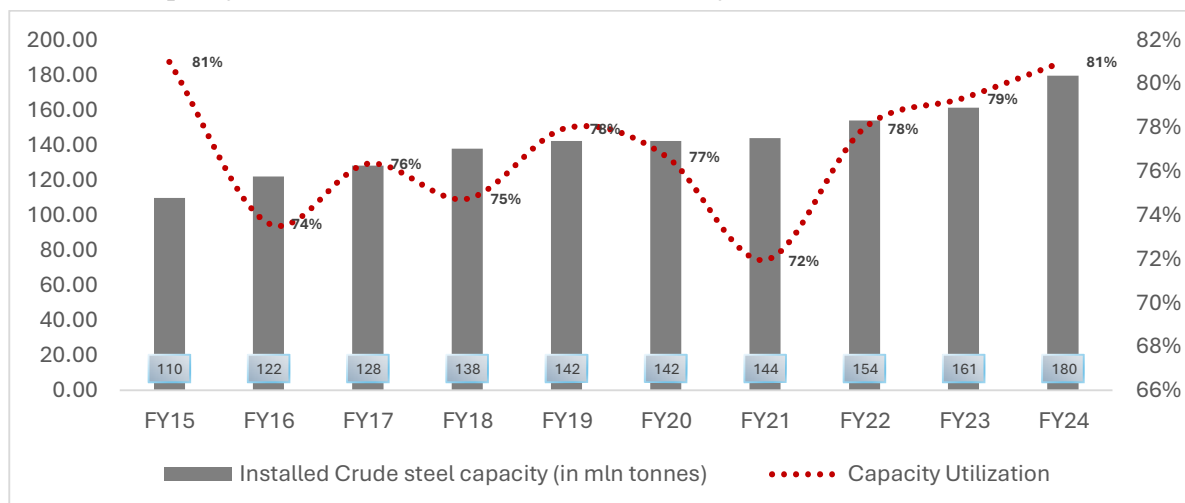
Major growth drivers of steel in India:

1. **Construction and infrastructure** sectors remain the cornerstone of steel demand in India. In the Union Budget 2025-26, the Government reinforced its commitment to infrastructure growth under the vision

of Viksit Bharat @ 2047, allocating a record ₹11.21 lakh crore (US\$ 128.64 billion) towards capital investment in infrastructure, equivalent to 3.1% of GDP. This sustained increase in public sector capex on roads, railways, urban infrastructure, and housing projects is expected to significantly boost steel consumption across long products, structural steel, and rebars. Additionally, foreign investments in construction and infrastructure continue to provide strong support. Between April 2000 and March 2025, FDI inflows into construction development (townships, housing, built-up infrastructure, and construction development projects) stood at ₹1,35,824 crore (US\$ 15.79 billion), while construction (infrastructure) activity attracted ₹2,58,516 crore (US\$ 30.05 billion). These sustained domestic and foreign investments underline the construction and infrastructure sector's role as the single largest growth driver of steel demand in India, especially in the medium to long term.

2. **Capital goods** sector has witnessed a multi-year high orderbook position as on December 31, 2023 aided by the healthy momentum in capex outlays in the domestic sector, pick up in investment activity in select export markets like MENA region and the US, as well as increased manufacturing outsourcing by the MNCs from India. Strong order book is likely to be maintained in the near to medium term with private sector capex expected to pick up supported by Government capital outlay, capacity enhancement across sectors, investments towards decarbonization, digitalization and exports demand.
3. The Indian automotive industry remains a key driver of steel consumption, supported by growth across multiple segments. Passenger vehicle (PV) sales are expected to grow modestly by 1–4% in FY2025, according to ICRA projections, reflecting high inventory levels and a strong base effect, while demand for SUVs continues to remain robust. Commercial vehicle (CV) sales are projected to slightly decline by around 1–2%, based on ICRA forecasts, influenced by temporary slowdowns in infrastructure-related freight activity and the high base from FY2024. The two-wheeler (2W) segment is expected to grow by 6–9%, supported by ICRA analysis, driven by steady replacement demand, urban recovery, and healthy rural incomes. Meanwhile, the electric vehicle (EV) segment has seen strong momentum, with over 2 million units sold in FY2025, marking a 15–16% growth over the previous year, supported by government incentives, rising consumer awareness, and an expanding product lineup. Collectively, these trends indicate sustained demand for automotive-grade steel, reinforcing the automotive sector as a major contributor to domestic steel consumption in the near-to-medium term.
4. Steel demand in India continues to be **strongly supported by government-led infrastructure** and transport projects. The National Infrastructure Pipeline (NIP), along with the PM GatiShakti initiative, has accelerated the development of new railway and multi-modal logistics corridors, including planned East-West, North-South, and East-Coast sub-corridors to improve connectivity of industrial hubs, ports, and mineral-rich regions. Significant railway capacity upgrades, such as the Dangoaposi–Jaroli third and fourth line projects in Odisha and Jharkhand, and major multi-tracking and doubling projects, are expected to enhance freight movement, particularly for steel and iron ore. Road infrastructure under Bharatmala Pariyojana has also advanced, with over 18,900 km of highways completed by late 2024, improving industrial connectivity and supporting steel-intensive construction. In addition, high-speed rail and metro projects, including the Mumbai–Ahmedabad bullet train, and urban infrastructure upgrades under AMRUT, continue to generate substantial demand for structural steel, rails, and other steel products. Combined with the government's high capital outlay for railways (~₹2.65 lakh crore for FY2025-26) and ongoing port and logistics expansions under Sagarmala, these initiatives collectively reinforce the construction and infrastructure sectors as the single largest drivers of domestic steel consumption.

Chart 73: Capacity utilization rates for Indian steel industry



Source: CMIE, ICRA Analytics

The capacity utilization rates in the Indian steel industry have historically remained below 80% during FY2015 to FY2023, ranging from a low of 72% in FY2021 to 79% in FY2023. During FY2024, utilization is estimated to have improved to around 81%, supported by robust domestic steel demand. Over the past few years, installed capacity has steadily increased as major steel producers expanded their operations. With announcements from various steel players, nearly 40 mt of additional steel capacity is expected to be added between FY2024 and FY2027, which would raise India's installed crude steel capacity closer to the 200 mt mark by FY2027. This gradual expansion, coupled with rising domestic demand, is expected to sustain higher capacity utilization levels in the medium term.

The National Steel Policy (NSP) of 2017 aims to achieve a production capacity of 300 mt by FY2031. Over the previous five years, the per capita use of steel has climbed from 74.2 kg in CY2019 to 93.4 kg in CY2023 and is expected to touch 160 kg in FY2031 as per the NSP.

Table 25: Existing crude steel capacity of major steel manufacturers FY2025

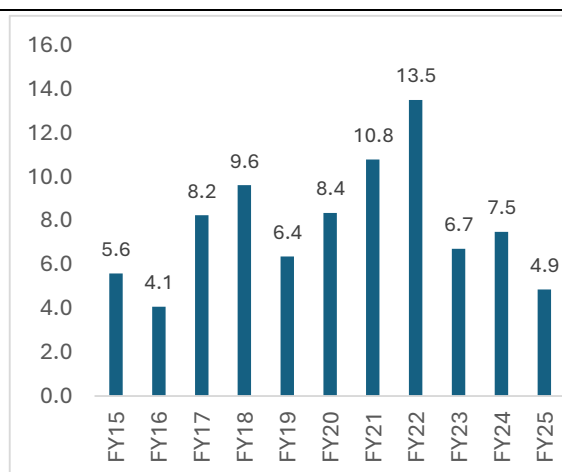
Major steel manufacturers	Crude steel capacity (in mt)
JSW group	34.0
SAIL	20.6
Tata Steel.....	21.6
AM/NS steel	8.8
JSPL	9.6
RINL- Rastriya Ispat Nigam Ltd.....	7.3
NMDC Ltd	3.0
ESL Steel Ltd (subsidiary of Vedanta)	1.5

Source: Company reports, ICRA Analytics

ESL Steel Ltd is the 8th largest steel player in the country with a crude steel capacity of 1.5 mtpa.

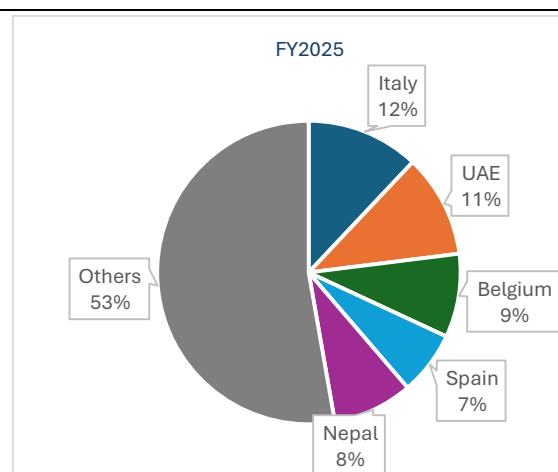
Trade flows in steel:

Chart 74: Finished steel export (in mt)



Source: CMIE, ICRA Analytics

Chart 75: Top 5 export destinations for India (in mt)



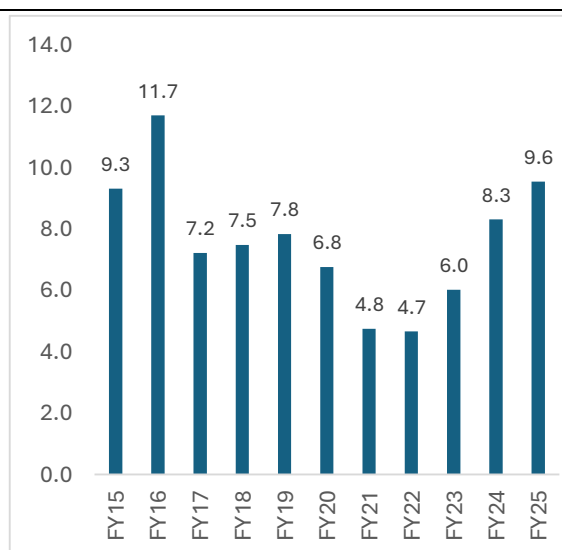
Source: CMIE, ICRA Analytics

India's steel trade has witnessed notable shifts in recent years. The country was a net steel exporter from FY2020 to FY2023, with exports peaking at 13.5 mt in FY2022. However, FY2023 also saw a sharp decline of ~50% in exports compared to FY2022, largely due to the imposition of a 15% export duty across finished steel products by the Government of India in May 2022, aimed at containing domestic steel prices following global disruptions caused by the Russia-Ukraine conflict. With the removal of the export duty in November 2022, exports increased moderately to 7.5 mt in FY2024, but weak global demand and inflationary pressures kept volumes under check, and India turned into a net steel importer with net imports of 0.8 mt in FY2024. During FY2025, exports are estimated at 4.9 mt while imports have risen sharply to 9.6 mt, resulting in a net import position of 4.7 mt.

The export to top 5 countries during FY2025 were Italy (~12%), UAE (11%), Belgium (~9%), Spain (7%), and Nepal (8%). The share of top 5 countries accounted for ~47.3% of the total exports.

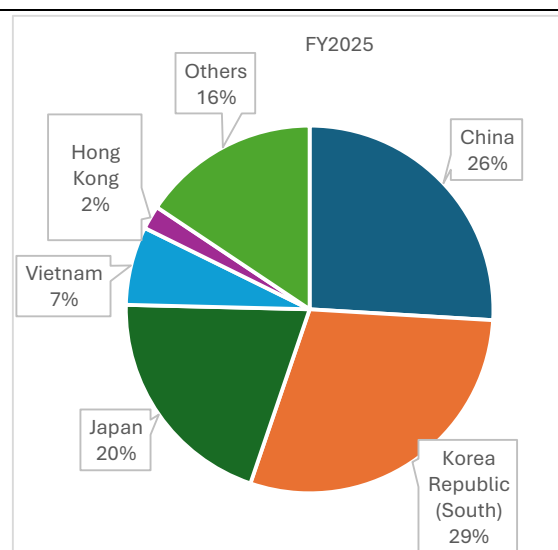
Finished steel imports:

Chart 76: Finished steel import (in mt)



Source: CMIE, ICRA Analytics

Chart 77: Top 5 exporting countries to India (in mt)

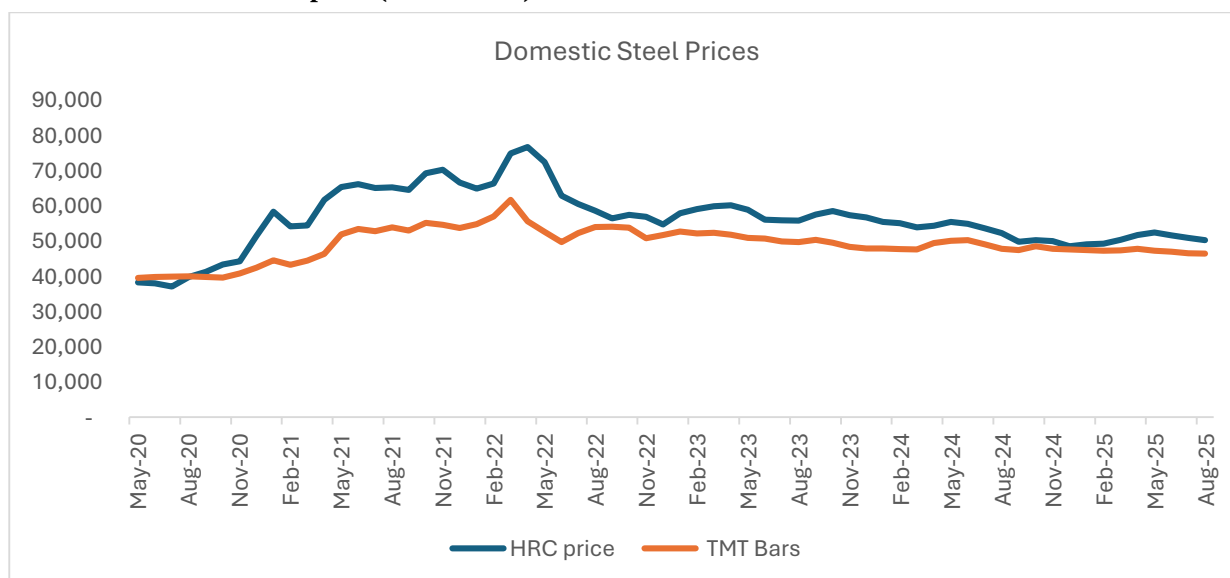


Source: CMIE, ICRA Analytics

On the import side, India continues to rely heavily on East Asian suppliers, with China (25.9%), South Korea (29.3%), and Japan (20.2%) collectively accounting for ~75% of total finished steel imports, a trend that has remained largely stable historically. The surge in imports in FY2024 and FY2025 is primarily driven by strong domestic demand, supported by increased pre-election infrastructure and construction spending.

Price trends:

Chart 78: Domestic steel price (in Rs/tonne)



Source: CMIE, ICRA Analytics

After remaining depressed during the first wave of the pandemic, domestic steel prices started trending upward, supported by global stimulus measures and liquidity injections into the economy. Prices reached record highs in April–May 2022, fueled by inflationary pressures following the Russia–Ukraine conflict, before gradually

easing due to global monetary tightening and a slowdown in steel demand. Over the last two years, domestic steel prices have moderated, with HRC prices declining by ~6% in FY2024 after a ~3% drop in FY2023. In the first four months of FY2025, HRC prices have remained range-bound, averaging around Rs 51,655–52,432/tonne in April–May 2025, compared to Rs 54,305–55,394/tonne during the same period last fiscal, representing a decline of ~8%. TMT bar prices have shown a similar trend, averaging Rs 46,424–47,797/tonne during April–August 2025. With modest growth expected in China, its steel exports are likely to remain elevated in the near term, which will exert pricing pressures in other economies, including India, and keep domestic steel prices relatively stable in FY2025.

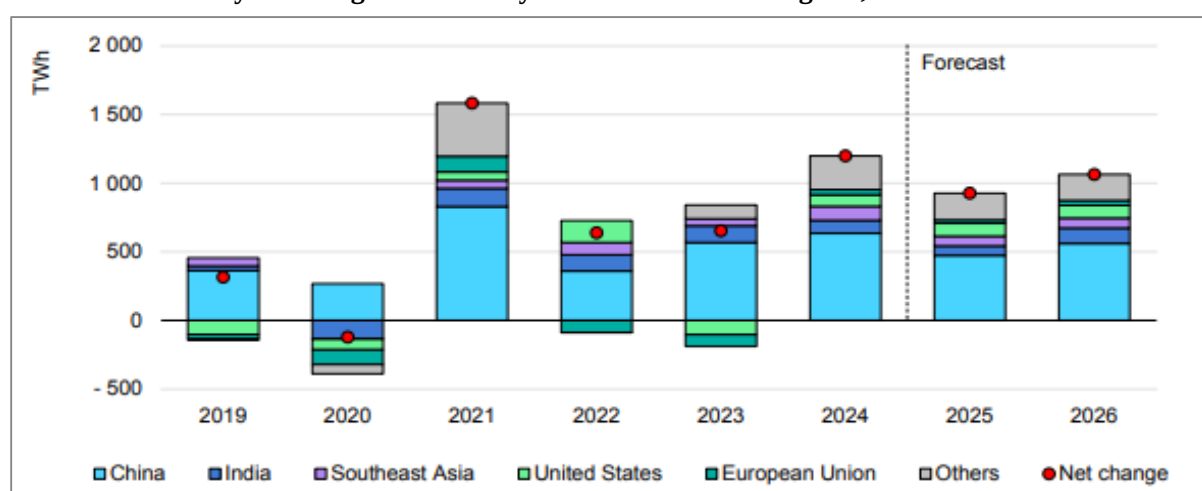
Power

Global overview:

According to IEA's (International Energy Agency) mid-year update 2025, global electricity demand is forecast to grow by 3.3% in 2025 and 3.7% in 2026, moderating from 4.4% in 2024 but still among the highest growth rates in the past decade. This marks a slight downgrade from the February 2025 forecast (4% for 2025 and 3.8% for 2026), largely due to the IMF's weaker global GDP outlook amid trade tariff and economic uncertainties. Despite these risks, rising demand from industries, air conditioning, data centres, and electrification will drive consumption to a record 29,000 TWh in 2026.

China and India, after strong surges in 2024 driven by heatwaves and industrial activity, are expected to post more moderate demand growth in 2025. In contrast, the US will see faster growth, fuelled by expanding data centres. The EU, meanwhile, will continue its modest recovery, as industrial demand remains below pre-decline levels.

Chart 79: Year-on-year change in electricity demand in selected regions, 2019-2026



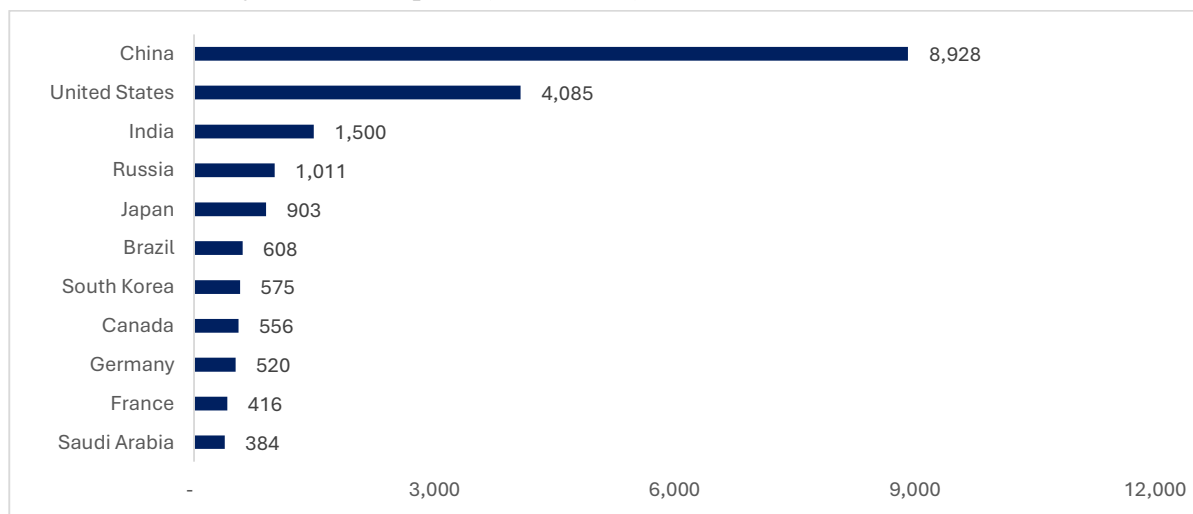
Source: IEA, ICRA Analytics

Note:

Data for 2025 and 2026 are forecast values.

Data from the U.S. Energy Information Administration showed that in 2023, China was the largest electricity consumer with 8,928 TWh, followed by the United States (4,085 TWh) and India (1,500 TWh).

Chart 80: Electricity Net Consumption (billion kWh) for 2023



Source: U.S. Energy Information Administration, ICRA Analytics

Domestic overview:

Evolution of the Indian Power Sector:

The Indian power sector has witnessed significant transformation over the past decade. Significant strides have been made in enhancing the country's power generation capacity, improving the access to electricity, promoting renewable energy and implementing innovative policies. Some of the achievements and initiatives which propelled India's power sector to new heights are as follows:

1. **Expansion in generation capacity:** India's power sector has transitioned from a power-deficit to a power-surplus situation through the addition of substantial generation capacity over the past decade. Total installed power capacity increased from around **305 GW in 2015–16 to about 476 GW as of June 2025**. Electricity shortages have also reduced sharply from **4.2% in FY2013-14 to about 0.1% in FY2024-25**. Recent capacity additions have been driven largely by renewable energy, and the country's installed capacity **crossed ~520 GW by January 2026**.
2. **Expansion of electricity access:** Around 2.8 crore households in rural and urban areas were electrified under the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya). According to the International Energy Agency (IEA), this represents one of the fastest expansions of electricity access globally. During the same period, per capita electricity consumption increased to about 1,395 kWh in FY2023-24 from 957 kWh in FY2013-14, reflecting rising energy demand from households and industry.
3. **Village electrification:** The Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), launched in 2014, achieved 100% village electrification on April 28, 2018, with electrification of 18,374 previously un-electrified villages, significantly strengthening rural power infrastructure.
4. **Energy efficiency initiatives:** The **Unnat Jyoti by Affordable LEDs for All (UJALA)** scheme played a key role in promoting energy efficiency. The procurement price of LED bulbs declined by nearly **90% between 2014 and 2019**, from about **Rs 310 to Rs 39.90**, while **over 36 crore LED bulbs** have been distributed under the scheme, leading to significant reductions in electricity consumption and consumer electricity bills.
5. **Distribution sector reforms:** The **Revamped Distribution Sector Scheme (RDSS)** focuses on improving financial and operational efficiency of distribution companies through smart metering, loss

reduction and infrastructure modernization, helping to reduce aggregate technical and commercial (AT&C) losses across several states.

6. Growth of renewable energy programmes: Recent initiatives such as PM-Surya Ghar: Muft Bijli Yojana (rooftop solar for households), PM-KUSUM (solarisation of agricultural pumps), and production-linked incentive (PLI) schemes for solar PV modules are accelerating renewable deployment and strengthening domestic manufacturing in the solar value chain.
7. **Evolving energy mix:** While renewable and non-fossil sources have expanded rapidly, now accounting for **nearly half of India's installed power capacity** wherein thermal power continues to play a dominant role in meeting base-load demand. **Thermal capacity stands at around 240 GW (about 50.5% of installed capacity)**, with coal contributing more than **90% of thermal generation capacity**.

Domestic Electricity Demand & Generation:

As per the Central Electricity Authority (CEA), all-India electricity demand rose by 7.4% year-on-year in FY2024, reaching 16,26,132 MU. This growth was largely driven by the delayed onset of monsoons, uneven rainfall across the country, and resilient economic activity. In FY2025, electricity demand is estimated at 16,95,188 MU, marking a growth of 4.2% over the previous year. Looking ahead, demand is projected to accelerate further, with requirements expected to reach 18,50,211 MU in FY2026, reflecting a strong 9.1% increase over FY2025.

Chart 81: All India Energy Requirement



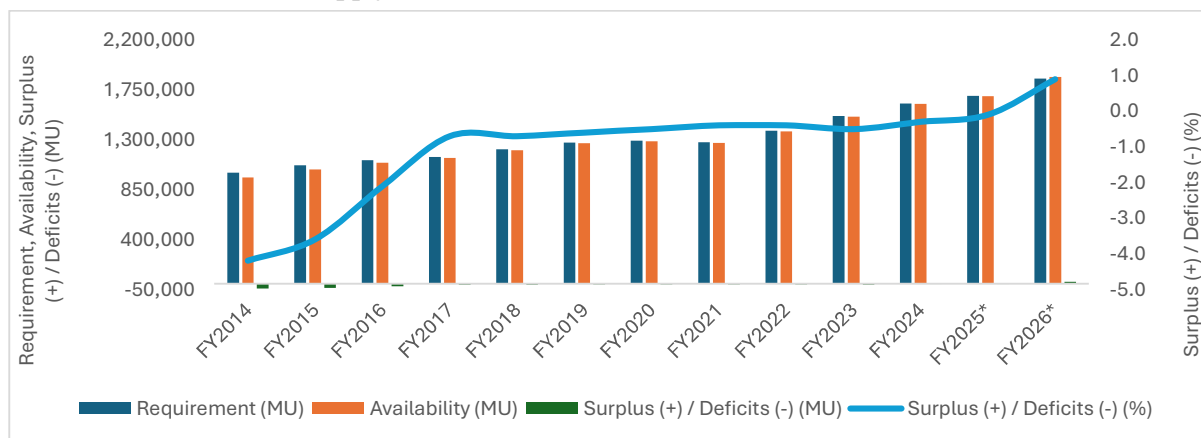
Source: CEA, ICRA Analytics

Note:

*Data for March 2025 is provisional and anticipated for 2025-26

The power supply position of the country also remained favorable as availability of power was almost in line with power requirement for the last eight years. Deficit level of the country came down to 0.1% in FY2025 as compared to 4.2% in FY2014.

Chart 82: India's Power Supply Position



Source: CEA, ICRA Analytics

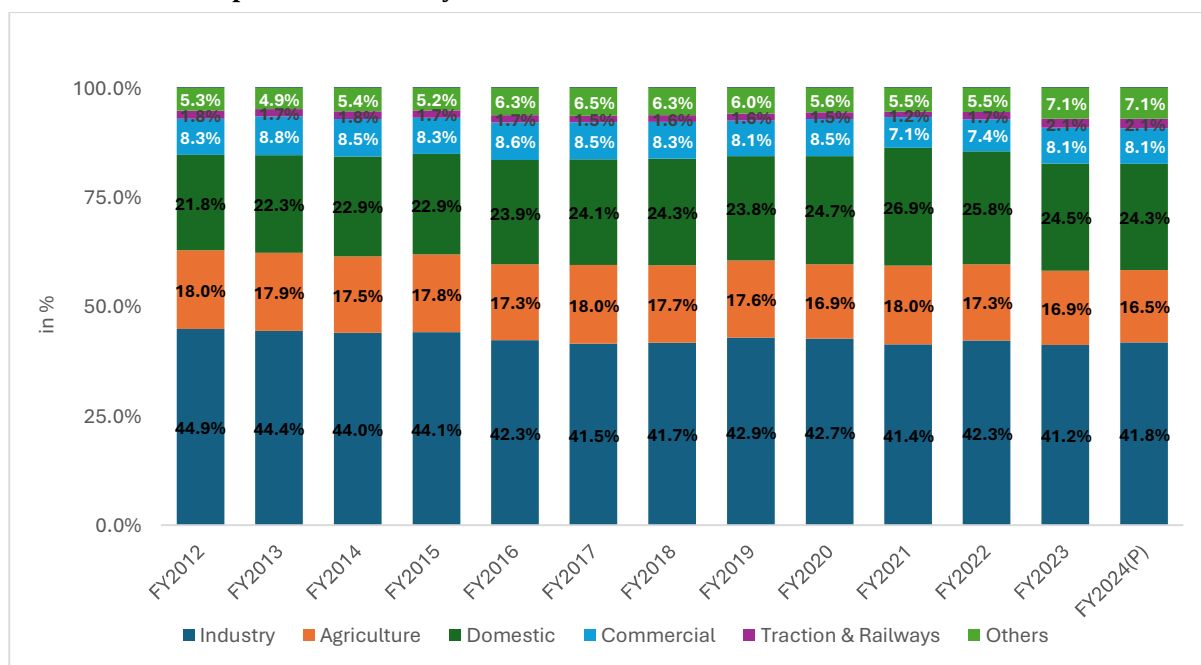
Note:

*Data for March 2025 is provisional and anticipated for 2025-26

Consumption of Electricity by Sectors:

Out of the total consumption of electricity across the years, the industry sector accounted for the largest share followed by domestic and agriculture. These three accounted for more than 80% of the total electricity consumption.

Chart 83: Consumption of Electricity – Sector wise



Source: Central Electricity Authority. MoSPI Report on Energy Statistics India 2025, ICRA Analytics P - Provisional

Energy Requirement Region Wise:

According to CEA, energy requirement is expected to be the most for Northern region followed by Western region and Southern region in FY2027 and FY2032.

Table 26: Region-wise electricity demand projection

Region	Energy Requirement		Peak Demand	
	FY2027 (E)	FY2032 (E)	FY2027 (E)	FY2032 (E)
	(in MU)		(in MW)	
Northern.....	592,312	773,545	97,898	127,553
Western.....	596,793	763,198	89,457	114,766
Southern.....	460,853	596,557	80,864	107,259
Eastern.....	232,971	308,103	37,265	50,420
North Eastern.....	24,904	32,373	4,855	6,519
All India.....	1,907,835	2,473,776	277,201	366,393

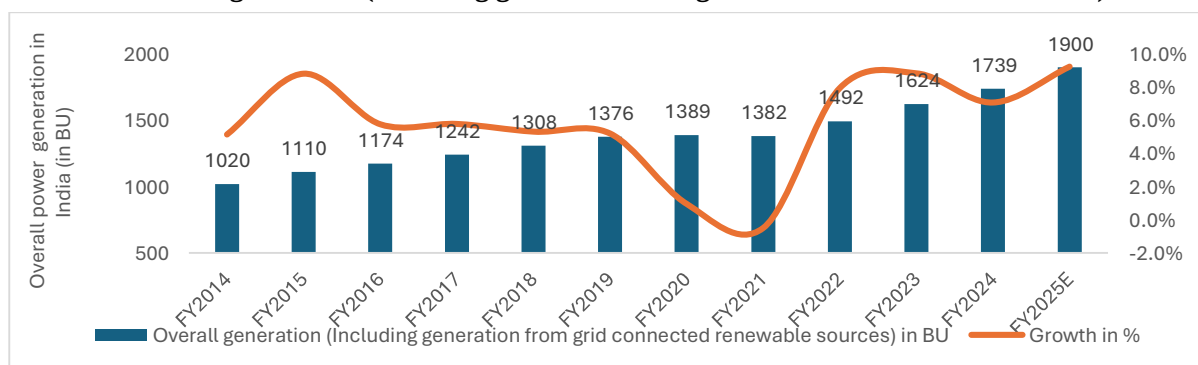
Source: CEA, ICRA Analytics, E - Estimate

Healthy growth in peak demand:

The peak demand reached an all-time high of 250 GW in FY2025 as against 153 GW in FY2016. The peak demand went up on account of a sharp rise in demand during the summer season, caused by severe heat waves in different parts of the country. Demand growth in Karnataka also contributed to the same following the implementation of the free power scheme of up to 200 units. As per CEA, peak demand requirement for FY2027 is estimated at 2,77,201 MU with a CAGR growth in peak demand projected at 6.4% between FY2022-27.

Growth in total power generation:

According to the Ministry of Power, India's overall power generation, including renewables, rose from 1110.4 BU in FY2015 to 1739.8 BU in FY2024 at a CAGR of 5%. For FY2024-25, the target was 1900 BU, with actual generation reaching 1378.4 BU up to December 2024, compared to 1308.9 BU during the corresponding period last year, marking a 5.31% growth.

Chart 84: Overall generation (Including generation from grid connected renewable sources) in BU

Source: Ministry of Power Annual Report 2024-25, ICRA Analytics

The performance of Category wise generation during FY2025 is depicted below:

Table 27: Performance of Category wise generation during the year FY2025

Category wise	Growth	Quantum of Growth
Thermal.....	Increased by	2.8%
Nuclear.....	Increased by	18.4%
Large Hydro.....	Increased by	10.8%

Category wise	Growth	Quantum of Growth
Solar Wind & Other RES	Increased by	11.4%
Overall Generation.....	Increased by	4.9%

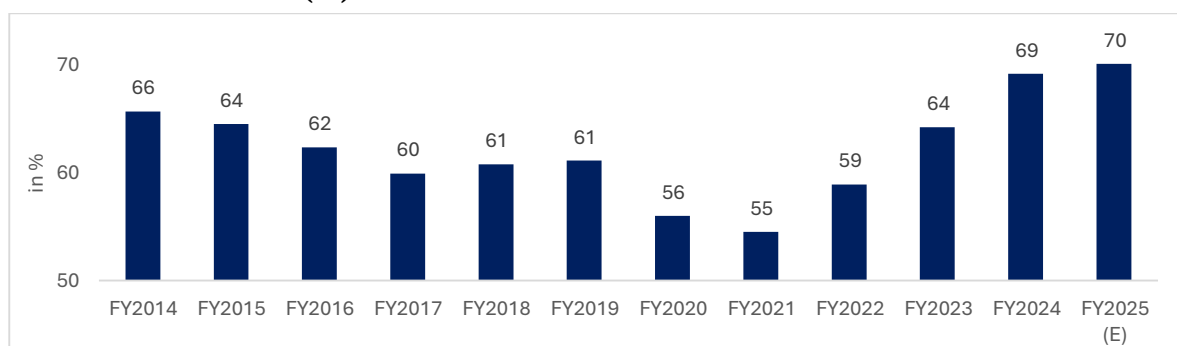
Source: Centre for Research on Energy and Clean Air, ICRA Analytics

Improved PLFs driven by healthy demand growth:

The all-India thermal PLF rose to 69.07% in FY2024 from 64.15% in FY2023 and 58.87% in FY2022. The improvement was driven by healthy demand growth, limited thermal capacity addition and decline in hydro power generation.

According to ICRA Ratings report, the PLF would remain above 69.0% in FY2025 in line with the demand expectation of 6% and limited thermal capacities getting added during the year. While sustained demand growth may improve the visibility on new PPAs for thermal projects, the growing share of renewable energy in the generation mix may keep the thermal PLFs under pressure over the long term.

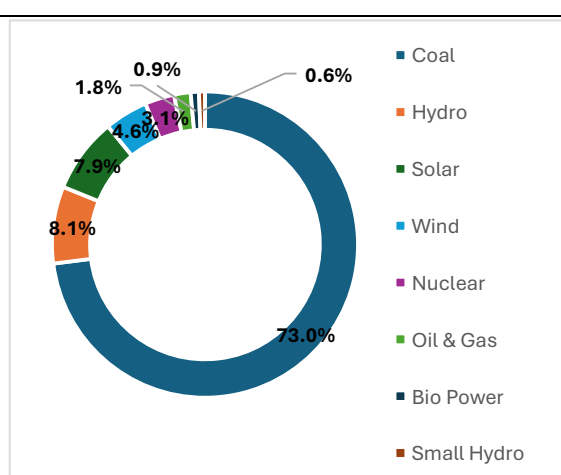
Chart 85: All India PLF (%)



Source: CEA, ICRA, ICRA Analytics E - Estimated

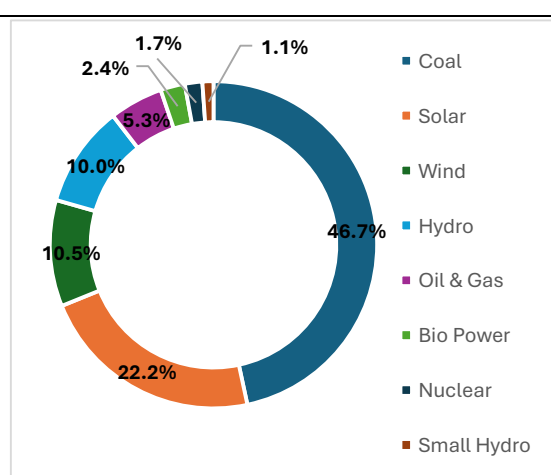
Capacity Addition trends:

Chart 86: Power Sources Mix – Generation FY25 (in %)



Source: NITI Aayog, Data as on July 2025 ICRA Analytics

Chart 87: Power Sources Mix – Installed Capacity (in %) (%) (BU)



Source: NITI Aayog, Data as on July 2025, ICRA Analytics

India continues to depend heavily on coal for power generation, with 73% of the electricity generated from coal in FY25, amounting to 1,331,867 MU. Solar energy contributed 7.9% (144,150 MU), while hydro accounted for 8.1% (148,634 MU). Wind and nuclear sources followed with respective shares of 4.6% (83,347 MU) and 3.1% (56,681 MU), alongside smaller contributions from oil & gas (1.8%), bio power (0.9%), and small hydro (0.6%).

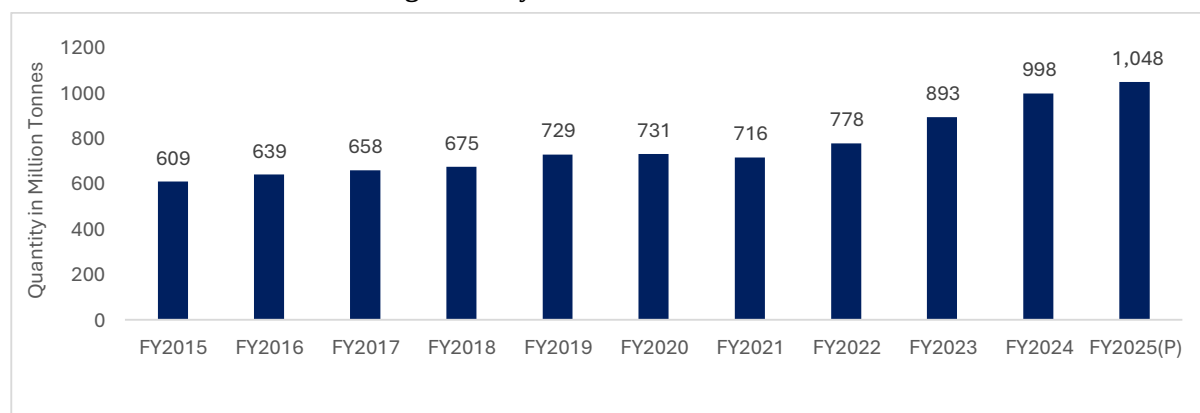
In terms of installed capacity as of FY25, coal's share stood at 46.7%, marking a continued decline below the halfway mark. Solar energy has become the second-largest contributor with 22.2% of total capacity, followed by wind at 10.5% and hydro at 10.0%. Oil & gas contributed 5.3%, bio power 2.4%, nuclear 1.7%, and small hydro 1.1%.

Coal Supply trends:

The all-India domestic coal production during 2024-25 stood at 1,047.67 Million Tonnes (MT) (Provisional), marking a growth of about 4.99% compared to 997.83 MT in 2023-24. Out of this, Coal India Limited (CIL) contributed 781.07 MT (Provisional), slightly higher than 773.81 MT in the previous year, recording a growth of 0.94%.

Coal production in the country has already crossed the 1 Billion Tonne (BT) mark in FY2024-25. To further strengthen supply security, a production roadmap has been drawn up, with a target of 1 BT coal production from CIL alone by FY2026-27.

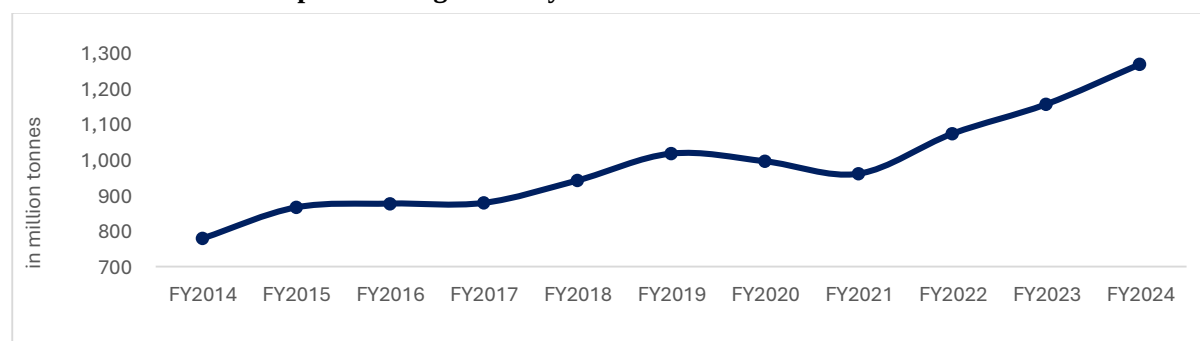
Chart 88: Coal Production during last ten years



Source: Ministry of Coal, ICRA Analytics, (P) - Provisional

Coal consumption in India has risen steadily over the past decade, barring the COVID-19 slowdown. It dipped to 996 MT in FY2020 and 961 MT in FY2021, but rebounded to 1,073 MT in FY2022 and further to 1,156 MT in FY2023. In FY2024, consumption touched a record 1,268 MT, reaffirming India's position as one of the world's largest coal producers and consumers.

Chart 89: Coal Consumption during last ten years



Source: NITI Aayog, Ministry of Coal, ICRA Analytics

The coal sector remains a crucial contributor to India's energy mix, powering over 74% of the country's electricity and sustaining key industries like steel and cement.

Market Drivers:

1. Growing Population

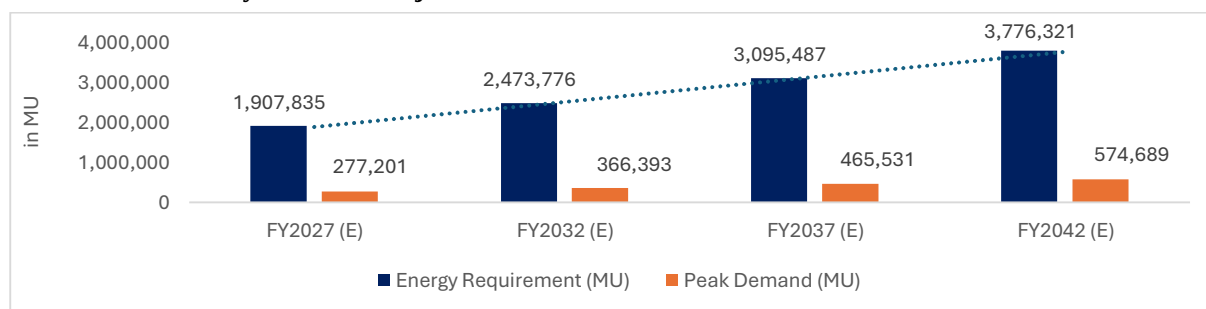
The Indian power sector is poised to benefit significantly from the country's large and growing population along with sustained economic growth. India remains the most populous country in the world, accounting for around 17–18% of the global population. According to United Nations estimates, India's population reached about 1,425,775,850 people in April 2023, surpassing China to become the world's most populous nation. Recent UNFPA estimates indicate that India's population has continued to grow and reached around 1.46 billion in 2025, maintaining its position as the largest population globally. Rapid urbanisation, expansion of housing and infrastructure, and rising disposable incomes are expected to drive higher demand for electricity across both urban and rural areas. Additionally, India has a relatively young demographic profile, with around 68% of the population in the working-age group (15–64 years), which supports strong economic growth and increased consumption of electricity. The expansion of the middle class and rising penetration of energy-intensive appliances such as air conditioners, refrigerators, and electric vehicles are also expected to further boost electricity consumption in the coming years.

2. Increasing Electric Demand and Consumption

Increasing electrification and per-capita usage is expected to provide further impetus to the Indian power sector. Per capita electricity consumption in the country stood at 1,161 kWh in FY2021, 1,255 kWh in FY2022, and further increased to 1,331 kWh in FY2023, reflecting a steady growth trend.

Summary of electricity demand projection shows that electrical energy requirement and peak electricity demand is expected to go up from the year FY2022 to FY2042 on all-India basis.

Chart 90: Electricity Demand Projection in India



Source: CEA, ICRA Analytics, E-Estimated

3. Improving Economic Activity

According to the International Monetary Fund (IMF), India is expected to remain the fastest-growing major economy over the next two years, with GDP projected to expand by 6.2% in 2025 and 6.3% in 2026. Although the April 2025 World Economic Outlook revised the 2025 forecast slightly downward due to global trade tensions and rising uncertainty, India's outlook remains robust, supported by strong domestic demand and a growing working-age population. This resilience underlines the strength of India's macroeconomic fundamentals and its increasing role as a key driver of global growth. Rising economic activity is also expected to directly fuel higher electricity demand from industrial, commercial, and residential segments, further boosting the Indian power sector.

4. Increasing Investment

The Indian power sector has been witnessing robust capital inflows, underlining its growing attractiveness to domestic and global investors. Foreign Direct Investment (FDI) equity inflows into the power sector have shown strong growth in recent years, rising from Rs 3,904 crore in FY2022 to Rs 5,483 crore in FY2023 and further to Rs 14,141 crore in FY2024, according to the Department for Promotion of Industry and Internal Trade (DPIIT). Investment momentum has continued into FY2025, particularly in the renewable energy segment, which attracted around US\$3.4 billion in FDI during FY2025, reflecting strong global investor interest in India's clean energy transition.

India has consequently emerged as one of the world's fastest-growing clean energy markets. Industry assessments indicate that the country attracts about US\$10–12 billion annually in renewable energy investments, with increasing focus on emerging segments such as green hydrogen, electric mobility, and battery storage.

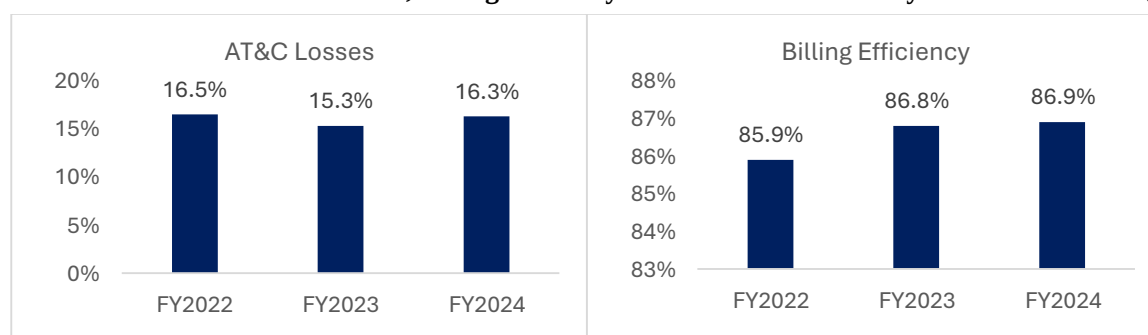
Further, the National Electricity Plan (NEP) 2022-32 highlights a projected investment requirement of Rs 33.6 lakh crore in power generation capacity alone to meet electricity demand through 2032, underscoring the scale of capital deployment required across the sector. Investment momentum is also evident in large-scale projects. For instance, in April 2025, Avaada Group signed an agreement with the Maharashtra government to develop two pumped-storage projects, the 2,400 MW Pawana Falyan project and the 1,200 MW Sirsala project with a combined investment of about Rs 15,100 crore (US\$1.77 billion). Such investments are expected to expand India's power capacity, strengthen grid reliability through energy storage, and accelerate the country's transition toward cleaner and more sustainable energy systems..

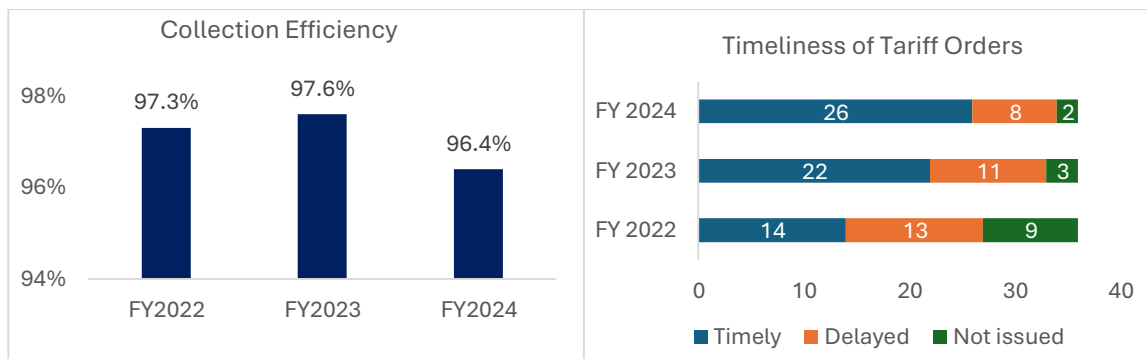
5. Improving efficiency of distribution companies

AT&C losses stood at 16.3% in FY2024, slightly higher than 15.3% in FY2023, and remain above the national goal of 12–15%. Billing efficiency improved to 86.9% in FY2024 from 86.8% in FY2023, supported by the replacement of defective meters, stronger vigilance against theft, and segregation of agricultural feeders. Collection efficiency moderated to 96.4% in FY2024 from 97.6% in FY2023, though it continues to reflect strong customer payments aided by digital channels and rural awareness drives.

Timeliness of Tariff Orders improved in FY2024 as compared to FY2022. Regulatory support in terms of timely tariff orders, automatic pass-through in some states and general increase in tariffs through the regulatory process were some of the factors, which resulted in an increase the National Average Revenue Realized (ARR) per unit energy.

Chart 91: Trends in AT&C losses, Billing efficiency and Collection efficiency for FY22 to FY24 (%)





Source: Ministry of Power. ICRA Analytics

6. Higher Loan Sanctions and Disbursements

Higher loan sanctions and disbursements for the Indian power sector indicates increasing power sector financing in India. The same is expected to go up due to rising demand for power, need for investments to augment its power generating capacities and growing influence of the country as a renewable energy producer.

Policy Support:

Policy support for India's power sector is given as follows:

1. According to the Economic Survey 2024-25, the Government of India has invested about Rs 1.85 trillion in power distribution strengthening through schemes such as Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY), the Integrated Power Development Scheme (IPDS), and the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya). The Revamped Distribution Sector Scheme (RDSS), launched in July 2021 with a total outlay of Rs 3.03 trillion (including Rs 97,631 crore of budgetary support), focuses on reducing AT&C losses, improving billing efficiency, and implementing large-scale smart metering across the country.
2. Budgetary allocations for the Ministry of Power (MoP) – Rs 29,997 crore (Budget Estimate 2026–27), a ~39% increase from Rs 21,588 crore (Revised Estimate 2025–26). This reflects an intensified focus on electricity distribution reforms and grid upgrades. The MoP's share includes the Reform-Linked Distribution Scheme (RDSS) at Rs 18,000 crore, supporting turnaround of state discoms
3. Budgetary allocations for the Ministry of New and Renewable Energy (MNRE) have increased significantly in the Union Budget 2026-27 to about Rs 32,915 crore, compared with Rs 26,549 crore in FY2025-26, reflecting the government's continued push toward renewable energy expansion and energy transition.

The allocation supports rooftop solar, battery storage, domestic manufacturing of solar components, and other clean-energy initiatives.

4. A major highlight is the Nuclear Energy Mission, which aims to augment research and development in small modular reactors (SMRs). A sum of Rs. 200 billion has been allocated for this initiative. The mission targets 100 GW of nuclear capacity by 2047 and plans to operationalise at least five indigenous SMRs by 2033. To support its implementation, amendments to the Atomic Energy Act and the Civil Liability for Nuclear Damage Act are to be taken up in Parliament. As of January 2025, India's nuclear capacity stood at 8,180 MW.
5. The PM Surya Ghar: Muft Bijli Yojana, launched on 15 February 2024, aims to promote rooftop solar adoption by providing households with up to 300 units of free electricity per month through grid-connected rooftop solar installations. The scheme offers central financial assistance of up to Rs 78,000

for residential rooftop solar systems, helping reduce electricity bills for poor and middle-income households. In the Union Budget 2026-27, the government further strengthened the programme with an allocation of about Rs 22,000 crore to accelerate rooftop solar deployment under the scheme. As of early 2026, more than 28 lakh households across India have already installed rooftop solar systems under the programme, reflecting strong uptake of the initiative. The scheme aims to solarise around 1 crore households by FY2026-27, making it one of the world's largest residential rooftop solar initiatives.

6. The National Policy on Biofuels encourages biodiesel production from non-edible oilseeds, used cooking oil, and short-gestation crops.
7. The Ultra Mega Power Projects initiative promotes higher thermal efficiency and lower greenhouse gas emissions through supercritical technology.
8. The National Bio-Energy Programme aims to utilise surplus biomass for power generation.
9. The Production Linked Incentive (PLI) Scheme for High-Efficiency Solar PV Modules, with a total outlay of Rs 24,000 crore, aims to promote domestic manufacturing of high-efficiency solar photovoltaic modules and reduce reliance on imports. The scheme supports the establishment of integrated manufacturing capacities across the solar value chain, including polysilicon, wafers, cells and modules, thereby strengthening India's renewable energy supply chain and supporting the government's target of achieving 500 GW of non-fossil fuel capacity by 2030.
10. The Restructured Accelerated Power Development and Reforms Programme (R-APDRP) supports accurate baseline data collection through automated systems and IT adoption in energy accounting.
11. The government is considering enhancing priority sector lending limits for the power sector.
12. The Central Electricity Authority (CEA) notified the National Electricity Plan (2022-32), which projects the share of non-fossil-based capacity rising to 57.4% by FY2027. India has already achieved 50% of its installed electricity capacity from non-fossil fuel sources — five years ahead of its Paris Agreement target.
13. The Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PM-KUSUM) empowers farmers by providing solar-powered pumps, enabling energy-secure and sustainable agriculture. The scheme also promotes agrovoltatics and feeder-level solarisation.
14. The government has supported distribution reforms by funding meter installations on unmetered connections and deploying covered wires in loss-prone areas to reduce theft.
15. Rs 8,500 crore was allocated to Solar Power (Grid) in the Union Budget 2024-25, aimed at expanding grid-connected solar power capacity and strengthening renewable energy deployment. Subsequent budgets have continued to prioritise solar power expansion, with increased allocations to the Ministry of New and Renewable Energy (MNRE), including about Rs 32,915 crore in the Union Budget 2026-27 to support renewable energy programmes, rooftop solar initiatives, and domestic solar manufacturing.
16. Rs. 600 crore was allocated to the National Green Hydrogen Mission in the Union Budget 2024-25. The allocation has been maintained at Rs 600 crore in the Union Budget 2026-27, supporting pilot projects, electrolyser manufacturing incentives and development of the green hydrogen ecosystem. The mission has a total outlay of Rs 19,744 crore and targets 5 million tonnes of green hydrogen production annually by 2030.
17. The Smart Meter National Programme (SMNP) aims to improve billing and collection efficiencies of distribution companies.
18. The government introduced new renewable energy products in power exchanges, such as the Green Day Ahead Market and the Green Term Ahead Market.

19. Green Energy Corridors and 13 Renewable Energy Management Centres have been established to strengthen renewable energy integration.
20. The Asian Development Bank has committed support to India's power sector to assist its transition to clean and renewable energy.

OUR BUSINESS

The following discussion is intended to convey our management's perspective on our financial condition, results of operations and cash flows. Please read "Presentation of Financial Information" before reading this section. This section should be read together with "Risk Factors", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Selected Consolidated Financial Information". This section contains forward-looking statements. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. See "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and "Risk Factors" for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows.

Unless stated or the context requires otherwise, all financial information is presented on a consolidated basis. Such financial information as of and for Fiscal Year 2025 has been derived from the Fiscal Year 2025 Financial Statements, included elsewhere in this Offering Circular, and such financial information as of and for Fiscal Year 2024 has been derived from the Fiscal Year 2024 Financial Statements, included elsewhere in this Offering Circular. The financial information as of and for the six months ended September 30, 2025 has been derived from the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, included elsewhere in this Offering Circular, and such financial information as of and for the six months ended September 30, 2024 has been extracted from the comparative information included in the September 2025 Unaudited Consolidated Condensed Interim Financial Statements, included elsewhere in this Offering Circular. Our Group has not prepared or published any financial statements (on a consolidated or a standalone basis), including interims, up to any date subsequent to September 30, 2025. As part of our annual reporting cycle, our annual consolidated financial statements for the Fiscal Year ended March 31, 2026 is not due for reporting as of the date of this Offering Circular.

Certain information in this section includes extracts from a report by ICRA Analytics Limited titled "Sector Report – Vedanta Resources" dated June 7, 2026 (the "ICRA Report"), which has been exclusively commissioned and paid for by us in connection with this offering of the Bonds. The relevant industry sources are indicated at all relevant places within this section. For more information, see "Risk Factors — Risks Relating to Business — Third party statistical and industry related data in this Offering Circular may be incomplete or unreliable and any reliance on such information for making an investment decision in this offering of the Bonds is subject to inherent risk". None of us, the Joint Global Coordinators and Managers or any other person connected with the offering of the Bonds has independently verified all the information contained in the ICRA Report.

Overview

We are a globally diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. We are the largest aluminium producer in India accounting for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*) and through Hindustan Zinc Limited, we are the world's largest integrated zinc producer and amongst the top 10 silver producers globally (*Source: ICRA Report*). We have operations in India, Namibia, Ireland, South Africa, Liberia, UAE, Zambia, Japan, South Korea and Taiwan. This geographical reach and diverse portfolio of commodities allow us to capitalise on regional market demands and economic strengths.

Our Group is primarily engaged in the following businesses: (i) aluminium ("**Aluminium Business**"), (ii) zinc, lead and silver ("**Zinc, Lead and Silver Business**"), (iii) oil and gas ("**Oil and Gas Business**"), (iv) copper ("**Copper Business**") (v) iron ore ("**Iron Ore Business**"), (vi) steel ("**Steel Business**"), and (vii) commercial power generation ("**Merchant Power Business**").

- (i) *Aluminium Business* – Our Aluminium Business is the largest aluminium producer in India and accounts for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*), with aluminium production capability of 2.44 mtpa. We have a market share of approximately 44% in

producing primary aluminium sector in India (*Source: ICRA Report*). Our Aluminium Business is conducted by Vedanta Aluminium Metal Limited (“**VAML**”) in Odisha and through its subsidiary, Bharat Aluminium Company Limited (“**BALCO**”), in Chhattisgarh. VAML’s operations include a 1.85 mtpa smelter at Jharsuguda in Odisha, a 5 mtpa alumina refinery at Lanjigarh and 3,015 MW captive thermal power plants. BALCO’s operations include 1,440 MW captive power plants, a 300 MW power plant operated as an independent power producer, a 0.59 mtpa aluminium smelter and the associated fabrication facilities in Chhattisgarh.

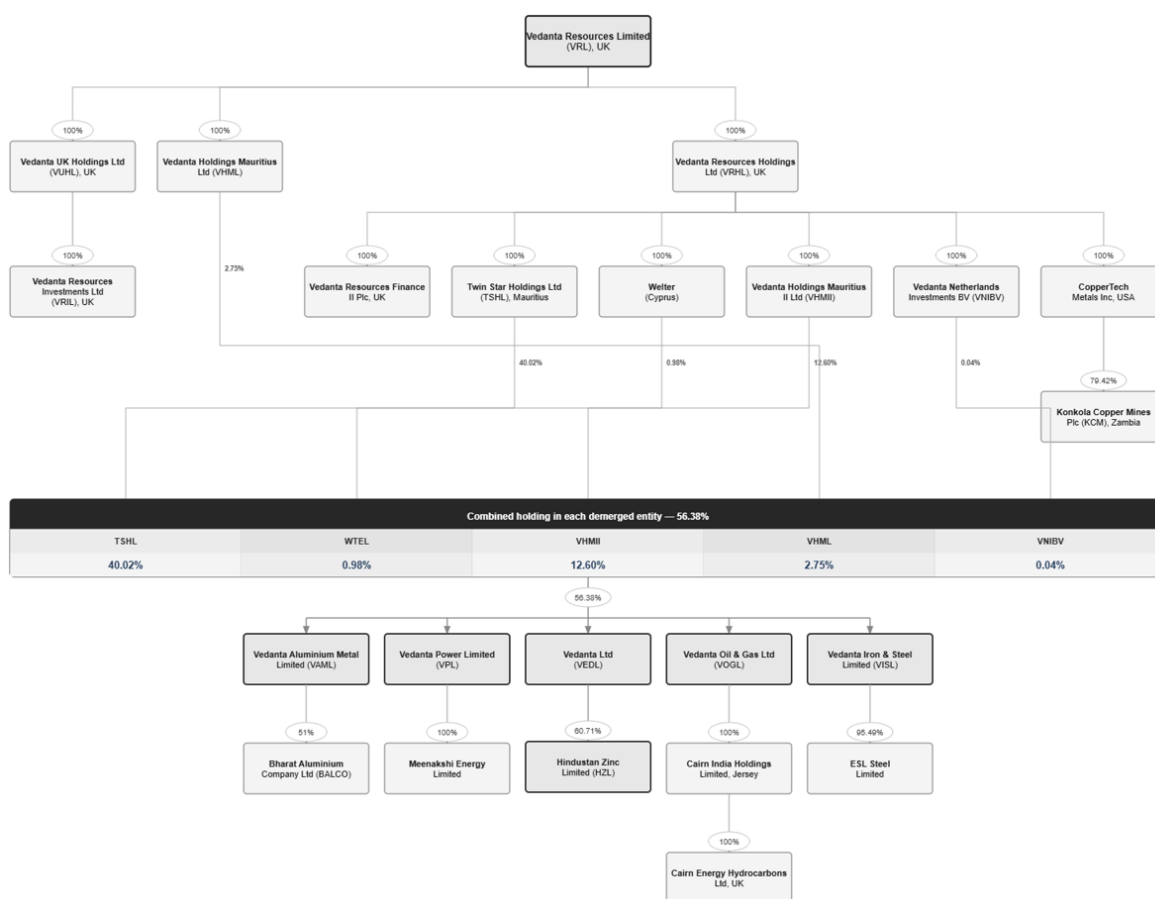
- (ii) **Zinc, Lead and Silver Business** – Our Zinc, Lead and Silver Business remains in Vedanta Limited following the Scheme of Arrangement (*as defined below*) and comprises operations in India (“**Zinc India Business**”) and outside India (“**Zinc International Business**”). Our Zinc India Business is conducted through our subsidiary, Hindustan Zinc Limited (“**HZL**”). HZL is the world’s largest integrated zinc producer and among the top 10 silver producers globally (*Source: ICRA Report*) and has eight zinc-lead mines at the Rampura Agucha, Kayad, Sindesar Khurd, Rajpura Dariba and Zawar facilities in Rajasthan. Our Zinc International Business is conducted through several subsidiaries, namely, THL Zinc Namibia Holdings Limited and its subsidiaries (“**Skorpion**”) in Namibia, Vedanta Lisheen Holdings Limited and its subsidiaries (“**Lisheen**”) in Ireland and Black Mountain Mining Pty Ltd (“**Black Mountain Mining**”) in South Africa. Zinc India produced 827 kt of zinc, 225 kt of lead and 687 tonnes of silver in Fiscal Year 2025 and produced 851 kt of zinc, 197 kt of lead and 627 tonnes of silver in Fiscal Year 2026, while Zinc International produced 178 kt of metal-in-concentrate in Fiscal Year 2025 and produced 225 kt of metal-in-concentrate in Fiscal Year 2026.
- (iii) **Oil and Gas Business** – Our Oil and Gas Business is conducted by Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*) (“**VOGL**”), and its subsidiary, Cairn Energy Hydrocarbons Limited (“**CEHL**”). Our Oil and Gas Business produced 37.7 mmboe of gross operated production in Fiscal Year 2025 and 31.8 mmboe of gross operated production in Fiscal Year 2026 across its diversified asset base of 44 blocks in India. The blocks are primarily located across the Indian basins in Barmer, Krishna-Godavari, Cambay, Assam, Gujarat Kutch and Cauvery.
- (iv) **Copper Business** – Our Copper Business remains in Vedanta Limited following the Scheme of Arrangement and comprises operations in India and the UAE and the Kingdom of Saudi Arabia (“**Copper India**”) and in Zambia (“**Copper Zambia**”). Our Copper India Business is conducted by Vedanta Limited in India and by our subsidiary, Fujairah Gold FZC (“**Fujairah Gold**”) in the UAE and Vedanta Copper International (“**VCI**”) in the Kingdom of Saudi Arabia. Our Copper Zambia Business is conducted by our subsidiary, Konkola Copper Mines Plc (“**KCM**”). KCM is one of Zambia’s largest integrated copper producers. Additionally, our Copper India Business have also initiated the greenfield project in the Kingdom of Saudi Arabia.
- (v) **Iron Ore Business** – Our Iron Ore Business is conducted by Vedanta Iron and Steel Limited (“**VISL**”) and comprises operations in India and Liberia. We were one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*). Our Iron Ore Business is conducted by VISL in Goa and Karnataka, and in Odisha, through its subsidiary, ESL, and in Liberia, the business is conducted through our subsidiary, Western Cluster Limited, which is a subsidiary of Bloom Fountain Limited.
- (vi) **Steel Business** – Our Steel Business is conducted by VISL, through its subsidiary, ESL Steel Limited (“**ESL**”). ESL’s manufacturing facility is a greenfield integrated steel plant located near Bokaro, Jharkhand, India, which has a current hot metal capacity of 1.6 MTPA and an expansion programme underway to enhance capacity to 3.2 MTPA. VISL also include value-added operations (production of pig iron, metallurgical coke, Ferro silicon and power generation, with three blast furnaces, two power plants and a ferro-silicon plant) based out of Goa.

- (vii) **Merchant Power Business** – Our Merchant Power Business is primarily conducted by Vedanta Power Limited (“VPL”), formerly known as Talwandi Sabo Power Limited, and through its subsidiary, Meenakshi Energy Limited (“Meenakshi”). VPL serves as the merchant power platform of the Vedanta group, with an aggregate installed capacity of 4.2 GW across four operational coal-based thermal power projects. VPL has secured power purchase agreements with public utilities involved in power distribution for 3.1 GW of our merchant capacity.

For Fiscal Years 2024 and 2025, we reported revenue (before special items) of \$17,128 million and \$18,220 million, respectively, and EBITDA of \$4,718 million and \$5,452 million, respectively. For the six months ended September 30, 2024 and 2025, we reported revenue (before special items) of \$8,668 million and \$9,367 million, respectively, and EBITDA of \$2,600 million and \$2,752 million, respectively.

Group Structure

The following chart depicts our Group’s corporate structure as of the date of this Offering Circular. We own other subsidiaries that are not material and are not shown in the chart below.

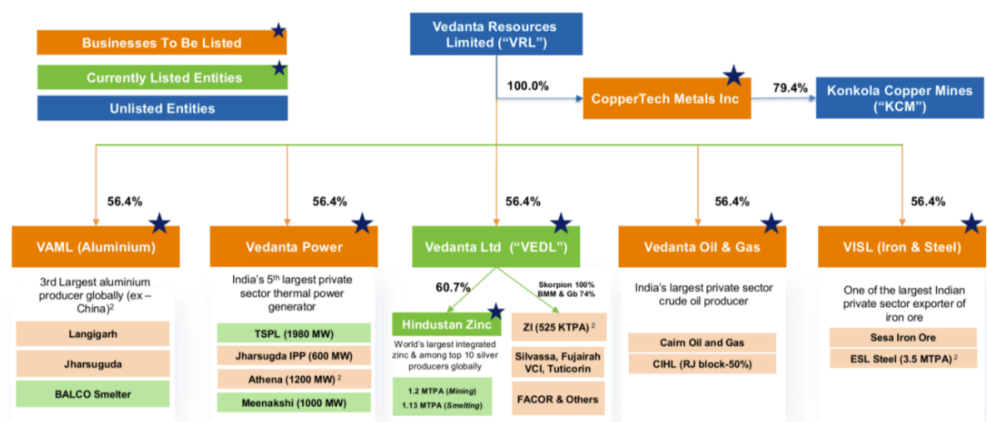


Notes:

- Following the Recent Demerger (as defined below), the equity shares of VAML, VPL, VOGL and VISL commenced trading on the BSE Limited and the National Stock Exchange of India Limited on June 15, 2026.
- Twin Star Holdings Limited has divested approximately 1.66% of its shareholding in Vedanta Limited.

Recent Developments

Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement



Note:

The equity shares of VAML, VPL, VOGL and VISL commenced trading on the BSE Limited and the National Stock Exchange of India Limited on June 15, 2026.

On September 29, 2023, the Board of Directors of Vedanta Limited approved a scheme of arrangement (the "**Original Scheme of Arrangement**") for the demerger of its aluminium, merchant power, oil and gas, base metals, and iron ore and steel undertakings, resulting in six separate companies (including Vedanta Limited as a demerged company), with consequent listings on the Indian stock exchanges. In December 2024, Vedanta Limited decided not to proceed with the demerger of the base metals undertaking, with corresponding amendments made to the Original Scheme of Arrangement. Following the receipt of no-objection letters from the Indian stock exchanges and approval of the modified scheme of arrangement by the shareholders and the secured and unsecured creditors of Vedanta Limited at meetings held on February 18, 2025, the composite scheme of arrangement for the demerger of the (a) the Aluminium Business, (b) the Oil and Gas Business, (c) the Iron Ore Business, and (d) Merchant Power Business from Vedanta Limited (the "**Scheme of Arrangement**") was sanctioned by the National Company Law Tribunal, Mumbai Bench, *vide* its orders dated December 16, 2025 and January 9, 2026. All conditions precedent under the Scheme of Arrangement were satisfied or deemed satisfied on May 1, 2026 and the Scheme of Arrangement became effective on such date.

With effect from May 1, 2026, the following business undertakings of the Demerged Company (*as defined below*) have been transferred to, and vested in, the respective Resulting Companies (*as defined below*) (the "**Recent Demerger**"):

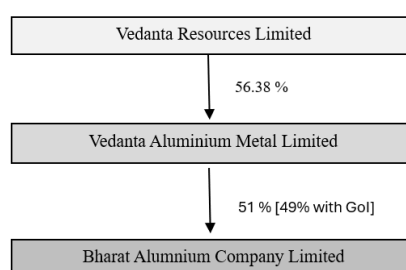
- (i) The Aluminium Business undertaking to Vedanta Aluminium Metal Limited ("**VAML**" or the "**Resulting Company 1**");
- (ii) The Merchant Power Business undertaking to Vedanta Power Limited ("**VPL**" or the "**Resulting Company 2**"), formerly known as Talwandi Sabo Power Limited;
- (iii) The Oil and Gas Business undertaking to Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*) ("**VOGL**" or the "**Resulting Company 3**");
- (iv) The Iron Ore Business undertaking to Vedanta Iron and Steel Limited ("**VISL**" or "**Resulting Company 4**"); and
- (v) the remaining business of the Demerged Company, comprising the zinc, lead and silver business, copper business, semiconductor business, display business and ferrochrome and nickel businesses, continued in Vedanta Limited (the "**Demerged Company**").

The Resulting Company 1, the Resulting Company 2, the Resulting Company 3 and the Resulting Company 4 are collectively referred to as the “**Resulting Companies**”.

Upon the Scheme of Arrangement becoming effective on May 1, 2026, the Aluminium Business, the Merchant Power Business, the Oil and Gas Business and the Iron Ore Business undertakings, together with their respective operating assets, were transferred to and vested in the respective Resulting Companies, each being a direct or indirect subsidiary of our Company, and such businesses and their operating assets no longer form part of Vedanta Limited’s business or consolidated financial position. As a result, the business of Vedanta Limited now comprises Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses only. The Recent Demerger does not affect our consolidated business and our Group’s overall operations remain intact. Following the effective date, the Resulting Companies completed the allotment of shares to the eligible shareholders of the Demerged Company, and the equity shares of each of the Resulting Companies commenced trading on the BSE Limited and the National Stock Exchange of India Limited on June 15, 2026.

The Recent Demerger aimed to *inter alia* create streamlined pure-play asset owner companies focusing exclusively on mining, production and/or supply of aluminium, iron ore, oil and gas and on generation and distribution of power, while exploring new opportunities and taking advantage of the growth potential in the respective sectors, attract different sets of investors, strategic partners, lenders, and other stakeholders enabling independent collaboration and expansion in the respective companies without committing the existing organisation in its entirety and enabling investors to separately hold investments in businesses with different investment characteristics thereby enabling them to select investments which best suit their investment strategies and risk profiles.

VAML



VAML was incorporated on October 6, 2023, and the Aluminium Business undertaking was vested in it pursuant to the Scheme of Arrangement with effect from May 1, 2026.

VAML is India’s largest aluminium producer, with a combined production capability of approximately 2.44 MTPA across its smelter at Jharsuguda, Odisha and its subsidiary BALCO’s smelter at Korba, Chhattisgarh. VAML has a corporate credit rating of “AA+” (with stable outlook) from ICRA Limited. Cumulatively, Our Aluminium Business accounts for approximately 56.8% of India’s overall aluminium smelting capacity with a market share of approximately 44% in producing primary aluminium sector. VAML holds management control of BALCO, with the Government of India holding the remaining 49% stake.

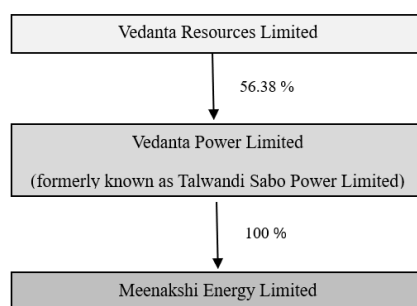
The Company operates an integrated production complex comprising (i) an alumina refinery at Lanjigarh, Odisha (5 MTPA, with plans to expand to 6 MTPA), (ii) captive thermal power assets of approximately 4.5 GW, and (iii) captive coal mines, consisting of the operational Jamkhani Coal Mine (2.6 MTPA), three mines in the process of operationalization, i.e., Kuraloi (8 MTPA PRC, expected Fiscal 2027), Ghogharpalli (20 MTPA PRC, expected Fiscal 2027), and Radhikapur (6 MTPA PRC, expected Fiscal 2028), and Barra Coal Mine (through BALCO, with development expected to commence shortly), and (iv) the Sijimali Bauxite Mine in Odisha (311 million tonne total reserves, expected to be operational in Fiscal 2027). In Fiscal 2026, VAML and BALCO

sourced approximately 32% and 77% of their respective alumina requirements from third-party suppliers to supplement in-house refinery output, which is expected to reduce materially as the Lanjigarh refinery ramps up to its full capacity and as the Sijimali Bauxite Mine becomes operational, securing a long-term captive source of bauxite feedstock for the refinery. All facilities are strategically located close to critical raw material sources and major ports, supporting a secure and cost-efficient supply chain.

VAML supplies a diversified portfolio of primary aluminium products, including wire rods, billets, primary foundry alloys, rolled products, etc., to over 60 countries across Asia, Europe, Africa, and the Americas, serving sectors such as power, automotive, construction and packaging.

VAML is distinguished by its strong ESG credentials, having been ranked 2nd among global industry peers on the S&P Global Corporate Sustainability Assessment, and offering low-carbon aluminium products under its 'Restora' brand. To support its transition to green aluminium production, VAML and BALCO have entered into approximately 1.3 GW of renewable power offtake agreements with Serentica Renewables SPVs, reflecting VAML's long-term commitment to sustainability and responsible resource management.

VPL

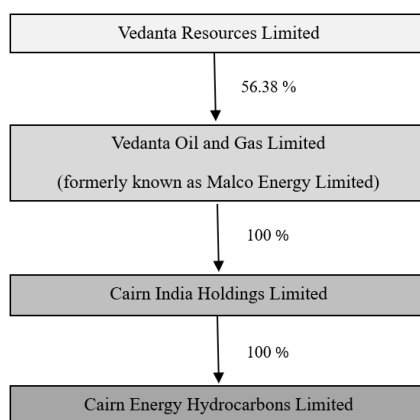


VPL was incorporated by Punjab State Power Corporation Limited (PSPCL) on April 5, 2007 and subsequently acquired by Vedanta Limited through a competitive tariff bidding process. The Merchant Power Business undertaking was vested in it pursuant to the Scheme of Arrangement with effect from May 1, 2026. Following the Recent Demerger, VPL serves as the merchant power platform of the Vedanta group, housing an aggregate installed capacity of 4.2 GW across four operational thermal power projects, making it the 5th largest private thermal power company in India as of December 2025. VPL's portfolio comprises four coal-based thermal power projects: (i) the 1,980 MW supercritical plant in Punjab; (ii) a 600 MW sub-critical plant in Jharsuguda, Odisha; (iii) a 1,200 MW sub-critical plant in Singhatari, Chhattisgarh, of which 600 MW is operational and 600 MW is under construction with commissioning expected in Fiscal 2027; and (iv) a 1,000 MW sub-critical coal-based plant in Nellore, Andhra Pradesh, operated through its subsidiary Meenakshi Energy Limited (MEL). An additional 0.6 GW ("**Athena Unit 2**") is currently in the project phase, which upon commissioning will bring total installed capacity to 4.8 GW.

VPL has secured long-term and mid-term power purchase agreements for approximately 74% of its capacity (3.1 GW), with current off-take arrangements with GRIDCO, PSPCL, and TNPDC. Fuel security is underpinned by long-term coal linkages, primarily from the subsidiaries of Coal India Limited, supplemented by imported coal at certain project locations, with 29% of operational capacity located in close proximity to coal mines, expected to increase to 43% upon commissioning of Athena Unit 2.

Looking ahead, VPL is evaluating a 7.2 GW thermal capacity addition at the Chhattisgarh site, is developing torrefied biomass supply infrastructure to comply with mandated 5% biomass co-firing norms, and is exploring opportunities in nuclear power generation.

VOGL

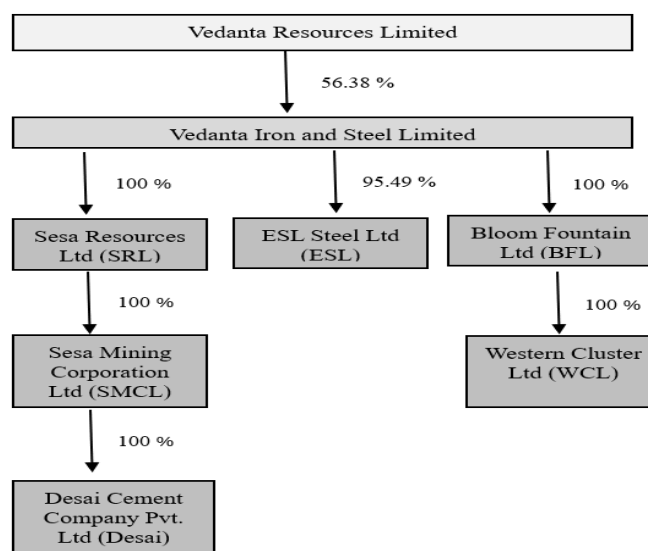


The Oil and Gas Business undertaking was vested in VOGL pursuant to the Scheme of Arrangement with effect from May 1, 2026.

VOGL is primarily engaged in the exploration, development and production of hydrocarbons, including crude oil, condensate and natural gas from various fields across India. VOGL's end users are mainly large, reputed companies across India. VOGL sells crude oil to large public and private sector refineries, such as Hindustan Petroleum Corporation Limited, Mangalore Refinery and Petrochemicals Limited, Reliance Industries Limited, etc., and natural gas to gas consumers and aggregators, such as Gas Authority of India Limited, Gujarat State Petroleum Corporation, etc. Its principal domestic competitors include the public sector enterprises, such as Oil and Natural Gas Corporation Limited and Oil India Limited, and the private sector participant, Reliance Industries Limited.

VOGL has four major operational blocks in Rajasthan, Krishna-Godavari, Cambay and Ravva, covering a total acreage of approximately 47,000 square km. As of March 31, 2026, the gross hydrocarbons initially in place and the gross 2P reserves plus 2C re-sources are estimated to be approximately 7.1 bnboe and 1.3 bnboe, respectively.

VISL



VISL was incorporated on October 10, 2023, and the Iron Ore Business and Steel Business undertaking was vested in it pursuant to the Scheme of Arrangement with effect from May 1, 2026.

VISL is engaged in the exploration, mining, and processing of iron ore across mining sites in Goa, Karnataka, and Odisha, with a combined saleable iron ore production of 9.9 million dmt in Fiscal Year 2026. Its mining operations benefit from strategic locational advantages: Karnataka offers access to private railway sidings for efficient logistics; Goa benefits from a 50-year mining lease and proximity to VISL's pig iron plant and port infrastructure; and Odisha primarily supports backward integration for the ESL Steel plant near Bokaro, Jharkhand.

VISL value-added operations include the production of pig iron, metallurgical coke, Ferro silicon and power generation, with three blast furnaces, two power plants and a ferro-silicon plant. VISL is also in the process of setting up a Ductile Iron (DI) pipe manufacturing facility with a production capacity of 0.42 MTPA, which is expected to be commissioned in Fiscal Year 2027.

VISL's key subsidiaries include (i) ESL Steel Limited, which operates an integrated steel plant near Bokaro, Jharkhand, with a current hot metal capacity of 1.6 MTPA and expansion plans to 3.2 MTPA, (ii) Sesa Resources Limited and Sesa Mining Corporation Limited, engaged in iron ore trading and logistics, (iii) Desai Cement Company Private Limited, engaged in 'Ground Granulated Blast-furnace Slag' / 'Portland Slag Cement' manufacturing in Goa, and (iv) Western Cluster Limited, which holds iron ore exploration and mining rights in Liberia with plans to establish magnetite concentrator plant.

VISL's principal products include iron ore (lump and fine), pig iron, TMT bars (or thermo-mechanically treated steel bars), wire rods, ductile iron pipes, steel billets, and metallurgical coke, with granulated slag as a key by-product used in the cement industry.

The Demerged Company

The remaining business of the Demerged Company, comprising the Zinc, Lead and Silver Business, copper business, semiconductor business, display business and ferrochrome and nickel businesses, continues in Vedanta Limited. Vedanta Limited has a corporate credit rating of "AA+" (with stable outlook) from ICRA Limited and HZL has a corporate credit rating of "AAA" (with stable outlook) from CRISIL Ratings Limited.

Divestment of Vedanta Limited shares by Twin Star

Subsequent to the release of the preliminary offering circular dated June 10, 2026, Twin Star Holdings Limited, a subsidiary of Vedanta Resources Limited, divested approximately 1.66% of its shareholding in Vedanta Limited through a market transaction, raising approximately US\$200 million. The proceeds are intended to be utilised towards our Group's ongoing refinancing exercise and the extension of an interim loan to CopperTech, which is expected to be repaid from the proceeds of the proposed initial public offering of CopperTech.

Strengths

Low-cost, long-life and diversified asset base.

We have an extensive and diverse portfolio, which is characterised by global cost leadership in several core businesses, superior margins and free cash flow generation across commodity cycle. Our commodity mix, focused on base metals and oil, and strong fundamentals and demand, further gives resilience to our business.

Vedanta Aluminium Metal Limited operates a 1.85 mtpa smelter in Jharsuguda and its subsidiary, BALCO, operates a further 0.59 mtpa smelter. Our Aluminium Business is the largest aluminium producer in India and accounts for approximately 57% of the overall smelting capacity in the country (*Source: ICRA Report*). Our Aluminium Business is also equipped with captive power plants and an alumina refinery at Lanjigarh. With ongoing investments in capacity creation and integration and efforts for structural cost reduction and operational efficiency, we continue to reinforce our cost competitiveness. HZL's Rampura Agucha mine is the largest zinc mine globally on a production basis (*Source: Wood Mackenzie*). The Sindesar Khurd mine stands amongst the top 10 silver producing mines globally (*Source: ICRA Report*). The overall mine life for Zinc International is more than 20 years and Zinc India has a mine life of more than 25 years. Our Oil and Gas Business produced

37.7 mmboe of gross operated production in Fiscal Year 2025 and 31.8 mmboe of gross operated production in Fiscal Year 2026 across its diversified multi-locational asset bases in India. As at March 31, 2025 and 2026, our Oil and Gas Business has a net working interest proved plus probable reserves and 2C resources of 1,035 mmboe and 945 mmboe, respectively. HZL is the world's largest integrated zinc producer and is amongst the top 10 silver producers globally (*Source: ICRA Report*). Our Iron Ore Business was also one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*), where we operate a metallurgical coke plant and a pig iron plant with an installed rated capacity of approximately 0.52 MTPA and approximately 1.2 MTPA in Goa and other metallurgical coke plant with an installed rated capacity of approximately 0.12 MTPA in Maharashtra and approximately 0.65 MTPA in Gujarat.

We also recently ventured into new greenfield businesses such as semiconductor and display production to further diversify our portfolio. In 2022, we incorporated Vedanta Semiconductors Private Limited and Vedanta Displays Limited to spearhead our foray into semiconductors and display glass, respectively.

We also operate at a low-cost base in our key businesses. For example, the cost of production of our Aluminium and Zinc, Lead and Silver Businesses for the periods indicated were:

	Fiscal Year			Six months ended September 30	
	2024	2025	2026	2024	2025
Aluminium Business (\$ per tonne) ⁽¹⁾	1,796	1,835	1,752	1,725	1,796
Zinc India Business (\$ per tonne) ⁽¹⁾⁽²⁾	1,450	1,440	1,370	1,468	1,374
Zinc International Business (\$ per tonne) ⁽¹⁾	1,488	1,299	1,561	1,388	1,379

Notes:

(1) Cost of production ("CoP") per unit (net of by-products). Hot metal CoP for aluminium.

(2) Includes royalties of \$333 per tonne, \$388 per tonne and \$411 per tonne in Fiscal Years 2024, 2025 and 2026, respectively.

Well-placed to contribute and capitalise on India's high growth markets and benefit through the cycle with an attractive commodity mix.

We primarily operate in India, and have invested in building the necessary facilities, networks, and systems to extract and process minerals effectively. Having existing operations also means we are familiar with the local operational landscape, including regulatory affairs, supply chains, and community relations, which can help mitigate risks and challenges. India remains the fastest growing major economy globally with real GDP growth rising from approximately 7.2% in 2023 to 7.6% in 2025. The country is projected to grow by about 6.5% in 2026 and 2027 as per the International Monetary Fund (*Source: ICRA Report*). The industry and services sector continued to perform strongly, acting as the primary engines of growth in Fiscal Year 2026 (*Source: ICRA Report*). India also maintained its position as the fastest growing major economy during this period, outperforming both advanced and emerging market peers and according to the International Monetary Fund, India is projected to become the world's third-largest economy by 2027 (*Source: ICRA Report*).

The global primary aluminium consumption has grown by 1% and 3.9% during 2023 and 2024 to 69.9 mt and 72.6 mt, respectively (*Source: ICRA Report*). Global aluminium demand grew steadily in 2023 and 2024, driven by strong usage in automotive, transport, machinery and industrial applications (*Source: ICRA Report*). However, demand in some downstream sectors like building and construction remained weak in certain regions due to macroeconomic headwinds, limiting overall growth relative to supply (*Source: ICRA Report*). Furthermore, India is currently the fastest growing developing economy globally, witnessing a surge in construction activities and infrastructure development (*Source: ICRA Report*). This rapid growth has significantly increased the demand for aluminium and has contributed to the overall market expansion (*Source: ICRA Report*).

In 2025, primary zinc consumption went up by approximately 1.5% in 2025 to 0.81 mt from approximately 0.79 mt in 2024, led by strong demand from the construction and automotive sectors (*Source: ICRA Report*). Government-led infrastructure initiatives and housing projects supported higher usage of galvanized steel, while the automotive industry's increasing focus on lightweighting and corrosion resistance further boosted zinc demand in coatings and alloys (*Source: ICRA Report*). Global demand for refined zinc is projected to rise by 1% in 2025, reaching 13.6 mt. This modest growth indicates a cautious recovery in industrial activity (*Source: ICRA Report*).

The growing global population is one of the drivers likely to impact the primary energy demand requirements (*Source: ICRA Report*). The demand for primary fuels is also likely to increase in the long term with the exception of coal, where oil demand is likely to witness strong growth while natural gas demand is set to increase by 19.7 mboe/d over the outlook period, reaching 89.7 mboe/d in 2050 (*Source: ICRA Report*). India, other Asia, the Middle East and Africa are set to be the primary sources of long-term oil demand growth (*Source: ICRA Report*). Over the course of the anticipated period, India's oil demand will increase by 8.2 mb/d (*Source: ICRA Report*).

Iron ore is a key ingredient for the manufacturing of steel and pig iron. The market for iron ore mining has grown from 2,470 mt in 2020 to 2,500 mt in 2024 registering a compound annual growth rate of 0.3% over the last five years (*Source: ICRA Report*). India's iron ore consumption has been on the upward trend over the last one decade due to a rise in the manufacturing of sponge iron and crude steel; the iron ore apparent consumption stood at 265.8 million tonnes in Fiscal Year 2025, which increased by approximately 12.7% compared to 235.9 million tonnes in Fiscal Year 2024 as a result of the increasing steel supply where major steel producers are expanding their capacities and expected increased in the sponge iron production over the next few years (*Source: ICRA Report*).

Our Group has a strong market share in India in these key commodities, where we have a long history of established operations and experience in the country. Our Aluminium Business has a market share of approximately 44% in producing primary aluminium sector and account for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*). HZL is the market leader for zinc, with a significant market share of 75% approximately (in domestic consumption terms) and ranked as the largest integrated zinc producer in the world (*Source: ICRA Report*). HZL is amongst the top 10 silver producers globally (*Source: ICRA Report*). We were also one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*).

Proven track record of operational excellence with high productivity and consistent utilisation rates.

Our Group has a track record of consistently delivering production growth across its assets. We prioritise adding to our reserves and resources at a faster rate than depletion through a focused approach on our drilling and exploration programme. We ensure this through a disciplined approach to development, ensuring steady production growth across operations while prioritising efficiency and cost savings. We further leverage our management team's extensive sectoral and global experience alongside investments in digitalisation,

automation and vertical integration to operate efficiently and responsibly. We have adopted digital solutions to enhance mining operations.

Our Group also focuses on operational efficiencies to drive performance. For example, our Aluminium Business has been able to achieve more than 100.0% capacity utilisation, with record aluminium production in Fiscal Year 2026 at 2.46 mt.

We are committed to reducing our carbon footprint. In December 2020, we signed a declaration on climate change by pledging to move towards carbon neutrality at the Second India CEO Forum on Climate change as part of our carbon vision programme to substantially decarbonise by 2050. See also “— *Sustainability*” for more details.

Strong financial metrics and return on capital employed.

Our Group has a track record of delivering consistent growth across all financial parameters, driven by sustained investment in new capacities and operational efficiencies, which have strengthened our financial foundation. Despite market volatilities, we have maintained a consistent performance. Our revenue, profit after tax for the period before share in profit/ (loss) of jointly controlled entities and associates, EBITDA, return on equity ratio, return on capital employed, return on investment, total assets, total equity and free cash flow for Fiscal Years 2024, 2025 and six months ended September 30, 2025 are set out below:

	Fiscal Year		As of and for the six months ended September 30	
	2024	2025	2024	2025
	(\$ million, unless otherwise stated)			
Revenue (before special items)	17,128	18,220	8,668	9,367
Profit for the year	99	3,011	1,735	559
EBITDA	4,718	5,452	2,600	2,752
Return on capital employed (%) ⁽¹⁾	25	25	23	23
Total Assets	22,330	25,671	26,391	26,114
Total Equity	(848)	2,915	1,895	2,962
Changes in working capital	(246)	(575)	(468)	(401)
Net cash generated from operating activities	2,484	2,683	1,106	1,259
Free cash flow ⁽²⁾	746	1,026	632	26

Notes:

- (1) Return on capital employed is defined as a ratio of operating profit before special items over the average capital employed where capital employed is net assets before net (debt)/cash.
- (2) Post-capex; includes foreign exchange movements.

In addition, our Group has demonstrated a consistent deleveraging trajectory, with net debt reducing from \$6,005 million as at 31 March 2024 to \$5,331 million as at 31 March 2025 and further to \$5,218 million as at 31 March 2026, representing an aggregate reduction of approximately \$787 million over the two-year period.

Strategy

Augment reserves and resources base.

We look at ways to expand our reserves and resources base through targeted and disciplined exploration programmes, including bidding and acquiring mineral blocks. Our exploration teams aim to discover mineral and oil deposits in a safe and responsible way and to replenish the resources that support future growth. For example, during Fiscal Year 2025, additions of 13.2 million tonnes were made to reserve and resource, prior to depletion at Zinc India. Specifically, the total reserves and resources of Zinc India is up by approximately 41.0% in the last five years, with an increase of 131.6 million tonnes, considering production of 81.4 million tonnes during the same period.

In 2017, the GoI launched the Open Acreage Licensing Programme (“**OALP**”) along with the National Data Repository (“**NDR**”) with an aim to accelerate exploration and production activities in India (*Source: ICRA Report*). Our Oil and Gas Business signed revenue sharing contracts for 51 blocks as part of the OALP Round II and III in July 2019. Of these 51 blocks, 23 blocks have been relinquished. Our Oil and Gas Business further secured seven blocks in the OALP Round IX in April 2025. Our current portfolio under the OALP is 35 blocks. These blocks offer a rich conventional and unconventional resource play.

Our Oil and Gas Business also won two discovered small fields in the Discovered Small Fields (“**DSF**”) Round II bid, namely, the Hazarigaon and Kaza gas fields located in Assam and Krishna-Godavari basins, respectively. During Fiscal Year 2023, our Oil and Gas Business secured further eight blocks in the DSF Round III bid and one block in the special coal bed methane (“**CBM**”) round 2021. Of these 10 DSF blocks, six blocks have been relinquished, bringing our portfolio to five blocks under DSF and CBM.

Optimise Group structure.

We are focused on simplifying our group structure and have undergone various re-organisations, consolidations and mergers in an effort to increase revenues, combine talent and technology, reduce costs and implement effective management. On September 29, 2023, we announced the Recent Demerger, which was sanctioned by the National Company Law Tribunal, Mumbai Bench, vide its order dated December 16, 2025, and became effective on May 1, 2026 pursuant to the Scheme of Arrangement upon satisfaction of all conditions precedent thereunder. See “— *Recent Developments — Recent Demerger of Vedanta Limited pursuant to a composite scheme of arrangement*” for more information.

The Recent Demerger aimed to, among others, create streamlined pure-play asset owner companies focusing exclusively on mining, production and/or supply of aluminium, iron ore, copper, oil and gas and on generation and distribution of power and exploring new opportunities and taking advantage of the growth potential in the respective sectors, attract different sets of investors, strategic partners, lenders, and other stakeholders enabling independent collaboration and expansion in the respective companies without committing the existing organisation in its entirety and enable investors to separately hold investments in businesses with different investment characteristics, thereby enabling them to select investments which best suit their investment strategies and risk profiles.

In furtherance of these objectives, through the Scheme of Arrangement, the Group has created five independently focused, sector-specific platforms — VAML (aluminium), VPL (power), VOGL (oil and gas), VISL (iron ore and steel) and Vedanta Limited (zinc, lead and silver) — each with dedicated management focus, tailored capital structures, and the ability to attract sector-specific investors, strategic partners, and lenders. Across the portfolio, the Group's strategy is centred on four core pillars: (i) operational excellence and cost leadership, (ii) backward integration and resource security, (iii) disciplined capacity expansion, and (iv) sustainability and energy transition.

As part of our Group's ongoing objective of optimising our capital structure and shareholding in our subsidiaries, we may look to raise financing (debt and/or equity) in order to recalibrate such capital structure

and increase our shareholding in one or more subsidiaries. We may also combine our organic growth of operations with the strategy of selectively making acquisitions in attractive businesses to complement our existing operations, to align those acquisitions with our expansion strategies, and to increase our revenues and profits.

Committed to environmental, sustainability and corporate governance leadership in the natural resources sector.

We are committed to conducting our business in a socially responsible, ethical and environmentally friendly manner and to continue working towards improving the quality of life of the communities in our operational areas. We believe that we can positively impact and contribute to the realisation of integrated and inclusive development of the country, with programs impacting the overall socio-economic growth and empowerment of people. See also “— Sustainability” for more details. Our sustainability framework guides us to ensure a long-term, sustainable future for our business operations, meeting growth aspirations, and creating long-term value for all stakeholders.

Additionally, through our philanthropic arm, the Anil Agarwal Foundation, our Group has impacted over 50 million lives and pledged ₹50 billion over the next ten years to strengthen the rural communities through a sustainable and inclusive growth model. The aim is to transform communities by providing nutrition, healthcare, education and economic mobility to 100 million women and children by 2040.

Focus on digitalisation and innovation to drive efficiency and resilience.

We are committed to embracing digital transformation across our operations, where innovation, sustainability, and safety converge to drive operational excellence across all business units. By leveraging the power of cutting-edge technologies, we are not just adapting to the future, but actively shaping it, ensuring that every aspect of our operations is optimised for the challenges of tomorrow.

Artificial intelligence (“AI”) is deeply embedded in Vedanta’s operating model and forms an integral part of our daily operations. We leverage AI-powered Internet of Things (“IoT”) solutions for predictive maintenance systems that detect early faults in equipment, which in turn helps in reducing downtime and maintenance costs. Our real-time monitoring platforms have enabled us to improve asset uptime and reduce energy consumption. Additionally, the use of thermal cameras and ‘Digital Twin’ technologies for real-time monitoring, remote advisory, and energy optimisation has significantly reduced raw material consumption and minimised waste in our smelting and refining units.

As the digital landscape continues to evolve, we remain focused on embedding innovation and technology across our value chain to build smarter, safer and more sustainable operations and to support long-term business resilience.

Optimise capital allocation and maintain strong asset base.

A key strategic priority for us is to maintain and grow cash flow through a disciplined approach on capital allocation towards capital expenditure and operating expenditure, along with disciplined management of working capital.

We are focused on our capital efficiency by prioritizing volume augmentation, cost reduction and the creation of value-added products, which are fundamental to our strategy. These guiding principles ensure that our investments not only expand operational capacity but also enhance efficiency and marketability. Moreover, we implement financial criteria for our growth projects, targeting a minimum internal rate of return of approximately 18%. All sustaining capital expenditure will form part of our business plan, which we define and track in US dollar per tonne. As our Group continues to ramp up our portfolio of diversified, low-cost and well-invested assets, we expect to generate significant organic free cash flow with minimal remaining capital expenditure

As on the date of this Offering Circular, we remain committed to Vedanta Limited's formal dividend policy, as may be amended from time to time (the "**Dividend Policy**"), formulated in terms of Regulation 43A of the SEBI Listing Regulations. The Dividend Policy aims to provide shareholders with a clear understanding of the framework governing dividend distribution by Vedanta Limited. The Dividend Policy is summarized below:

Dividend payout

In every financial year, the board of directors of Vedanta Limited shall aim to distribute to equity shareholders an appropriate amount of dividend from:

- Dividend income (net of taxes) that Vedanta Limited receives from its subsidiaries, at the discretion of the Board; and
- Distributable profit after tax of Vedanta Limited (excluding dividend income covered above). Such profits will be net of dividend payout to preference shareholders, if any.

The Dividend Policy has been made available on Vedanta Limited's website and in the annual report. Any future determination as to the declaration and payment of dividends will be at the discretion of its board of directors and will depend upon financial parameters, and internal and external factors that its board of directors deems relevant.

Description of the Businesses

(i) Aluminium Business

Introduction

We operate our Aluminium Business in Chhattisgarh (through BALCO) and Odisha, with plants located close to rich coal and bauxite reserves. Our Aluminium Business is the largest aluminium producer in India and accounts for approximately 57% of the overall smelting capacity in the country (*Source: ICRA Report*), with present aluminium production capability of 2.44 mtpa. VAML has a corporate credit rating of "AA+" (with stable outlook) from ICRA Limited.

As of May 1, 2026, Vedanta Aluminium Metal Limited had a 51% ownership interest in BALCO and the remaining 49% is held by the GoI. We had exercised our option to acquire the GoI's remaining 49% ownership interest which was disputed by the GoI and the matter is currently pending before the High Court of Delhi. See the section entitled "*Our Business — Litigation*", for more information. BALCO's aluminium operations comprise 1,440 MW captive power plants, a 300 MW power plant operated as an independent power producer, a 0.59 mtpa aluminium smelter and the associated fabrication facilities in Chhattisgarh. BALCO's alumina requirements are sourced from third parties and from VAML on sale basis at an arm's length price.

Our operations in Odisha include an alumina refinery at Lanjigarh, and associated 155.0 MW cogeneration power plants with ongoing expansion of additional unit of 50.0 MW. The alumina refinery at Lanjigarh produced 1,975 KT in Fiscal Year 2025 and 2,916 KT in Fiscal Year 2026. The unit had successfully commissioned its second phase of 1.5 mtpa as part of its 3 mtpa expansion project in the third quarter of Fiscal 2026, taking the overall capacity at the Lanjigarh refinery to 5 mtpa. In addition, we have a 1.85 mtpa aluminium smelter at Jharsuguda, together with associated 3,015 MW captive power plants.

Revenue from our Aluminium Business was at ₹65,847 crore (\$7,452 million) in Fiscal Year 2026, compared to ₹58,522 crore (\$6,921 million) in Fiscal Year 2025 and \$5,843 million in Fiscal Year 2024. EBITDA from our Aluminium Business was ₹25,502 crore (\$2,886 million) for Fiscal Year 2026, compared to ₹17,798 crore (\$2,104 million) in Fiscal Year 2025 and \$1,167 million in Fiscal Year 2024.

Principal products

Primary aluminium. Primary aluminium is produced from the smelting of metallurgical grade alumina. We produce primary aluminium in the form of ingots, primary foundry alloys, billets, slabs, wire rods, etc. Ingots are used extensively for aluminium castings and fabrication in the construction and transportation industries. Primary foundry alloys are used in the automotive industries. Wire rods are used in various electrical applications especially in the form of electrical conductors and cables. Billets are used in constructions (such as windows and door frames), transportation, engineering, consumer durables, automotive forgings and many other applications. Slabs are generally used in rolling mills for manufacturing aluminium foil and sheet products.

Rolled products. Rolled products, namely coils and sheets, are value-added products that BALCO produces from primary aluminium. Rolled products are used for a variety of purposes in different industries, including aluminium foil manufacturing, printing, transportation, consumer durables, building and architecture, electrical and communications, packaging and general engineering industries.

Production

The following table sets out the total production from our Korba, Lanjigarh and Jharsuguda facilities for the periods indicated:

Particulars	Fiscal Year			% growth
	2024	2025	2026	(Fiscal 2024 – Fiscal 2026)
	(in '000 Tonnes)			(%)
Alumina - Lanjigarh ¹	1813	1975	2916	61
Total Aluminium Production²	2370	2422	2456	4
Jharsuguda ²	1784	1830	1857	4
BALCO ²	586	592	599	2

Notes:

- (1) Alumina is used to produce Aluminium. Approximately two tonnes of Alumina is required to produce one tonne of Aluminium. Additional alumina needed to produce Aluminium is purchased from third parties and is not reflected in Alumina production numbers
- (2) Including production during stabilisation period.

Description of operations

The following table sets out the total capacities as of March 31, 2026 at Korba, Lanjigarh and Jharsuguda facilities:

	Installed Capacity		
	Alumina	Aluminium	Captive Power
	(ktpa)		(mw)
Korba*	—	0.558	1,440
Lanjigarh	5	—	155
Jharsuguda	—	0.537	1,215
Jharsuguda (SEZ Plant)	—	1.234	1,800

	Installed Capacity		
	Alumina	Aluminium	Captive Power
	(ktpa)		(mw)
Total.....	5	2.329	4,610

* Excludes 70/304 pots that have been powered on in the new 435 KTPA potline

Korba aluminium complex. BALCO's aluminium complex is located at Korba in the state of Chhattisgarh in central India. BALCO has a 1,440 MW coal-based captive thermal power facility. Additionally, it has a 300 MW power plant which it operates as an independent power producer. Thermal coal is the key raw material required for the operation of BALCO's power plants.

Lanjigarh alumina refinery. Our alumina refinery is located in the Lanjigarh district in the state of Odisha. The Lanjigarh alumina refinery also has associated 155 MW cogeneration power plants with an ongoing expansion of additional unit of 50 MW.

Jharsuguda aluminium smelter. VAML's aluminium smelter is located in Jharsuguda in the state of Odisha. We have a greenfield 1.85 mtpa (approximately) aluminium smelter, together with an associated 3,015 MW captive power plants.

Sales and marketing

Our aluminium sales are concluded both on spot and long-term basis and follows an LME-based pricing with product-wise premiums for both domestic and global customers. Our Aluminium Business's key customers include cable and conductor manufacturers, auto ancillaries, extruders, steel and chemical industries, the packaging sector and electrical equipment and machinery manufacturers.

(ii) Zinc, Lead and Silver Business

Introduction

Our fully integrated Zinc India Business is conducted by HZL, the world's largest integrated zinc producer and among the top 10 silver producers globally (*Source: ICRA Report*). Vedanta Limited has a corporate credit rating of "AA+" (with stable outlook) from ICRA Limited and HZL has a corporate credit rating of "AAA" (with stable outlook) from CRISIL Ratings Limited. As of March 31, 2026, we had a 60.71% ownership interest in HZL, with the remainder owned by the GoI (27.92%) and institutional and public shareholders (11.37%).

HZL's fully integrated zinc-lead operations include eight zinc-lead mines, four zinc smelters, one lead smelter, one zinc-lead smelter, eight sulphuric acid plants, one silver refinery plant, six captive thermal power plants and four captive solar plants. In addition, HZL also has a rock-phosphate mine at Matoon, near Udaipur in the state of Rajasthan and processing and refining facilities for zinc, lead and silver at Pantnagar in the state of Uttarakhand. HZL's wholly owned subsidiary, Hindustan Zinc Alloys Private Limited ("**HZAPL**") also commissioned its facility for manufacturing of zinc alloys through melting and casting operations at Dariba during Fiscal Year 2024. HZL sources all of its concentrate requirements from its mines. HZL's annual saleable metal production of zinc and lead for Fiscal Year 2025 was 827 kt and 225 kt, respectively. HZL's annual saleable metal production of zinc and lead for Fiscal Year 2026 was 851 kt and 197 kt, respectively. HZL's Rampura Agucha mine is the largest zinc mine globally on a production basis (*Source: Wood Mackenzie*). The Sindesar Khurd mine also stands amongst the top 10 silver producing mines globally (*Source: ICRA Report*).

Our Zinc International Business comprises assets namely (i) 100.0% ownership in Skorpion, which owns the Skorpion mine and refinery in Namibia, which is currently under care and maintenance; (ii) 74%

ownership interest in Black Mountain Mining, which has assets that include the Broken Hill Deeps mine, the Swartberg mine and the Gamsberg mine, in South Africa; and (iii) 100.0% ownership in Lisheen, which owns the Lisheen mine in Ireland, which ceased operations in December 2015. The Black Mountain mines produce zinc, lead, and copper concentrates and the Gamsberg open pit mine produces zinc concentrate.

Revenue from our Zinc India Business was ₹39,057 crore (\$4,420 million) in Fiscal Year 2026, compared to ₹32,903 crore (\$3,891 million) in Fiscal Year 2025 and \$3,373 million in Fiscal Year 2024. Revenue from our Zinc International Business was ₹4,860 crore (\$550 million) million in Fiscal Year 2026, compared to ₹3,918 crore (\$463 million) in Fiscal Year 2025 and \$430 million in Fiscal Year 2024. For Fiscal Year 2026, EBITDA from our Zinc India Business was ₹22,056 crore (\$2,496 million), compared to ₹17,365 crore (\$ 2,054million) for Fiscal Year 2025 and \$1,638 million for Fiscal Year 2024, and EBITDA from our Zinc International Business was ₹1,321 crore (\$ 150 million) for Fiscal Year 2026, compared to ₹1,321 crore (\$156 million) for Fiscal Year 2025 and \$84 million for Fiscal Year 2024.

Principal products

Zinc. HZL produces and sells zinc ingots as per international standard grades: Special High Grade (99.995%) (“**SHG**”), High Grade (99.95%) (“**HG**”), Continuous Galvanising Grade (99.5%) (“**CGG**”), die-casting alloys (95.9%) (“**HZDA-3**”), die-casting alloys (95.0%) (“**HZDA-5**”), tonning alloys 5% (95%), tonning alloys 10% (90%), zinc/ aluminium/ magnesium (94%) and Prime Western (98.0%) (“**PW**”). HZL sells most of its zinc ingots to Indian steel producers for steel to improve its durability and also in the export markets. Some of its zinc is also sold to alloy, dry cell battery and die casting. The Black Mountain and Gamsberg mines produce zinc and lead in concentrate which is sold through market priced off-take concentrate sales contracts with international customers.

Lead. HZL produces and sells lead ingots of 99.99% purity primarily to battery manufacturers and to a small extent to chemical manufacturers. The Black Mountain and Gamsberg mines produce lead in concentrate, which is sold through market-priced off-take concentrate sales contracts with international customers and in the spot market.

By-products

Sulphuric acid. HZL sells sulphuric acid to fertiliser and cement manufacturers and other industries.

Silver. HZL produces and sells silver ingots primarily to industrial users, jewellery manufacturers and traders of silver. Black Mountain Mining also produces silver as a by-product.

Copper. Black Mountain Mining produces copper in concentrate as a by-product, which is sold through market-priced off-take concentrate sales contracts with international customers and in the spot market.

Production

The following table sets out our total production from our Chanderiya, Debari, Dariba, Pantnagar and Skorpion facilities for the periods indicated:

Facility	Product	Fiscal Year		
		2024	2025	2026
		(Tonnes, except for silver which is in m oz)		
Chanderiya				
ISP ^(TM) pyrometallurgical zinc-lead smelter	Zinc	36,662	39,749	73,874

Facility	Product	Fiscal Year		
		2024	2025	2026
		(Tonnes, except for silver which is in m oz)		
	Lead	50,750	62,967	50,241
Hydrometallurgical zinc smelters	Zinc	464,237	462,166	451,434
Ausmelt ^(TM) lead smelter	Lead	44,233	41,403	40,246
Dariba				
Hydrometallurgical zinc smelter	Zinc	237,980	230,243	219,448
Lead smelter	Lead	121,001	121,099	106,343
HZAPL	Zinc	35	10,075	13,667
Debari				
Hydrometallurgical zinc smelter	Zinc	78,215	84,579	92,881
Pantnagar				
Silver Refinery	Silver	24.0	22.0	20.2
Skorpion				
Zinc refinery	Zinc	0	0	0
Total	Zinc	817,059	826,811	851,303
	Lead	215,984	225,470	196,832
	Silver	24.0	22.0	20.2

The following table sets out our total ore, zinc concentrate and lead concentrate production for the periods indicated:

Facility	Product	Fiscal Year		
		2024	2025	2026
		(Tonnes)		
Zinc India	Ore mined	16,521,322	16,330,805	16,613,225
	Zinc concentrate	1,710,142	1,721,460	1,807,163
	Lead concentrate	380,797	392,533	356,044
Zinc International	Ore mined	3,997,295	3,875,348	4,939,855
	Zinc concentrate	355,310	318,002	422,391
	Lead concentrate	58,238	38,506	37,424

Ore Reserve base

The following table sets out our Proved and Probable zinc and lead Ore Reserves⁽¹⁾ as of March 31, 2026:

	Proved Reserve				Probable Reserve				Total Proved and Probable Reserves			
	Quantity	Zinc Grade	Lead Grade	Silver Grade	Quantity	Zinc Grade	Lead Grade	Silver Grade	Quantity	Zinc Grade	Lead Grade	Silver Grade
	(Million tonnes)	(%)	(%)	g/T	(Million tonnes)	(%)	(%)	g/T	(Million tonnes)	(%)	(%)	g/T
Rampura												
Agucha.....	28.8	10.7	1.2	40	16.3	7.6	2.2	50	45.1	9.6	1.5	44
Rajpura Dariba..	15.3	4.7	1.4	60	50.6	5.1	1.7	66	65.9	5	1.7	65
Zawar Group	36.9	2.4	1.2	21	25.8	2.6	1.1	21	62.7	2.5	1.2	21
Kayad.....	1.2	5.2	0.8	14	0.6	5	0.7	11	1.8	5.1	0.7	13
Sindesar Khurd..	15.7	3.6	2.6	129	19.4	2.8	1.2	54	35.2	3.1	1.8	87
Bamnia Kalan....	0.7	4.4	0.5	21	7.7	2.6	0.9	33	8.4	2.8	0.9	32
Skorpion.....	0.2	7.3	—	—	0.6	10.4	—	1.0	0.8	9.6	—	—
Black Mountain..	—	2.1	4.1	—	66.2	0.7	1.7	—	66.2	0.7	1.7	—
Gamsberg.....	57.0	6.1	0.5	—	63.4	6.0	0.5	—	120.4	6.0	0.5	—

Note:

- (1) See “Annex C – Mineral Resource and Ore Reserve Reporting” for an explanation of the basis of preparation of reserve amounts.

Description of operations

Smelters and refineries. The following table sets out the total capacities as of March 31, 2026 at our Chanderiya, Debari, Dariba, Zawar, Pantnagar and Skorpion facilities:

Facility	Capacity				
	Zinc	Lead	Silver	Sulphuric Acid	Power Plant
	(tpa)				(MW)
Chanderiya ⁽¹⁾⁽²⁾	594,500	90,000	—	859,000	290
Debari	89,500	—	—	612,000	—
Dariba	250,000	120,000	—	710,500	170
Zawar Group.....	—	—	—	—	91.5
Pantnagar	—	—	800	—	—
Skorpion	150,000	—	—	360,000	—
Total	1,084,000	210,000	800	2,541,500	551.5

Notes:

- (1) The Pantnagar plant refines and processes zinc and lead ingots from zinc and lead cathodes that are produced in the Chanderiya and Dariba smelters and silver ingots from lead residues in the Dariba lead smelter. Accordingly, it does not contribute to the total production capacity of HZL’s facilities.
- (2) Under Chanderiya, operation of pyrometallurgical smelter on zinc-lead mode is considered for calculating smelting capacity. Actual production can vary based on the mode of pyrometallurgical operation.

Chanderiya. The Chanderiya facility is located approximately 120 km east of Udaipur in the state of Rajasthan in northwest India. The facility contains three smelters, three associated captive power plants and three sulphuric acid plants. The high grade metal (HGM) obtained as a residue from Pyro metallurgy plant and Ausmelt is refined and casted into silver ingots at the Pantnagar plant.

Debari. The Debari hydrometallurgical zinc smelter is located approximately 12 km east of Udaipur in the state of Rajasthan. The facility contains RLE (roasting-leaching-electrowinning) technology hydrometallurgical zinc smelter, which was commissioned in 1968, and two sulphuric acid plants.

Zawar Group. The Zawar Group facility has one captive power plant, which provides power to the mine.

Dariba. The facility contains two smelters, two associated captive power plants and three sulphuric acid plants. Zinc cathodes are sent to Chanderiya, Pantnagar and HZAPL for final refining and processing. The anode slime obtained as a residue from lead smelting at this smelter is refined and casted into silver ingots at the Pantnagar plant.

Pantnagar. This plant is located in Pantnagar in the state of Uttarakhand and includes facilities for the refining and processing of zinc, lead and silver.

Mines

Rampura Agucha. In Fiscal Year 2025, 4.8 million tonnes of ore at 11.74% zinc and 1.69% lead were mined from Rampura Agucha. It produced approximately 515,373 tonnes of zinc metal in concentrate and approximately 52,341 tonnes of lead metal in concentrate in Fiscal Year 2025. In Fiscal Year 2026, 5.1 million tonnes of ore at 11.54% zinc and 1.32% lead were mined from Rampura Agucha. It produced approximately 534,104 tonnes of zinc metal in concentrate and approximately 41,766 tonnes of lead metal in concentrate in Fiscal Year 2026. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Rampura Agucha mine as of March 31, 2026 was 45.1 million tonnes with 9.6% zinc, 1.5% lead and 44 g/t silver. As of March 31, 2026, HZL estimates the remaining mine life at Rampura Agucha to be nine years based on (i) reserves; and (ii) planned production which is determined on the basis of a life-of-mine plan. The gross book value of the Rampura Agucha mine's fixed assets (including assets related to the Rampura Agucha's underground mining operations and the Kayad mine) was ₹5,596 crore (\$596 million) as of March 31, 2026. The mining lease of Rampura Agucha mine is up to March 2030.

Rajpura Dariba. In Fiscal Year 2025, 1.2 million tonnes of ore at a grade of 5.16% zinc and 1.18% lead ore was mined at Rajpura Dariba mine which produced 41,919 tonnes of zinc metal in concentrate and 7,165 tonnes of lead metal in concentrate. In Fiscal Year 2026, 1.0 million tonnes of ore at 5.11% zinc and 1.28% lead was mined from Rajpura Dariba mine. It produced approximately 46,847 tonnes of zinc metal in concentrate and approximately 9,017 tonnes of lead metal in concentrate in Fiscal Year 2026. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Rajpura Dariba mine as of March 31, 2026 was 65.9 million tonnes with 5.0% zinc, 1.7% lead and 65 g/t silver. HZL's Rajpura Dariba's mine lease is valid until May 2030. As of March 31, 2026, HZL estimates the remaining mine life at Rajpura Dariba to be around 25 years based on (i) reserves; and (ii) planned production which is determined on the basis of a life-of-mine plan which includes assumed production expansion. The gross book value of the Rajpura Dariba mine's fixed assets was approximately ₹1,725 crore (\$184 million) as of March 31, 2026.

Sindesar Khurd. In Fiscal Year 2025, 5.5 million tonnes of ore at a grade of 2.71% zinc and 1.78% lead ore were mined at the Sindesar Khurd mine which produced 141,881 tonnes of zinc metal in concentrate and 90,272 tonnes of lead metal in concentrate. In Fiscal Year 2026, 5.4 million tonnes of ore at 3.02% zinc and 1.79% lead was mined from Sindesar Khurd mine. It produced approximately 148,659 tonnes of zinc metal in concentrate and approximately 84,133 tonnes of lead metal in concentrate in Fiscal Year 2026. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Sindesar Khurd mine as of March 31, 2026 was 35.2 million tonnes with 3.1% zinc, 1.8% lead and 87 g/t silver. As of March 31, 2026, HZL estimates the remaining mine life at Sindesar Khurd to be around 6 years based on (i) reserves; and (ii) planned production which is determined on the basis of a life-of-mine plan which includes assumed production expansion. The gross book value at of the Sindesar Khurd mine

fixed assets was approximately ₹4,495 crore (\$479 million) as of March 31, 2026. HZL's mining permit at the Sindesar Khurd mine is valid until March 2049.

Zawar Group. Zawar consists of four mines namely, Mochia, Balaria, Zawar Mala and Baroi. The mining lease granted by the State Government of Rajasthan is valid until March 31, 2030. In Fiscal Year 2025, approximately 4.2 million tonnes of ore at 3.36% zinc and 2.01% lead was mined which produced 132,271 tonnes of zinc metal in concentrate and 78,106 tonnes lead metal in concentrate. In Fiscal Year 2026, 4.4 million tonnes of ore at 3.53% zinc and 1.82 % lead were mined from Zawar mine. It produced approximately 142,231 tonnes of zinc metal in concentrate and approximately 72,130 tonnes of lead metal in concentrate in Fiscal Year 2026. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Zawar Group as of March 31, 2026 was 62.7 million tonnes with 2.5% zinc, 1.2% lead and 21 g/t silver. As of March 31, 2026, HZL estimates the remaining mine life of the Zawar mine to be 14 years based on (i) reserves; and (ii) planned production which is determined on the basis of a life-of-mine plan which includes assumed production expansion. The gross book value of the Zawar fixed assets was approximately ₹2,353 crore (\$251 million) as of March 31, 2026.

Kayad. The Kayad zinc-lead mine is located in Ajmer in the state of Rajasthan. In Fiscal Year 2025, 0.69 million tons of ore at a grade of 5.07% zinc and 0.74% lead ore were mined at Kayad mine which produced 31,535 tons of zinc metal in concentrate and 3,668 tons of lead metal in concentrate. In Fiscal Year 2026, 0.7 million tonnes of ore at 4.89 % zinc and 0.66 % lead were mined from Kayad mine. It produced approximately 32,072 tonnes of zinc metal in concentrate and approximately 3,419 tonnes of lead metal in concentrate in Fiscal Year 2026. According to the Ore Reserve report, the Proved and Probable Ore Reserves for Kayad mine as of March 31, 2026 was 1.8 million tonnes at 5.1% zinc, 0.7% lead and 13 g/t silver. As of March 31, 2026, HZL estimates the remaining mine life of the Kayad mine to be over two years based on (i) reserves; and (ii) planned production which is determined on the basis of a life-of-mine plan which includes assumed production expansion.

Skorpion. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Skorpion mine as of March 31, 2026 was 0.8 million tonnes with 9.6% zinc. The Skorpion mine is currently under care and maintenance.

Black Mountain. The Black Mountain mines, comprising the Broken Hill Deeps mine and the Swartberg mine, are operated pursuant to mining right 58/2008 MR granted pursuant to the Mineral and Petroleum Resources Development Act, 28 of 2002 of South Africa which entitles Black Mountain Mining to mine for lead, copper, zinc, and associated minerals for a period of 30 years till 2038. During Fiscal Year 2025, 1.5 million tonnes of ore at 1.6% zinc and 2.2% lead was mined from the Black Mountain mines, which produced approximately 36,784 tonnes of zinc concentrate and 38,303 tonnes of lead concentrate, containing 17,959 tonnes of zinc and 26,106 tonnes of lead respectively. During Fiscal Year 2026 1.3 million tonnes of ore at 1.6% zinc and 2.4% lead was mined from the Black Mountain mines, which produced approximately 30,702 tonnes of zinc concentrate and 37,424 tonnes of lead concentrate, containing 14,858 tonnes of zinc and 24,710 tonnes of lead, respectively. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Black Mountain mines as of March 31, 2026 was 66.2 million tonnes with 0.7% zinc, 1.7% lead, and 29 g/t silver. As of March 31, 2026 and based on current production levels of 40 kt per annum, Black Mountain Mining estimates the remaining life of the Black Mountain mines to be around one year.

Gamsberg. According to the Ore Reserve report, the Proved and Probable Ore Reserves for the Gamsberg mine as of March 31, 2026 was 120.4 million tonnes with 6.0% zinc and 0.5% lead and 1 g/y silver. During Fiscal Year 2025, 2.4 million tonnes of ore at 6.3% zinc was mined from the Gamsberg mine, which produced approximately 281,218 tonnes of zinc concentrate 133,401 tonnes of zinc. During Fiscal Year 2026, 3.6 million tonnes of ore at 6.7% zinc was mined from which produced approximately

391,689 tonnes of zinc concentrate, containing 185,054 tonnes of zinc. As of March 31, 2026, Black Mountain Mining estimates the life of mine of Gamsberg mine to be around 10 years.

Sales and marketing

In Fiscal Year 2026, HZL sold 70% of the zinc metal produced in the domestic market and the remaining 30% metal produced was exported globally. HZL sold 77% of the lead metal produced sold in the domestic market and the remaining 23% lead metal was exported globally.

In Fiscal Year 2026, HZL accounted for more than 99% of domestic sales of zinc metal under annual contracts and approximately 77% of export sales under annual contracts specifying quantity, grade and price, with the remainder sold on the spot market.

The Black Mountain mines produce zinc, lead and copper concentrates that are sold in international markets on a spot basis or a frame contract basis. The commercial terms negotiated include considering the percentage of payable metals, treatment and refining charges and applicable prices.

The Gamsberg mine produces zinc and lead concentrates that are sold in international markets on a spot basis or a frame contract basis. The commercial terms negotiated include considering the percentage of payable metals, treatment and refining charges and applicable prices.

All the zinc and lead concentrates that the Black Mountain mines and the Gamsberg mine produced in Fiscal Year 2025 were sold under frame or spot contracts specifying quantity, grade and price. The contract sales price is linked to the prevailing LME prices. Thus, the prices that the Black Mountain mines and the Gamsberg mine receive for their zinc and lead products are dependent upon and are subject to fluctuations in the LME price.

(iii) Oil and Gas Business

Introduction

Our Oil and Gas Business is conducted by Vedanta Oil and Gas Limited (formerly known as Malco Energy Limited) (“**VOGL**”) and its wholly owned subsidiary, CEHL. Our Oil and Gas Business has multiple blocks in India. The blocks are primarily located across the Indian basins in Barmer, Krishna-Godavari, Cambay, Assam, Gujarat Kutch and Cauvery.

Our Oil and Gas Business is primarily engaged in the business of exploration, development and production of crude oil, gas and related by-products. Our Oil and Gas Business continues to contribute significantly to India’s domestic crude oil production.

VEDL's operatorship and participating interest for all oil and natural gas blocks is either through production sharing contracts or revenue sharing contracts. The entire Oil & Gas Business of VEDL along with Participating Interest (PIs) will be transferred to our Company, on receipt of approval from MoPNG (awaited as on date):

- Rajasthan Block (RJ-ON-90/1) - 35% PI
- Ravva Block (PKGM-1) - 22.5% PI
- Cambay Block (Cambay CB/OS-2) - 40% PI
- KG-ONN-2003/1 Block - 49% PI
- KG-OSN-2009/3 Block - 100% PI*
- Open Acreage Licensing Program (OALP) 35 Blocks - 100% PI**
- Discovered Small Field (DSF) 4 Blocks - 100%PI
- CBM (Coal Bed Methane) Block - 100% PI

**As on the date of this Offering Circular, our Company has applied for relinquishment of its participating interest in the KG-OSN-2009/3 Block.*

Alongside with the above assets, shareholding of VEDL in Cairn India Holdings Limited (CIHL), which in turn hold 100% shareholding of CEHL (holding 35% of PI in Rajasthan Block) will also be transferred to our Company.

VOGL has 4 major operational blocks in Rajasthan, Ravva, Cambay, and KG. The blocks operated by our Company cover a total acreage of approximately 47,000 square km. Oil and gas are produced from the RJ-ON-90/1 (the “**Rajasthan Block**”), the Ravva PKGM-1 (the “**Ravva Block**”) and the Cambay CB/OS-2 (the “**Cambay Block**”). Gross operated production of our Group was 127.5 kboepd in Fiscal Year 2024, 103.2 kboepd in Fiscal Year 2025 and 87.2 kboepd in Fiscal Year 2026.

The participating interests (“**PIs**”) held by Vedanta Limited in: (i) the production sharing contracts and revenue sharing contracts executed with the President of India, acting through MoPNG; and (ii) the joint operating agreements in respect of such production sharing contracts, are in the process of transfer to VOGL. NCLT, Mumbai, has vide its order dated 16 December 2025, disposed the intervention application of MoPNG with certain directions. While, all the conditions laid out by NCLT in its order have been complied with and the conditions for effectiveness of the Scheme have also been substantially satisfied, formal consents from MoPNG and, wherever applicable, from the relevant joint venture partners under the joint operating agreements, for transfer or assignment of these PIs from Vedanta Limited to VOGL are awaited as on the date of this Offering Circular. In terms of Clause 34 of the Scheme, the economic interest in the aforesaid contracts is deemed to have been transferred on and unto our Company pursuant to the Scheme Effectiveness, and VEDL will continue to hold such interests in trust for and on the benefit of our Company until such transfer is completed. Non-receipt or delay in obtaining such consents from MoPNG and, where applicable, from the relevant joint venture partners under the joint operating agreements, may affect our Company’s ability to exercise its rights and derive the anticipated benefits under the Scheme of Arrangement.

Revenue from our Oil and Gas Business was ₹9,582 crore (\$1,084 million) in Fiscal Year 2026, compared to ₹11,044 crore (\$1,306 million) in Fiscal Year 2025 and \$2,155 million in Fiscal Year 2024. For Fiscal Year 2026, EBITDA from our Oil and Gas Business was ₹4,350 crore (\$492 million) compared to ₹4,664 crore (\$552 million) for Fiscal Year 2025 and \$1,184 million for Fiscal Year 2024.

Principal products

Oil. We produce crude oil of various grades with different degrees and contents across fields. The crude oil in the majority of fields in the Rajasthan Block is medium sweet oil with high pour point. Conversely, the crude oil produced from Ravva and Cambay Blocks are light sweet in nature.

Gas. The Rajasthan, Ravva and Cambay Blocks produce natural gas and natural gas commingled with crude oil. While our Oil and Gas Business has been historically selling gas from the offshore blocks of Ravva and Cambay, it commenced gas sales in the Rajasthan Block in Fiscal Year 2014, following the regulatory approval in March 2013.

Production

The table below sets out our gross production for the periods indicated:

Particulars	Fiscal Year		
	2024	2025	2026
Average Daily Gross Operated Production (boepd).....	127,549	103,237	87,201
Rajasthan	106,469	84,276	70,397
Ravva.....	10,807	10,104	8,061

Particulars	Fiscal Year		
	2024	2025	2026
Cambay*	8,899	5,052	5,330
OALP	1,374	3,805	3,412
Net Production – Working Interest (boepd)	82,450	67,781	57,183
Rajasthan	74,528	58,993	49,278
Ravva.....	2,432	2,273	1,814
Cambay.....	3,560	2,021	2,132
KG-ONN	556	688	547
OALP	1,374	3,805	3,412
Total Oil and Gas (mmboe).....			
Gross Operated Production.....	46.7	37.7	31.8
Net Production – Working Interest.....	30.2	24.7	20.9

Note:

* On September 19, 2025, the Ministry of Petroleum and Natural Gas, GoI, informed the contractors of the block (a three-party joint venture, including Vedanta Limited as Operator) that their application for PSC (production sharing contract) extension hadn't been accepted. Vedanta Limited has challenged the said rejection before Delhi High Court. The Delhi High Court has, vide its order dated January 6, 2026, directed the parties to maintain status quo and accordingly, Vedanta Limited continues to operate the said block. Cambay block average production per day factors volume till March 31, 2026 and is subject to outcome of the litigation. The matter is currently sub-judice.

The following table sets forth our production for the periods indicated.

Particulars	Fiscal Year		
	2024	2025	2026
Gross Operated:			
Oil (bopd)	104,046	81,757	70,195
Gas (mmscfd).....	141	129	102
Oil and gas (boepd)	127,549	103,237	87,201
Total:			
Oil (mmbbls).....	38.1	29.8	25.6
Gas (mmboe).....	8.6	7.8	6.2
Oil and gas (mmboe).....	46.7	37.7	31.8

Our Estimates of Hydrocarbons Initially in Place, Reserves and Contingent Resources

We use various measures of hydrocarbons to make decisions regarding exploration priorities and investment in field developments. In the exploration phase, estimates of hydrocarbons initially in place, and the associated estimate of prospective resource are essentially speculative and subject both to a binary risk (probability of success or failure) and considerable uncertainty of volumetric magnitude. Following successful exploration and appraisal work, and as a field matures technically and commercially through development work and actual production, it becomes possible for us to make estimates, which may change over time, of the volumes of hydrocarbons or reserves that, in varying degrees of certainty or uncertainty, will ultimately be recoverable.

We rely primarily on estimates of 2P reserves for purposes of significant capital investment decisions.

Estimates of contingent resources are also used as a further measure of the potential commerciality of known accumulations of hydrocarbons in our areas. The estimation of these resources, and the likelihood that they may be reclassified as reserves, depends on our ability to prove commercial and technical viability of recovery within a reasonable timeframe. We employ reserves and resources definitions according to international standards set by the Society of Petroleum Engineers and the World Petroleum Council which provide detailed descriptions for each category of reserves and resources.

The table below sets forth certain data regarding our estimates of gross hydrocarbons initially in place, gross and net working interest reserves and contingent resources from fields within the Rajasthan Block, the Ravva Block, Cambay Block, KG-ONN-2003/1, Open Acreage Licensing Policy (“OALP”) and DSF blocks as of March 31, 2026. In this table, gas has been converted into oil equivalent using a conversion factor of 6,000 standard cubic feet per barrel of oil equivalent. Based on the Fiscal Year 2026 gross production, the gross 2P reserves and 2C resources have a life of approximately 42 years.

	Gross Proved Plus Probable Hydro- carbons Initially in Place	Gross Proved Plus Probable Reserves and 2C resources	Net Working Interest Proved Plus Probable Reserves and 2C resources
	(mmboe, as at March 31, 2026)		
Rajasthan Block			
Total Mangala, Bhagyam, Aishwariya Fields...	2,337	168	117
Rajasthan enhanced oil recovery	—	376	263
Rajasthan Block other fields.....	2,928	541	379
Ravva Block.....	732	12	3
Cambay Block.....	301	29	11
KG-ONN-2003/1	260	47	23
DSF	176	63	63
OALP	378	84	84
Total (excluding enhanced oil recovery).....	7,112	945	681
Total (including enhanced oil recovery)	7,112	1,321	945

DeGolyer and MacNaughton’s Evaluation of Reserves

DeGolyer and MacNaughton, independent petroleum engineering consultants, had been engaged to perform an independent evaluation of the proved and probable oil, condensate, and marketable gas reserves and the contingent resources contained within our areas.

The difference in total gross “Proved plus Probable” hydrocarbon reserve estimates between us and DeGolyer and MacNaughton is approximately 5.6%. It is DeGolyer and MacNaughton’s opinion that the total gross “Proved plus Probable” reserve estimates by our Group, as of March 31, 2026, appear to be reasonable.

The Rajasthan Block (Operator; 70.0% participating interest)

The Rajasthan Block is an onshore block. It is our principal production asset, where Vedanta Limited along with CEHL owns a 70.0% participating interest pursuant to the Rajasthan Block PSC. Our joint operation partner has a 30.0% participating interest. The Rajasthan Block consists of three contiguous development areas: (i) Development Area 1, primarily comprises the Mangala, Aishwariya, Raageshwari and Saraswati fields; (ii) Development Area 2, primarily comprises the Bhagyam, NI and NE and Shakti fields; and (iii) Development Area 3, primarily comprises the Kaameshwari West fields.

The majority of the estimated hydrocarbons in place, 2P reserves and contingent resources attributable to fields in which we have an interest are contained in the Rajasthan Block. As of March 31, 2026, we estimate the gross hydrocarbons initially in place and the gross 2P reserves plus 2C resources of 5.3 bnboe and 1.1 bnboe, respectively. As of March 31, 2026, our oil and gas estimates that the Mangala, Bhagyam, Aishwariya fields (including enhanced oil recovery) contained gross hydrocarbons initially in place and the gross 2P reserves plus 2C resources 2.3 bnboe and 0.5 bnboe, respectively. The other fields in Rajasthan Block contained gross hydrocarbons initially in place and the gross 2P reserves plus 2C resources 2.9 bnboe and 0.5 bnboe, respectively.

Production from the Rajasthan Block

The following table sets out the net average oil and gas daily production from the Rajasthan Block for the periods indicated:

		Fiscal Year		
Particulars	Units	2024	2025	2026
Average Daily Production (Rajasthan)				
Gross Operated	Boepd	106,469	84,276	70,397
Net Operated.....	Boepd	74,528	58,993	49,278
Oil	Bopd	60,971	47,367	40,558
Gas.....	Mmscfd	81.3	69.8	52.3

The production of the Rajasthan Block decreased from 106,469 boepd in Fiscal Year 2024 to 84,276 boepd in Fiscal Year 2025 and 70,397 boepd in the Fiscal Year 2026. The natural reservoir decline in the Mangala, Bhagyam and Aishwariya fields has been partially offset by infill wells brought online in the Mangala, Aishwariya, Bhagyam, Sarswati Tight Oil (Aishwariya Barmer Hill) and Tight Gas (Raageshwari Deep Gas) fields.

The Rajasthan Block PSC

As of March 31, 2026, we held a 70.0% participating interest in the Rajasthan Block and our joint operation partner held the remaining 30.0% participating interest. The Rajasthan Block PSC was originally valid until May 2020 but has since been extended to May 2030.

The Ravva Block (Operator; 22.5% participating interest)

Our Oil and Gas Business's production operations in the Krishna-Godavari Basin are centred on the Ravva Block, lying off the coast of Andhra Pradesh in Eastern India.

Production from the Ravva Block

The following table sets out the net average oil and gas daily production from the Ravva Block for the periods indicated.

Particulars	Units	Fiscal Year		
		2024	2025	2026
Average Daily Production (Ravva)				
Gross Operated	Boepd	10,807	10,104	8,061
Net Operated.....	Boepd	2,432	2,273	1,814
Oil.....	Bopd	2,208	2,156	1,734
Gas.....	Mmscfd	1.3	0.7	0.5

The production of the Ravva Block decreased from 10,807 boepd in Fiscal Year 2024 to 10,104 boepd in Fiscal Year 2025 and 8,061 boepd in Fiscal Year 2026, owing to the natural field decline.

The Ravva Block PSC

As of March 31, 2026, we held a 22.5% working interest in the Ravva Block with the remaining interests currently held by three other oil and gas companies, holding 40.0%, 25.0% and 12.5%, respectively. The Ravva Block PSC was originally valid until October 27, 2019 but has since been extended for 10 years by the GoI.

The Cambay Block (Operator; 40.0% participating interest)

The Cambay Block is an offshore block which is located in the Cambay Basin of the state of Gujarat in western India. Our Oil and Gas Business's operations in the Cambay Block are centred on the Lakshmi and Gauri oil and gas fields and the CB-X development area. The Lakshmi and Gauri offshore fields cover areas of 121.1 sq. kms and 52.7 sq. kms, respectively, in the Cambay Basin and lie off the coast of the state of Gujarat. The CB-X is an onshore gas field situated in the Cambay Block. Currently, there is no production from the CB-X field.

Production from the Cambay Block

The following table sets out the net average oil and gas daily production from the Cambay Block* for the periods indicated.

Particulars	Units	Fiscal Year		
		2024	2025	2026
Average Daily Production (Cambay)				
Gross Operated	Boepd	8,899	5,052	5,330
Net Operated.....	Boepd	3,560	2,021	2,132
Oil.....	Bopd	2,701	1,482	1,556
Gas.....	Mmscfd	5.2	3.2	3.5

Note:

* On September 19, 2025, the Ministry of Petroleum and Natural Gas, GoI, informed the contractors of the block (a three-party joint venture, including Vedanta Limited as Operator) that their application for PSC (production sharing contract) extension hadn't been accepted. Vedanta Limited has challenged the said rejection before Delhi High Court. The Delhi High Court has, vide its order dated January 6, 2026, directed the parties to maintain status quo and accordingly, Vedanta Limited continues to operate the said block. Cambay block average production per day factors volume till March 31, 2026 and is subject to outcome of the litigation. The matter is currently sub-judice.

The production of Cambay Block decreased from 8,899 boepd in Fiscal Year 2024 to 5,052 boepd in Fiscal Year 2025 and 5,330 boepd in Fiscal Year 2026. This was primarily due to the natural field decline.

The Cambay Block PSC

As of March 31, 2026, our Oil and Gas Business's participating interest in the Cambay Basin joint operation consisted of a 40.0% interest in the Lakshmi, Gauri and CB-X development areas. The remaining interests in these development areas are held by two other participants, holding 50.0% and 10.0%, respectively. The Cambay Block PSC was originally valid until 2023, but whilst waiting for extension to be granted, the GoI allowed petroleum operations in Cambay Block until September 29, 2024. On September 19, 2025, we received communication from the GoI that our application for extension of Cambay PSC (project sharing contract) has been rejected. Vedanta Limited has challenged the said rejection before Delhi High Court. The Delhi High Court has, *vide* its order dated January 6, 2026, directed the parties to maintain status quo and accordingly, Vedanta Limited continues to operate the Block and is subject to outcome of the litigation. The matter is currently sub-judice.

Sales and marketing

All of the oil and gas that we produced in Fiscal Years 2025 and 2026 was sold under contracts specifying quantity and price. The crude oil price in Fiscal Years 2025 and 2026 was benchmarked to Dated Brent, an international benchmark crude for low sulphur crude grades. The crude oil price benchmarks are based on crude oil sales agreement.

(iv) Copper Business

Introduction

Our Copper Business comprises our Copper India Business, which is conducted by Vedanta Limited in India and by its subsidiaries, Fujairah Gold in the UAE and Vedanta Copper International (“VCI”) in the Kingdom of Saudi Arabia, and our Copper Zambia Business, which is conducted by our subsidiary KCM, which we regained control since July 31, 2024. As of Fiscal Year 2025, Vedanta Limited owns 100.0% of the share capital of Fujairah Gold and VCI and we own 100% of CopperTech Metals Inc., which further owns 79.42% of the share capital of KCM.

Our Copper India Business is principally a custom smelting business, which includes a smelter, refinery, phosphoric acid plant, sulphuric acid plant, copper rod plant and three captive power plants at Tuticorin in southern India, a tank house and a copper rod plant, and three anode casting plants at Silvassa in western India, a precious metal refinery that produces gold and silver, a doré anode plant, and a copper rod plant at Fujairah, the UAE. Additionally, our Copper India Business have also initiated the greenfield project in the Kingdom of Saudi Arabia.

As a custom copper producer, we buy copper concentrates and blisters at LME copper price less the treatment charge and refining charge (“TcRc”) that it negotiates with suppliers. We sell refined copper at LME prices in domestic and export markets. We receive a discount from our suppliers in the form of a TcRc, which is influenced by the global copper concentrate and blister demand, supply of copper smelting and refining capacity, LME trends, LME-linked price participation and other factors. We source our concentrates and blisters from various global suppliers.

Our Copper Zambia Business operations comprise refineries, smelter and mines, with facilities located in four of Zambia's mining towns, namely Chililabombwe, Chingola, Kitwe and Namoundwe. KCM headquartered at the Nchanga plant in Chingola.

Revenue from our Copper India Business was ₹31,069 crore (\$3,516 million) in Fiscal Year 2026, compared to ₹23,051 crore (\$2,726 million) in Fiscal Year 2025 and \$2,383 million in Fiscal Year 2024. For Fiscal Year 2026, EBITDA from our Copper India Business was ₹(48) crore (\$5) million, compared to ₹(112) crore (\$13) million for Fiscal Year 2025 and \$(9) million for Fiscal Year 2024.

Revenue from our Copper Zambia Business in Fiscal Year 2026 was \$1,330 million compared to \$398 million in Fiscal Year 2025. EBITDA from our Copper Zambia Business in Fiscal Year 2026 was \$53 million compared to \$(203) million in Fiscal Year 2025.

Principal products

Copper cathode. Our copper cathodes from Silvassa are square shaped with purity levels of 99.9% copper. These cathodes meet international quality standards. The major uses of copper cathodes are in the manufacture of copper rods for the wire and cable industry and copper tubes for consumer durable goods. Copper cathodes are also used for making alloys like brass, bronze and alloy steel, with applications in transportation, electrical appliances and machinery in defence and construction.

Copper rods. Our copper rods are currently used primarily for power cable, winding wire, housing wire, transformer parts, etc. Our copper continuous cast rods meet all the requirements of international quality standards including the ASTM-B-49:2020, BS EN-1977:2013 & IS -12444-2020 standards.

Sulphuric acid. We produce sulphuric acid at our sulphuric acid plants through conversion of sulphur dioxide gas that is generated from the copper smelter.

Gold bars, silver bars and granules. Fujairah Gold produces refined gold bar, silver bars and granules at its precious metal refinery from anode slime, silver sand and ore, which are imported from India. Gold and silver are further sold to jewellers and traders in the UAE.

REC copper cathodes. KCM is a producer of LME registered copper brand Rhokana Electro-Refined Copper (“**REC**”). REC copper is produced using the electro refining process at KCM’s refining business unit. Copper anodes of an average of 99.7% copper content produced from the smelter are fed to the electro-refinery to produce copper cathodes of 99.99% copper content.

KBC copper cathodes. KBC cathodes are produced by the electro-winning process at tailings leach plant situated at Nchanga. Advance electrolyte from the solvent extraction plant forms the feed to the electro-winning tank house.

Copper anodes. Copper anodes are produced from the Nchanga smelter using a direct to blister technology in the flash furnace.

Copper cobalt alloy. Copper cobalt alloy is formed when copper is recovered from cleaning the slag and sold as granules.

Copper anode slimes. Impurities from the production of REC cathodes report to the bottom of the cells and form anode slimes. The elements that constitute the insoluble compounds are mainly silver, gold, platinum, palladium, selenium, tellurium and lead.

Production

Copper cathode is used as an input material for copper rods. Approximately one tonne of copper cathode is required to produce one tonne of copper rods. The table below sets out our total production for the periods indicated.

	Product	Fiscal Year		
		2024	2025	2026
		(tonnes, except for gold in kg)		
Facility				
Silvassa ⁽¹⁾	Copper cathode	140,716	148,625	170,203
	Copper rods	188,487	181,188	197,790

		Fiscal Year		
	Product	2024	2025	2026
		(tonnes, except for gold in kg)		
Fujairah ⁽²⁾	Copper rods	65,583	76,666	85,304
	Silver	8.7	8.4	3.1
	Gold	271	324	213
KCM ⁽³⁾	Copper anode	25,509	18,489	53,915
	Copper cathode	18,114	20,363	43,716
	Copper alloy	7,777	6,151	12,774
	Other copper products	—	—	18,514

Notes:

- (1) During Fiscal Years 2024, 2025 and 2026, these plants produced secondary material of 174,515 tonnes, 189,684 tonnes and 199,562 tonnes, respectively, which further supported the tank-house operations at Silvassa.
- (2) During Fiscal Year 2024, Vedanta Copper International has been incorporated in Kingdom of Saudi Arabia as a greenfield project to produce copper rods with a capacity of 155 ktpa post commissioning.
- (3) KCM has resumed operation from August 2024.

Description of operations

Smelters and Refineries

Tuticorin. Vedanta Limited's Tuticorin facility comprises a 400 ktpa copper smelter, a 246 ktpa copper refinery, a 96 ktpa copper rod plant, a 1,300 ktpa sulphuric acid plant, a 230 ktpa phosphoric acid plant, and a complete captive power plant with capacity of 160 MW and two diesel generator sets with capacities of 7.5 MW and 24 MW, respectively. The coal-based power plant of 160 MW is primarily used for captive consumption. Our operations at Tuticorin, India is currently suspended due to ongoing litigation regarding the renewal of its consent to operate. See the section entitled “— *Litigation*” for more information.

Silvassa. Vedanta Limited's Silvassa facility comprises a refinery and a copper rod plant and is located approximately 140 km from Mumbai in the union territory of Dadra and Nagar Haveli in western India. The Silvassa facility consists of a 245 ktpa of blister/ secondary material processing plant (which is developed by converting its existing two old rod plants into anode casting plant), a 216 ktpa copper refinery, and a copper rod mill with an installed capacity of 258 ktpa. Our Silvassa facility draws power from the state power grid to satisfy its power requirements. The table below sets out our total capacities from the Silvassa and Tuticorin facilities as of March 31, 2026:

	Capacity					
	Copper Anode ⁽¹⁾	Copper Cathode ⁽⁴⁾	Copper Rods ⁽²⁾	Sulphuric Acid ⁽³⁾	Phosphoric Acid ⁽³⁾	Thermal Power Plant
			(ktpa)			(MW)
Tuticorin	400	246	96	1,300	230	160
Silvassa ⁽⁵⁾	245	216	258	—	—	—
Total	645	462	354	1,300	230	160

Notes:

- (1) Copper anode is an intermediate product produced by copper smelters and is generally not sold to customers. It is used to produce copper cathode by copper refineries. Approximately one tonne of copper anode is required to produce one tonne of copper cathode.
- (2) Copper cathode is used as an input material for copper rods. Approximately one tonne of copper cathode is required to produce one tonne of copper rods.
- (3) Sulphuric acid is used as an input material for phosphoric acid. Approximately 2.8 tonnes of sulphuric acid are required to produce one tonne of phosphoric acid.
- (4) Copper starter sheets are used as a starting material for KBC copper cathodes. Approximately one tonne of copper starter sheets are required to produce eight tonne of copper cathodes at TLP.
- (5) Copper anode in Silvassa is an intermediate product produced by copper blister processing plants from copper blister and is used to produce copper cathode by copper refineries. Approximately one tonne of copper anode is required to produce one tonne of copper cathode.

Fujairah Gold. Fujairah Gold's facility is located in Fujairah Free Zone-2. It is strategically located 130 km east of Dubai, on the coast of the Arabian Sea. The precious metals refinery has a capacity of 20 tonnes of gold and 105 tonnes of silver. Fujairah Gold also has a copper rod plant with an annual capacity of 100 ktpa and a doré anode plant for smelting of anode slime to doré anode.

KCM. KCM's facilities are located in four of Zambia's mining towns of Chililabombwe, Chingola, Kitwe, and Nampundwe. KCM is headquartered at the Nchanga plant in Chingola. The facilities are as follows:

Nchanga smelter. KCM's Nchanga smelter consists of a flash smelting furnace, slag cleaning furnace, cobalt recovery furnace, anode furnaces along with an acid, oxygen and water treatment plants. It processes concentrates received from its integrated mines, Nchanga and Konkola, as well as custom concentrates received from other mines in Zambia and the Democratic Republic of Congo. The Nchanga smelter has a capacity of 311 ktpa.

Nkana. KCM's Nkana refinery is located in the mining town of Kitwe and it consists of a tank house where anodes are refined to produce REC cathodes. It processes copper anodes received from the Nchanga Smelter. The Nkana refinery has a capacity to refine 300 ktpa of anodes.

Mines

Konkola. The Konkola mine is situated in the mining town of Chililabombwe. It operates three underground shafts and a concentrator facility. These mining operations currently exploit the Kirila Bombwe ore body by underground methods and have historically been focused on two existing shaft systems, the Kirila Bombwe South ore body and the Kirila Bombwe North ore body. The Konkola mine commenced production in 1957.

Nchanga. The Nchanga mine is situated in the vicinity of the town of Chingola. Nchanga's operating units comprise two operational open-pit mines, an underground mine, a tailings leach plant with the associated solvent extraction electro winning facility, a sulphuric acid plant, copper concentrators.

Nampundwe. The Nampundwe mining operating assets are the Nampundwe pyrite underground mine and concentrator. These are located in the Central Province of Zambia, approximately 50 km west of Lusaka. Nampundwe exploits iron pyrite rich ore bodies containing 11.0% in situ sulphur and has capacity to produce 60,000 tpa of pyrite concentrate that is blended with copper concentrate for smelting.

Sales and marketing

Our copper sales and marketing head office is located in Mumbai. We sell copper rods and cathodes in both the domestic and export markets. In Fiscal Years 2024 and 2025, exports accounted for approximately 21.9% and 18.8% of the revenue of our Copper Business, respectively.

Domestic sales by our Group in India are broadly based on the LME spot price plus regional premiums, as well as domestic supply and demand conditions. A majority of our sales are made pursuant to existing supply agreements. The price for the copper we sell in India is normally higher than the price we charge in the export markets due to the tariff structure on costs, smaller order sizes that domestic customers place and the packaging, storing and truck loading expenses that we incur when supplying domestic customers. Our export sales of copper are made on the basis of both long-term sales agreements. The prices of our copper exports include the LME price plus a producer's premium. Our Group does not enter into fixed price long-term copper sales agreements with our customers.

(v) Iron Ore Business

Introduction

Our Iron Ore Business is carried out by Vedanta Iron and Steel Limited (“VISL”) in the states of Goa, Karnataka and in Odisha through its subsidiary, ESL. Our Iron Ore Business includes exploration, mining and processing of iron ore. We were one of the leading iron ore producers in India in Fiscal Year 2025. During Fiscal Years 2025 and 2026, we produced 10.1 million dmt and 9.9 million dmt, respectively, of saleable iron production (comparing production from Goa, Karnataka and Odisha). Saleable Ore Production for Fiscal Year 2025 was 10.1 million dmt. The sales for Fiscal Years 2025 and 2026 were at 9.3 million dmt and 8.0 million dmt (comparing sales from Goa, Karnataka and Odisha), respectively.

We operate three blast furnaces with a total capacity of 1.2 MTPA in Goa, 3 met coke production facilities with a capacity of approximately 0.52 MTPA in Goa, approximately 0.12 MTPA in Maharashtra and approximately 0.65 MTPA in Gujarat, two power plants of 65 MW combined in Goa and 5KTPA ferro-silicon plant. Our Group manufactures pig iron through the blast furnace route. In Fiscal Year 2026, we produced approximately 895 KT of pig iron and 446 KT of metallurgical coke at Amona Plant, Goa. In addition, we operate two waste heat recovery plants of 30 MW and 35 MW, respectively in Goa, which generates power from the waste gases of the metallurgical coke plant and blast furnace. VISL is also in the process of setting up a Ductile Iron (DI) pipe manufacturing facility with a production capacity of 0.42 MTPA in Goa, expected to be commissioned in Fiscal 2027.

We also have 100% ownership interest in WCL, a Liberian iron ore exploration company. WCL's assets include exclusive mineral exploration and mining rights to iron ore deposits across three concession areas, namely Bomi Hills, Bea Mountain and Mano River in the Western Region of Liberia.

Revenue from our Iron Ore Business was ₹6,457 crore (\$731 million) in Fiscal Year 2026, compared to ₹6,086 crore (\$720 million) in Fiscal Year 2025. For Fiscal Year 2026, EBITDA from our Iron Ore Business was ₹1,007 crore (\$114 million), compared to ₹1,006 crore (\$119 million) for Fiscal Year 2025.

Principal products

Iron ore. Our iron ore reserves consist of both lump and fine ore. Iron ore is sold from the mines primarily to domestic sponge iron or steel producers.

Pig iron. We produce basic, foundry and nodular grade pig iron in various sub-grades for steel mills and foundries.

Metallurgical coke. We also produce metallurgical coke, which is primarily used for captive consumption for producing pig iron in India.

Power. Electricity for our metallurgical coke and manufacturing operations is primarily supplied by our captive power plant which generates power from the waste gases of our metallurgical coke plant and blast furnace.

Production

The table below sets out our total saleable ore production (dmt) for the periods indicated:

		Fiscal Year		
	Product	2024	2025	2026
(Dry Million tonnes)				
Mine/Mine Type				
Goa (Open-Pit).....	Iron ore	0.0	0.9	1.6
Karnataka (Open-Pit).....	Iron ore	5.6	5.3	5.0
Odisha Mines.....		4.4	3.9	3.3
Liberia.....	Iron ore	0.5	0.4	0.0 ⁽¹⁾
Total Iron Ore.....	Iron ore	10.5	10.5	9.9
Amona Plant	Metallurgical coke (MnT)	0.4	0.4	0.4
	Pig iron (MnT)	0.83	0.82	0.9

Note:

(1) No iron ore was mined in Fiscal Year 2026 as under care and maintenance.

The table below sets out Proved and Probable iron ore Reserves⁽¹⁾ as of March 31, 2026 at mines that we own or have rights to as set out to in the table below:

	Proved Reserve		Probable Reserve		Total Proved and Probable Reserves	
	Quantity	Iron Grade	Quantity	Iron Grade	Quantity	Iron Grade
	(Million tonnes)	(%)	(Million tonnes)	(%)	(Million tonnes)	(%)
WCL – Bomi	1.1	60.5	191.4	35.3	192.5	35.5
Karnataka – A. Narrain.....	2.51	53.00	23.02	39.45	25.54	40.78
Goa Mine - Bicholim	15.39	56.67	8.77	56.28	24.15	56.53
Odisha Mines	14.86	59.33	4.42	56.04	19.29	58.58
Total Iron Ore Reserves	33.86	57.69	227.61	36.93	261.48	39.66

Note:

(1) See “Annex C – Mineral Resource and Ore Reserve Reporting” for an explanation of the basis of preparation of reserve amounts.

Additional Information – for India

- The reserve estimates for the iron ore mines of Vedanta Limited in Karnataka, Goa, and Odisha were prepared by the mining engineers at our Group and DMT Consulting (P) Ltd (“**DMT Consulting**”) reviewed in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the “**JORC Code**”). The estimates were independently audited by DMT Consulting in 2026.

- The reserve estimates for Bomi Mines of Western Cluster Limited were prepared by the mining engineers at our Group and SRK Mining Services (India) Private Limited (“**SRK Consulting**”) reviewed in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the “**JORC Code**”). The estimates were independently audited by SRK Consulting in 2026.
- In case of the A. Narrain Mine, ore reserves are estimated at a variable cut-off grade based on ore type; the minimum cut-off grade was 30.0% Fe iron for siliceous ore and 45.0% Fe iron for normal ore. In case of Bicholim Mines, ore reserves are estimated at a variable cut-off grade based on ore type; the minimum cut-off grade was 30% Fe for siliceous ore and 45% Fe for normal ore. In case of Odisha Mines (NIOM and NIMOM), ore reserves are estimated at a variable cut-off grade based on ore type; the minimum cut-off grade was 35% Fe for siliceous ore and 45% Fe for normal ore.
- In case of the Bomi Mine, ore reserves are estimated at a variable cut-off grade based on ore type; the minimum cut-off grade was 58% Fe for direct shipping ore (DSO), and 10% Davis Tube Recovery (“**DTR**”) for magnetite.
- The ore bodies are of relatively significant size with good continuity of the mineralised zones, little internal dilution and the contacts are well constrained. Free digging and diluting material can also carry grade. For the A. Narrian Mine ore reserves are reported considering 15% dilution. For Bicholim Mines, ore reserves are reported considering 2% mining loss and 5% dilution and for Odisha Mines (NIOM and NIMOM), ore reserves are reported on regularized blocks (10X10X9) considering practical recoverable mining parameters including mining dilution and loss. In case of the Bomi Mine, ore reserves have been estimated considering a mining dilution of 5% for DSO and 5.4% for magnetite.

Description of operations

Production facilities

Amona plant. The Amona plant has been engaged in the manufacture and sale of pig iron since it commenced its operations. Our production consists mainly of low ash coking coal and we import almost 100.0% of low ash coking coal each year. We generate our own electric power from the waste heat of our metallurgical coke plant and the blast furnace gas.

Vazare Plant. We acquired this plant given it complements backward integration opportunity for our existing pig iron division and also increases our footprint in the met coke market in southwestern part of India.

The following table sets out the total rated capacities as of March 31, 2026 at our Amona, Vazare and Gujarat facilities:

	Capacity		
	Metallurgical Coke	Pig Iron	Power
	(MTPA)	(MTPA)	(MW)
Amona Plant.....	0.52	1.2	65
Vazare Plant	0.12	N.A.	N.A.
Gujarat Plant.....	0.65	N.A.	N.A.

Mines

Karnataka. Our main operation in Karnataka is at the A. Narrain mine, which is located approximately 200 km northwest of Bangalore. The open-pit mine is well connected by rail.

Goa. Our current operation in Goa is at the Bicholim Mine which is well connected with Sarmanas Jetty 6 km. It is also an open-pit mine.

WCL. WCL comprises of three concession areas, namely Bomi Hills, Bea Mountain and Mano River.

Sales and marketing

Pig iron. Currently, the majority of the pig iron produced by us are sold within India to foundries and steel mills. The sale of pig iron is generally done on a spot basis with prices valid for a month. The prices of pig iron are fixed, with material generally being sent on a freight-to-pay and prepaid basis.

Metallurgical coke. Besides sales within our Group, the balance is sold in the domestic Indian market to foundries, pig iron producers, ferrous alloys producers and cement plants. The sale of metallurgical coke to other customers is done on a spot basis with delivery schedule over the month.

(vi) Steel Business

Introduction

ESL's manufacturing facility is a greenfield integrated steel plant located near Bokaro, Jharkhand, India, which has a current hot metal capacity of 1.6 MTPA and an expansion plan underway to enhance the capacity to 3.2 MTPA hot metal production. It primarily consists of one sinter plant, a vertical coke oven plant, two blast furnaces, an oxygen plant, a lime calcination plant, a steel melting shop, a wire rod mill, a bar mill, a captive power plant and a ductile iron pipe plant. ESL is selling primarily TMT bars, wire rods, ductile iron pipes, pig iron and steel billets in open market and has established its presence in the domestic market.

Total Saleable Production from ESL was 1,386 kt, 1,337 kt and 1,301 kt in Fiscal Years 2024, 2025 and 2026, respectively. Revenue from our Steel Business was ₹7,304 crore (\$827 million) in Fiscal Year 2026, compared to ₹7,928 crore (\$938 million) in Fiscal Year 2025 and \$1,003 million in Fiscal Year 2024. For Fiscal Year 2026, EBITDA from our Steel Business was ₹164 crore (\$19 million) compared to ₹522 crore (\$62 million) for Fiscal Year 2025 and \$27 million for Fiscal Year 2024.

Principal Products

TMT Bars. TMT Bars are thermo mechanically treated steel bars which are produced by controlled quenching and self-tempering process. We sell TMT Bars primarily to the construction industry.

Wire Rod. Steel wire rod is rolled from steel billet in a wire rod mill and is used primarily for the manufacture of wire. The steel for wire rod is produced by all the modern steelmaking processes, including the basic oxygen and electric furnace processes. Steel wire rod is usually cold drawn into wire suitable for further processing such as cold rolling, cold heading, cold upsetting, cold extrusion, cold forging or hot forging. We sell wire rod primarily to automobile and white goods industries.

Ductile Iron Pipe. Ductile iron pipe is a pipe made of ductile cast iron commonly used for potable water transmission and distribution. The ductile iron used to manufacture the pipe is characterised by the spheroidal or nodular nature of the graphite within the iron. Protective internal linings and external coatings are often applied to ductile iron pipes to inhibit corrosion, the standard internal lining is cement mortar and standard external coatings include bonded zinc, asphalt or water-based paint. The ductile iron pipe is primarily used in sanitation, sewerage and irrigation.

Pig Iron. Pig iron is an intermediate product of the iron industry, also known as crude iron, which is first obtained from a blast furnace in a molten state and then typically cast into loaf shaped blocks called “pigs”. Pig iron has a very high carbon content, typically ranging from 3.8% to 4.7%, along with silica and other constituents of dross, which makes it very brittle and not useful directly as a material except for limited applications. Pig iron is primarily produced by smelting iron ore in a blast furnace and serves as a key ingredient for further processing steps, most notably in steelmaking. Pig iron is further processed and is used in steel plants and to produce castings.

Steel Billet. A billet is a length of metal that has a round or square cross-section. Billets are created directly via continuous casting or extrusion or indirectly via hot rolling an ingot or bloom. Billets are further processed via profile rolling and drawing. Final products include TMT and wire rod.

By Product

Granulated Slag. Granulated blast-furnace slag is obtained by rapidly quenching molten blast-furnace slag in water or steam, to produce a glassy, granular product that is then dried and ground into a fine powder. Granulated slag is used in the production of quality-improved slag cement by cement industry.

Production Volumes

The following table sets out ESL’s total production from the Bokaro facility for the periods indicated:

	Fiscal Year		
	2024	2025	2026
	(tonnes)		
Product			
TMT	505,287	488,681	524,588
Wire rod.....	435,767	412,502	445,499
Ductile iron pipe	211,823	171,329	74,983
Pig iron	203,369	220,927	191,927
Saleable Steel billet	29,922	43,469	64,346
Total.....	1,386,168	1,336,908	1,301,343

(vii) Merchant Power Business

Introduction

Our Merchant Power Business is primarily conducted by VPL. Our Merchant Power Business has a portfolio with current operating capacity of 4.2 GW which are fully operational. We have PPAs in place with public utilities involved in power distribution for 3.1 GW of our merchant capacity.

The following table sets out information relating to our power plants as of March 31, 2026:

Plant Location	Gross Capacity (MW)	Merchant Capacity (MW)	Remarks
Talwandi Sabo, Punjab	1,980	1,980	PPA with Punjab Discom
Jharsuguda IPP, Odisha	600	600	PPA with Odisha Discom
Singhatari Chhattisgarh	1,200	600	Unit 1 (600MW) operational since July 2025

Plant Location	Gross Capacity (MW)	Merchant Capacity (MW)	Remarks
			Unit 2 currently in construction phase
	1,000	1,000	Unit 3 (350MW) commercially operational since July 2025
			Unit 4 (350 MW) commercially operational since August 2025
Meenakshi, Tirupati.....			
Total.....	4,780	4,180	

Revenue from our Power Business was ₹9,026 crore (\$1,022 million) in Fiscal 2026, compared to ₹6,159 crore (\$728 million) in Fiscal Year 2025 and \$743 million in Fiscal Year 2024. For Fiscal Year 2026, EBITDA from our Power Business was ₹1,623 crore (\$184 million), compared to ₹737 crore (\$87 million) in Fiscal Year 2025 and \$117 million for Fiscal Year 2024

Commercial power plants

VPL. VPL has secured a long-term linkage for 6.15 mtpa coal which is transported by rail. VPL also sources coal from sources such as the GoI's coal mining companies and imports. In Fiscal Year 2025, the total coal purchased from these sources was 7.4 million tonnes. For Fiscal Years 2024 and 2025, a state-owned power company accounted for 100.0% of VPL power business.

Jharsuguda power plant. The 600 MW sub-critical coal-based independent power plant at Jharsuguda, Odisha, achieved commercial operations in Fiscal Year 2011 and has a 25-year long-term PPA with GRIDCO.

Athena. In 2022, we acquired Athena which owns a 1,200 MW coal-based thermal power plant located at Sakti district of Chhattisgarh. It is a sub-critical project with two units of 600 MW each. One of two 600 MW units was made operational in July 2025, and one other unit is expected to be synchronized in Fiscal 2027.

Meenakshi. In August 2023, we acquired Meenakshi Energy Limited which owns a 1,000 MW thermal coal-based power plant located in the Nellore district of Andhra Pradesh. With an acquisition cost of ₹1,440 crore, the project comprises of two phases with the first phase having two 150 MW units and the second phase having two 350 MW units each. The two 150 MW units were completed and is fully operational since Fiscal Year 2025, whilst the two 350 MW units were commissioned and commenced commercial operations in Fiscal Year 2026.

(viii) Other Activities

Ferro Alloys Corporation Limited

On September 21, 2020, we completed the acquisition of Ferro Alloys Corporation Limited ("FACOR"). FACOR was acquired under the corporate insolvency resolution process pursuant to the Bankruptcy Code. The NCLT on January 30, 2020 approved the resolution plan for the acquisition resulting in FACOR becoming a wholly owned subsidiary. FACOR then amalgamated with its subsidiary Facor Power Limited ("FPL") by NCLT Order dated November 22, 2022.

For Fiscal Year 2025, FACOR's ore production volume and ferro chrome production were 249,708 tonnes and 82,748 tonnes, respectively and ferro chrome sales was 84,043 tonnes. For the Fiscal Year

2026, FACOR's ore production volume and ferro chrome production were 371,211 tonnes and 100,507 tonnes, respectively and ferro chrome sales was 99,099 tonnes.

Vedanta Semiconductors Private Limited and Vedanta Displays Limited

In 2022, we incorporated Vedanta Semiconductors Private Limited and Vedanta Displays Limited to spearhead our foray into semiconductors and display glass, respectively. Vedanta Semiconductors Private Limited and Vedanta Displays Limited are our wholly owned subsidiaries.

Market Share and Competition

Our Aluminium Business has a market share of approximately 44% in producing primary aluminium sector and is the largest aluminium producer in India accounting for approximately 56.8% of the overall smelting capacity in the country (*Source: ICRA Report*). Our competitors include, among others, Hindalco Industries Limited and National Aluminium Company Limited (*Source: ICRA Report*).

HZL is the market leader for zinc, with a significant market share of 75% approximately (in domestic consumption terms) and ranked as the largest integrated zinc producer in the world (*Source: ICRA Report*). HZL is amongst the top 10 silver producers globally (*Source: ICRA Report*). Our competitors include, among others, Glencore, Teck Resources, Fresnillo and KGHM polska Miedz (*Source: ICRA Report*).

We were also one of the leading iron ore producers in India in Fiscal Year 2025 (*Source: ICRA Report*). Our competitors include, among others, Tata Steel, SAIL, JSW Steel, AM/NS India and Jindal Steel and Power Limited (*Source: ICRA Report*).

Intellectual Property

We have entered into a brand license and strategic services agreement dated March 18, 2023 (as amended and restated on January 25, 2024) with Vedanta Limited and Vedanta Resources Investments Limited (“**VRIL**”) (“**Agreement**”). Prior to the Agreement, our Company had granted a non-exclusive license to Vedanta UK Holdings Limited to use the ‘Vedanta’ name, logo and trademarks (“**Trademarks**”), which in turn granted such license to VRIL. Pursuant to this Agreement, VRIL has granted a non-exclusive, non-assignable and non-transferable license to Vedanta Limited and other subsidiaries to use the Trademarks in accordance with the terms of the Agreement.

Sustainability

We have established a comprehensive sustainability framework comprising policies, technical standards and management systems aligned with leading international benchmarks, including the International Finance Corporation Performance Standards, the International Council on Mining and Metals Sustainable Development Framework and the United Nations Global Compact Principles. This framework is supported by structured engagement with independent third-party experts to proactively mitigate, manage and, where required, remediate environmental impacts across our operations.

Our commitment to sustainability is reflected in our consistently improving standing among global metals and mining peers. We have been recognized in the S&P Global Sustainability Yearbook 2025 and have over 190 high-impact ESG initiatives underway across the Group, spanning health and safety, net zero carbon, innovation and circular economy, water, nutrition and community development, among others. This commitment is illustrated by our performance in the S&P Global Corporate Sustainability Assessment 2025, where HZL ranked 1st among 238 diversified metals and mining peers, and our Aluminium Business ranked 2nd among 30 aluminium peers.

We have consistently improved our ranking among global metal and mining peers in the S&P Global Corporate Sustainability Assessment. We have been recognized in the S&P Global Sustainability Yearbook 2025, with over 190 high-impact ESG initiatives ongoing across the Group spanning health and safety, net zero carbon,

innovation and circular economy, water, nutrition and community development, among others. In the S&P Global Corporate Sustainability Assessment 2025, HZL ranked 1st among its 238 diversified metals and mining peers, and our Aluminium Business ranked 2nd among its 30 aluminium peers.

The table below summarizes our current and historical scores/ratings from key ESG rating agencies:

Rating Agency	Current Score/Rating	Historical Score/Rating
MSCI.....	BB	CCC > CCC > B > BB > BB (upward trend)
	31.6	40.7 > 38.9 > 37.6 > 31.6 (continuous risk reduction)
Sustainalytics (VRL).....	Rank: 50/204	
CDP-Climate Change.....	B	D > B- > B > B > B (significant improvement)
CDP-Water	A-	B > A- (maintaining high standards)

As of Fiscal Year ended March 31, 2026, we have, among other things, planted around 3.8 million trees, achieved 0.63x water positivity and utilized 95% high volume low toxicity (HVLTL) waste. We are also currently constructing more than 1,900 MW of round-the-clock renewable energy power generation.

As of Fiscal Year ended March 31, 2026, about 23% of our employees are women, and around 9% of leadership roles being held by women. As of Fiscal Year ended March 31, 2026, we also employed 45 members from the transgender community in our workforce.

ESG Governance

ESG considerations are integrated into existing governance and decision-making processes at the board, committee, and management levels to support strategic planning and long-term business resilience. The framework operates through a dual-tiered structure of board oversight and management oversight, as described hereunder.

Board oversight

Our board of directors (“**Board**”) holds ultimate responsibility for ESG-related decision-making and oversees our strategic direction, organisational culture, ESG commitments, and stakeholder engagement. Our Board ensures that business performance and governance are aligned with sustainability targets, integrating a risk management framework that addresses climate-related risks and opportunities.

Our Board exercises ESG oversight principally through two mechanisms: the Board ESG Committee, which provides focused strategic guidance on ESG-related matters; and the Audit and Risk Management Committee, which ensures that ESG-related exposures are adequately addressed within our Group's ‘Enterprise Risk Management’ framework.

The Board ESG Committee comprises the chief executive officer and two independent directors and holds meetings biannually. The Board ESG Committee is responsible for:

- Guiding the development and oversight of ESG-related policies and management systems;
- Monitoring relevant regulatory developments and advising the Board on compliance with evolving requirements;
- Reviewing the effectiveness of the Group's ESG targets and monitoring progress towards the ESG commitments;
- Evaluating sustainability initiatives and emerging climate-related risks; and

- Supporting governance and disclosure related to ESG performance.

Management Oversight

Our management-level oversight of ESG-related matters is exercised through four dedicated bodies, as described hereunder:

- (i) **ESG Management Committee (the “ESG ManCom”)**: The ESG ManCom comprises our Group HSES (Health, Safety, Environment, and Sustainability) Head and Environment Head. The meeting of the ESG ManCom is held monthly. The ESG ManCom is responsible for overseeing resource allocation for ESG matters, including climate-related topics, directing the operational execution of our Group's 2050 net zero roadmap, reviewing performance data and emerging risks, and ensuring alignment of climate-related actions across all business units.
- (ii) **Group Executive Committee (the “ExCo”)**: The ExCo comprises our Group's chief executive officer, Group HSES Head, sector and business chief executive officers, and business units' ESG heads. The meeting of the ExCo is held monthly. The ExCo reports to our executive Board, and is responsible for embedding climate and sustainability priorities into operational and strategic planning, monitoring key performance indicators, including greenhouse gas intensity and renewable energy capacity, and collaborating with the ESG ManCom to provide climate guidance to the Board ESG Committee.
- (iii) **Community of Practice (the “CoP”)**: The CoP is lead by the head of CoP. The meeting of CoP is held monthly. The CoP is responsible for implementing the ESG strategy across all business units, overseeing related initiatives, and providing recommendations to the ESG ManCom and the ExCo on progress.
- (iv) **Group Risk Management Committee (the “GRM Committee”)**: The GRM Committee comprises our Group's chief executive officer, head of management assurance services, chief financial officer and head of HSE (health, safety, and environment) and business units' chief executive officer. The meeting of GRM Committee is held quarterly. The GRM Committee is responsible for evaluating and maintaining our Group's risk register and associated mitigating actions, including the systematic identification, assessment and management of climate-related risks within our Group's enterprise risk management framework.

These committees collectively ensure that our ESG strategy is translated into measurable operational action and that material issues are escalated to Board level without delay.

Environment, Health and Safety

Health and safety are critical to our business operations, and we have established necessary policies, procedures and related governance mechanism including governance committees across all units to successfully manage risk and realise the ambition of zero fatalities. Regular assessments are also conducted, and improvement programmes are in place across all operating units to ensure health and safety risk are well addressed and managed. We also ensure that workers' rights continue to be honoured at every stage of our operations, across diverse worker groups and the changing legal landscape. Moreover, in our effort to promote health and safety, we have adopted many practices, including the experience-based risk quantification and bow tie and making better risk decision approach to enhance our risk assessment, incident investigations, decision-making capabilities cross business safety audits, fatality investigation and learning through incident cause analysis method (“**ICAM**”). We have implemented the “Critical Risk Management” framework across our operations, which identifies 17 critical risks and is based on the 9-step methodology developed by the ICM.

Corporate Social Responsibility

Vedanta drives sustainable and inclusive community development across India and Africa, aligned with its vision of empowering communities and nation-building. Since FY21, its programs have delivered significant impact, benefitting 30.9 million women and children, skilling 1.75 million families, and reaching over 5,100 villages across 19 states and 3 countries. In FY26, the company impacted 7.8 million beneficiaries with a CSR spend exceeding \$55 million, bringing cumulative investment since FY21 to over \$315 million. Through the Anil Agarwal Foundation, Vedanta has pledged \$600 million this decade to reach 70 million children and 20 million women, with 12,769 Nand Ghars established across 17 states as of FY26, fostering long-term rural resilience and socio-economic mobility.

Litigation

This section includes such legal proceedings which we consider material and which we believe could reasonably be expected to have a material adverse effect on our results of operation and financial condition as of the date of this Offering Circular, which includes, *inter alia*, (i) outstanding civil litigation or arbitration proceedings involving us, our Indian subsidiaries (including their directors and their material subsidiaries) where the amount involved exceeds approximately ₹8860 million, being 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of Vedanta Limited, in accordance with “Policy for Determination of Materiality for Fair Disclosure of Material Events/Unpublished Price Sensitive Information to Stock Exchange(s) and Archival Policy” framed in accordance with Regulation 30 of the SEBI Listing Regulations and adopted and last revised by the board of directors of Vedanta Limited pursuant to its resolution dated August 6, 2024; (ii) outstanding actions initiated by statutory or regulatory authorities against us, our Indian subsidiaries (including their directors and their material subsidiaries); (iii) outstanding criminal litigation filed against us, our Indian subsidiaries (including their directors and their material subsidiaries); and (iv) outstanding material tax litigations involving us, our Indian subsidiaries (including their material subsidiaries). Save as disclosed below, there are no outstanding governmental, legal or arbitration proceedings, including any proceedings which are pending or threatened of which we are aware, which we believe could reasonably be expected to have a material adverse effect on our results of operation and financial condition.

Please note that May 1, 2026, was the effective date for the Scheme of Arrangement and has resulted in the creation of Vedanta Limited, Vedanta Aluminium Metal Limited, Vedanta Oil and Gas Limited (*formerly known as Malco Energy Limited*), Vedanta Iron and Steel Limited and Vedanta Power Limited.

Gujarat Gas Limited has commenced arbitration proceedings against Vedanta Limited.

Vedanta Limited and certain others (“**Respondents**”) entered into certain agreements with Gujarat Gas Limited (“**Gujarat Gas**”) for the offtake of all gas produced from the CB-OS/2 block (“**Agreements**”). Gujarat Gas initiated arbitration proceedings under the Arbitration and Conciliation Act against the Respondents alleging breach of the Agreements by the Respondents in relation to, *inter alia*, sale of gas from the CB-OS/2 block to third parties, reduction of allocation of gas from CB-OS/2 Block to Gujarat Gas and the failure of the Respondents to notify Gujarat Gas of plans to develop a new oil wells. Gujarat Gas claimed, *inter alia*, approximately ₹28 billion as damages from the Respondents for the amounts received due to the diversion of natural gas from the CB-OS/2 block to third party buyers and the Respondents defended the claims on the grounds that *inter alia* Gujarat Gas refused to exercise its right of step in, and the Agreements did not require consent or consultation of Gujarat Gas in case of termination. The Respondents filed a counter claim seeking *inter alia* USD 86.77 million on account of price revision of the gas supplied to Gujarat Gas by the sellers between 2021-2023. An arbitral award has been pronounced in the matter whereby the arbitral tribunal has refused to award any damages to Gujarat Gas and has also refrained from adjudicating the price review claim of the sellers citing jurisdictional issues. Both the parties have challenged the arbitral award before the Delhi High Court. The matter is currently pending. As of the effective date of the Scheme of Arrangement and

pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

Show cause notice issued by SEBI against Sterlite Industries Limited (merged with Vedanta Limited)

SEBI issued a show cause notice to Sterlite Industries India Limited (merged with Vedanta Limited) (“**SIIL**”) to show cause as to why it should not proceed against SIIL under Section 24 read with Section 27 of the SEBI Act, 1992 for alleged violation of regulation 4(a) and 4(d) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 (“**Alleged Violations**”). SIIL replied to the show cause notice. Thereafter, the Chairman of SEBI (“**Authority**”) passed an order dated April 19, 2001, prohibiting SIIL from accessing the capital markets for a period of two years and ordering prosecution proceedings for the Alleged Violations (“**Impugned Order**”). Accordingly, SEBI proceeded to file a criminal complaint before the 8th Additional Chief Metropolitan Magistrate’s Court at Esplanade Mumbai (“**Trial Court**”). SIIL filed an appeal before the Securities Appellate Tribunal (“**SAT**”) against the Impugned Order. The Impugned Order was subsequently overruled by the SAT *vide* an order dated October 22, 2001, on the basis that *inter alia* there was insufficient material evidence to establish that SIIL had, directly or indirectly, engaged in market manipulation and allowed the appeal filed by SIIL (“**SAT Order**”). SEBI filed an appeal before the High Court of Judicature at Bombay (“**Bombay High Court**”) against SIIL, its Director, Anil Agarwal and others (“**Accused**”) challenging the SAT Order which is currently pending. SIIL filed a criminal application before the Bombay High Court to stay the criminal proceedings initiated by SEBI through its criminal complaint since the Impugned Order was set aside by SAT. The Bombay High Court *inter alia vide* an order dated November 22, 2006 admitted the application and granted an interim stay on the criminal proceedings. As per the amendment to the SEBI Act, 1992 through the Securities Law (Amendment) Act, 2014, the jurisdiction of the matter has been transferred from the Trial Court to the sessions court. The aforementioned interim stay on the criminal proceedings granted by the Bombay High Court continues to be in force as on date. The matter is currently pending.

Proceedings initiated by Sterlite Industries Limited (merged with Vedanta Limited) against the order of Special Director, Enforcement Directorate

The Special Director, Enforcement Directorate (“**Adjudicating Authority**”) *vide* an order imposed a penalty of ₹200 million on Sterlite Industries India Limited (merged with Vedanta Limited) (“**SIIL**”) and ₹50 million each on Navin Agarwal and Anil Agarwal (collectively, the “**Directors**”) alleging violation of Section 8(1) of the Foreign Exchange Regulation Act, 1973 (“**Act**”) for acquiring and transferring foreign exchange equivalent amounting to ₹2,080 million into an overseas entity, without prior approval of the Reserve Bank of India (“**RBI**”) (“**Order I**”). Vedanta Limited challenged the Order I before the Appellate Authority for FEMA, New Delhi (“**Appellate Authority**”). The Appellate Authority, *vide* its order dated 27 November 2024, dismissed the appeal filed by Vedanta Limited (“**Order II**”). Vedanta Limited and the Directors have filed an appeal against the Order II before the High Court of Bombay (“**Appeal**”). The High Court of Bombay has directed the Adjudicating Authority to refrain from taking any coercive action subject to Vedanta Limited and the Directors furnishing a bank guarantee (“**BG**”). The BG has since been furnished, and the Appeal is currently pending.

Proceedings involving Cairn India Limited (merged with Vedanta Limited) for non-payment of dividend

Cairn UK Holdings Limited (“**CUHL**”) filed a complaint on the SEBI complaint redressal system (“**Complaint**”) alleging non-payment of dividend amounting to ₹6,665.35 million by Cairn India Limited (merged with Vedanta Limited) (“**CIL**”) in respect of the equity shares held by CUHL in CIL. SEBI disposed of the Complaint on the ground that the unpaid dividends had been paid to the Government of India pursuant to the recovery notice issued by the Deputy Commissioner of Income Tax and the said matter was pending before the relevant income tax authorities. CUHL filed an appeal before the Securities Appellate Tribunal (“**SAT**”) challenging the disposal of the Complaint by SEBI. Subsequently, the SAT directed SEBI to reconsider the Complaint for violation of provisions of the Companies Act and SEBI Listing Regulations for non-payment of dividends. Basis re-examination, SEBI disposed of the Complaint on the ground that *inter alia* there was

absence of *mens rea* on the part of CIL, which is required to constitute an offence under Section 127 of the Companies Act (“**Disposal of Complaint**”). CUHL challenged the Disposal of Complaint before the SAT. The SAT observed that a *prima-facie* case was made out by CUHL and directed SEBI to investigate the alleged violations of the Companies Act and SEBI Listing Regulations within six months (“**SAT Order**”). SEBI filed an appeal before the Supreme Court and the Supreme Court upheld the SAT Order and extended the time for completing the enquiry. Thereafter, SEBI issued a show cause notice to Vedanta Limited, its Directors, Navin Agarwal and Priya Agarwal Hebbar and others (collectively, “**Parties**”) to show cause as to why suitable directions should not be initiated for *inter alia* alleged violations of certain provisions of the Companies Act and SEBI Listing Regulations for non-payment of dividend. Pursuant to an order (“**Order**”), SEBI directed Vedanta Limited to pay CUHL ₹776.3 million, that is simple interest at the rate of 18% per annum for delayed payment of dividend, due and payable to CUHL within 45 days of the Order and pursuant to its directions **inter alia** (a) restrained Vedanta Limited’s Director, Navin Agarwal and certain others from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with securities market in any manner, whatsoever, for a period of two months from the date of the Order; and (b) restrained Vedanta Limited’s Director, Priya Agarwal Hebbar and certain others from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with securities market for a period of one month from the date of the Order. Aggrieved by the Order, the Parties filed an appeal before SAT and subsequently, SAT granted a stay on the effect and operation of the Order subject to deposit of 50% of the interest amount. The aforesaid payment of 50% of the interest amount was deposited by Vedanta Limited. The matter is currently pending before the SAT. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

SEBI action against Cairn India Limited (merged with Vedanta Limited)

SEBI issued a show cause notice (“**Notice**”) to Vedanta Limited and others, alleging that pursuant to an investigation, it had observed that Cairn India Limited (merged with Vedanta Limited) (“**CIL**”) had made a misleading announcement in relation to a buyback without any intention to fulfil the same. Pursuant to the Notice, SEBI directed Vedanta Limited and others to show cause as to why (a) an enquiry shall not be held against them; and (b) penalty shall not be imposed under Section 15HB of the SEBI Act for violation of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 (“**PFUTP Regulations**”) and the Securities and Exchange Board of India (Buyback) Regulations, 1998 (“**Buyback Regulations**”). Subsequently, the Adjudicating Officer, SEBI (“**AO**”) held Vedanta Limited to be in violation of the provisions of the PFUTP Regulations and Buyback Regulations (“**Order**”) and imposed a penalty of ₹52.50 million on Vedanta Limited for making misleading announcement in relation to a buyback of its shares. Vedanta Limited filed an appeal against the Order before the Securities Appellate Tribunal (“**SAT**”) contending *inter alia* that it cannot be conclusively proved that Vedanta Limited made such misleading announcement in relation to a buyback of its shares. Pursuant to its order, SAT set aside the Order (“**SAT Order**”). SEBI has filed an appeal before the Supreme Court challenging the SAT Order. The matter is currently pending.

Proceedings initiated by Vedanta Aluminium Limited (now merged into Vedanta Limited) against Principal Secretary, Government of Odisha, Revenue and Disaster Management Department

The Principal Secretary, Government of Odisha, Revenue and Disaster Management Department issued an order directing the Collector, Jharsuguda to, *inter alia*, withdraw the permission granted to Vedanta Aluminium Limited (now merged into Vedanta Limited) (“**Petitioner**”) to fill fly ash over plot number 188 of Mouza-Bhurkamunda, Odisha (“**Plot**”) and cause eviction of the Petitioner from the said land (“**PS Order**”). The District Office, Jharsuguda (Revenue Section) also issued an order, *inter alia*, withdrawing the permission granted to the Petitioner for filling fly ash over the Plot (“**DO Order**”). Aggrieved by the PS Order and the DO Order, the Petitioner has filed a writ petition before the Orissa High Court. The matter is currently pending. As

of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Proceedings related to fatal accident at Vedanta Limited's factory in Bhurkamunda, Sripura, Jharsuguda

The Assistant Director of Factories & Boilers, Jharsuguda Zone, Odisha (“**Assistant Director**”) filed a criminal complaint before the Sub Divisional Judicial Magistrate, Jharsuguda, Odisha under Rule 13 of the Orissa Factories Rules, 1950 against certain employees of Vedanta Limited. The Assistant Director has alleged violations of Section 7-A(2)(a) of the Factories Act, 1948 and Rule 62 D of the Odisha Factories Rules, 1950 due to an accident that took place at Vedanta Limited's factory in Bhurkamunda, Sripura, Jharsuguda. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Proceedings filed by SEBI against Sterlite Industries India Limited (merged with Vedanta Limited) for alleged violation of provisions of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to securities market) Regulations, 1995

Pursuant to SEBI's order dated April 19, 2001, prohibiting Sterlite Industries India Limited (merged with Vedanta Limited) (“**SIIL**”) from accessing the capital markets for a period of two years and ordering prosecution proceedings against SIIL, through its directors namely Anil Agarwal, Tarun Jain and Shashikant for the Alleged Violations, SEBI filed a criminal complaint against SIIL, its Director, Anil Agarwal and others before the Additional Metropolitan Magistrate, Esplanade in relation to the alleged violation of Regulations 4(a) and 4(d) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995. SIIL filed a criminal application before the Bombay High Court to stay the criminal proceedings initiated by SEBI through its criminal complaint. The Bombay High Court subsequently admitted the application and granted an interim stay on the criminal proceedings. This order continues to be in force as on date. The matter is currently pending.

Proceedings involving Vedanta Aluminum Limited (merged into Vedanta Limited) pertaining to applicability of Orissa Electricity Regulatory Commission (Renewable and Co-generation Purchase Obligation and its Compliance) Regulations, 2010

In 2010, the Odisha State Commission (“**State Commission**”) approved the Orissa Electricity Regulatory Commission (Renewable and Co-generation Purchase Obligation and its Compliance) Regulations, 2010 (“**RCPO Regulations**”). Under the RCPO Regulations, every obligated entity was to purchase not less than 5% of its total annual energy consumption from co-generation and renewable energy sources from Fiscal 2012. Bhushan Steel and Power Limited filed a petition before the State Commission praying for relaxation from the RCPO Regulations. In order to have a comprehensive hearing, the State Commission decided to hear the power generating entities in the state, including Vedanta Aluminium Limited (now merged into Vedanta Limited) (“**Appellant**”). With a view to take a common decision on the applicability of the RCPO Regulations, the State Commission initiated *suo motu* proceedings on fulfilling the renewable purchase obligation under the RCPO Regulations and decided to hear the obligated entities in Odisha (“**Suo-Motu Proceedings**”). The Appellant was impleaded as a party to the Suo-Motu Proceedings by the State Commission. The Appellant objected to the applicability of the RCPO Regulations on the grounds that, *inter alia*, the direction of the State Commission that captive plants and open access consumers should compulsorily purchase renewable energy is beyond the jurisdiction of the State Commission and alternatively, sought exemption from the RCPO Regulations. The State Commission held, *inter alia*, that reopening of issues with respect to various provisions of the RCPO Regulations cannot be entertained as it would amount to re-opening of the issues that have been previously decided by the State Commission and rejected the submissions made by the Appellant (“**Impugned Order**”). Aggrieved by the Impugned Order, the Appellant filed an appeal before the Appellate Tribunal for Electricity, New Delhi (“**APTEL**”). APTEL observed, *inter alia*, that the State Commission had failed to follow the rationale laid down by APTEL and set aside the Impugned Order (“**Impugned Judgement**”). Aggrieved by the Impugned Judgment, the State Commission filed a special leave petition before the Supreme Court. The matter

is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Proceedings initiated by Odisha Power Transmission Corporation Limited against Odisha Electricity Regulatory Commission in relation to transmission charges

The Odisha Electricity Regulatory Commission (“**OERC**”), vide a tariff order, approved a retail supply tariff for the Fiscal Year 2022 for all its distribution utilities in Odisha (“**Tariff Order**”). As per the Tariff Order, only 20% of the transmission and wheeling charge was payable by an open access consumer drawing power from renewable source except biomass power plant and co-generation (“**Consumers**”). Odisha Power Transmission Corporation Limited (“**OPTCL**”) filed a petition before OERC seeking to allow to levy 100% transmission charges to all Consumers. Vedanta Limited and others were impleaded as parties to the proceedings. OERC passed an order withdrawing all concession charges given to Consumers for the Fiscal Year 2023 (“**Order I**”). Pursuant to the Order I, OPTCL retrospectively applied Order I and levied 100% transmission charges for Consumers for the Fiscal Years 2021 and 2022 (“**Charges**”). OERC held the Charges to be illegal (“**Order II**”). Subsequently, OPTCL has challenged Order II before the Appellate Tribunal for Electricity, New Delhi. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Proceedings initiated against Vedanta Limited alleging violation of certain air, water and hazardous waste management regulations

Fatima (“**Complainant**”) filed a criminal petition against Vedanta Limited, its Director, Navin Agarwal, and others (collectively, “**Accused**”) before the Court of the Judicial Magistrate No. III, Thoothukkudi, Tamil Nadu (“**CJM**”) under Section 200 of the Code of Criminal Procedure, 1973 read with Section 15 of the Environment Protection Act, 1986. The Complainant alleged, *inter alia*, that the Accused had failed to renew the consent and authorization for handling hazardous waste (“**Authorization**”) for Vedanta Limited’s copper smelter plant located at the SIPCOT Industrial Complex, Thoothukudi, Tamil Nadu (“**Copper Smelter Plant**”) under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. The CJM by way of an order dismissed the said petition on the ground that cases on the same issue were pending before the Madras High Court and the Supreme Court (“**Impugned Order**”). Aggrieved by the Impugned Order, the Complainant filed a criminal revision petition before the Madras High Court for setting aside the Impugned Order. The Complainant has alleged that *inter alia* Vedanta Limited’s application for renewal of consent to operate was rejected due to failure of Vedanta Limited to conform to certain conditions as mentioned in the Authorization. The matter is currently pending.

Writ Petitions filed against Vedanta Limited for demolition of its Copper Smelter Plant

The Complainant also filed a separate writ petition against the State of Tamil Nadu, Vedanta Limited and others before the High Court of Madras (“**High Court**”) seeking, *inter alia*, a writ of mandamus directing the State of Tamil Nadu (“**State**”), the Tamil Nadu State Pollution Control Board (“**TNPCB**”) and the District Collector, Thoothukudi District, Tamil Nadu to demolish the Copper Smelter Plant and restore the site to its previous state by remediating the environment, including the soil and water. In relation to the writ petition, the High Court issued an order impleading the Central Pollution Control Board as a party to the writ petition. The Madras High Court has since constituted an independent committee (“**Committee**”) for taking steps towards remediation, if required. The Committee is expected to take further steps in the matter.

Matters in relation to reopening and restart of Vedanta Limited’s Copper Smelter Plant

The State of Tamil Nadu and Tamil Nadu State Pollution Control Board (“**Government Authorities**”) had passed a series of orders directing the closure of the Copper Smelter Plant for violation of numerous environmental norms (“**Government Orders**”). Vedanta Limited challenged the Government Orders before the National Green Tribunal (“**NGT**”). The NGT formed a committee consisting of officials from the Ministry of External Affairs, the Central Pollution Control Board and a retired High Court Chief Justice (“**Committee**”)

and based on the Committee's recommendations, ordered the reopening of the Copper Smelter Plant ("**NGT Order**"). Aggrieved by the NGT Order, the Government Authorities filed an appeal before the Supreme Court. The Supreme Court observed, inter alia, that the NGT did not have the jurisdiction to decide the matter and set aside the NGT Order. However, the Supreme Court granted liberty to Vedanta Limited to approach the High Court under Article 226 of the Constitution of India. ("**SC Order**"). Pursuant to the SC Order, Vedanta Limited approached the High Court of Judicature at Madras ("**High Court**"). The High Court observed that the Copper Smelter Plant, inter alia, did not have appropriate systems in place for the disposal of hazardous waste, failed to comply with the requirement of maintaining a green belt and ordered the closure of the Copper Smelter Plant ("**HC Order**"). Aggrieved by the HC Order, Vedanta Limited had filed a special leave petition before the Supreme Court which has been dismissed ("**SLP Order**"). Further, a review petition was filed by Vedanta Limited before the Supreme Court, in appeal to the SLP Order ("**Review Petition**"). The Review Petition has been dismissed by the Supreme Court. Vedanta Limited had filed a writ petition before the High Court for considering its green copper initiatives for restarting the Copper Smelter Plant. The High Court had directed Vedanta Limited to file an application before the Government Authorities. Basis the Madras High Court's directions, Vedanta Limited filed a fresh application for a consent to operate ("**CTO Application**") before Tamil Nadu Pollution Control Board ("**TNPCB**"). The TNPCB has rejected the fresh CTO Application, however, the Company has challenged this rejection by filing another writ petition before Madras High Court.

Proceeds initiated by Vedanta Limited against T.P. Western Odisha Distribution Limited

Vedanta Limited operates captive power generating plants ("**CGP**") in Odisha for self-consumption. T.P. Western Odisha Distribution Limited ("**TPWODL**") issued demand notices and invoices to Vedanta Limited demanding payment of cross subsidy charges for the Fiscal Year 2016 ("**Notices**"). Vedanta Limited challenged the Notices before the Odisha Electricity Regulatory Commission ("**OERC**") contending that *inter alia* CGP is exempt from the payment of cross subsidy charges. OERC observed that Vedanta Limited lost its CGP status in Fiscal Year 2016 and directed Vedanta Limited to make the payment in terms of the Notices ("**Order**"). Thereafter, TPWODL issued a revised notice demanding payment of cross subsidy charges ("**Revised Notice**"). Vedanta Limited has challenged the Order before the Appellate Tribunal for Electricity, New Delhi on the ground that *inter alia*, Vedanta Limited was not granted a fair hearing and that the CGP status was wrongfully denied to Vedanta Limited. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Vedanta Limited has commenced proceedings against the GoI, which the GoI has disputed Vedanta Limited's exercise of the call option to purchase its remaining ownership in HZL

Pursuant to the Government of India's ("**GoI**") policy of disinvestment, Sterlite Opportunities & Ventures Limited (merged with Vedanta Limited) ("**SOVL**") acquired 26% of the equity share capital of HZL from the GoI. In terms of the shareholders' agreement ("**SHA**"), SOVL had two call options to purchase the equity shares held by GoI in HZL. SOVL exercised the first call option on August 29, 2003, and acquired an additional 18.9% of HZL's issued share capital. SOVL exercised its second call option in 2009, however, the same was refused by the GoI. Consequently, SOVL initiated arbitral proceedings for enforcing its rights under the SHA to exercise the call options and to purchase the remaining equity shares held by the GoI in HZL. Separately, a writ petition ("**Petition**") was filed before the Supreme Court questioning the decision of GoI to divest its shareholding in HZL. The Supreme Court disposed of the Petition and allowed the GoI's proposal to divest its entire shareholding in HZL in the open market in accordance with the applicable law and directed the Central Bureau of Investigation of India to register a regular case ("**CBI Enquiry**") in relation to the process followed by GoI for the disinvestment of HZL ("**Order**") and submit reports every quarter. Pursuant to the Order, Vedanta Limited has withdrawn the arbitration claim, which has been accepted by the arbitration tribunal. Vedanta Limited also filed a miscellaneous application ("**Application**") before the Supreme Court on the grounds that the GoI had not divested its remaining shareholding HZL. The Application was subsequently disposed of by the Supreme Court. The CBI Enquiry is currently pending.

Intervention application filed by Commissioner of Income Tax objecting to the scheme of amalgamation and arrangement amongst Ekaterina Limited, Sterlite Industries (India) Limited, Madras Aluminium Company Limited, Sterlite Energy Limited, Vedanta Aluminium Limited and Vedanta Limited

The Commissioner of Income Tax (“CIT”) had filed an intervention application before the Bombay High Court objecting to the scheme of amalgamation and arrangement (“**Scheme**”) amongst Ekaterina Limited, Sterlite Industries (India) Limited, Madras Aluminium Company Limited, Sterlite Energy Limited, Vedanta Aluminium Limited and Vedanta Limited on the grounds that by virtue of the Scheme the entire tax liability of Vedanta Limited would be wiped out and refunded to it. However, the Bombay High Court passed an order stating that the Central Government and the income tax authorities do not have the power to intervene or to be heard on any scheme which is filed for seeking sanction. Aggrieved by the High Court’s order, the CIT and the Ministry of Corporate Affairs have filed separate special leave petitions against the Bombay High Court order before the Supreme Court of India. The matters are currently pending.

Arbitration proceedings invoked by Vedanta Limited against GoI for demanding payment of dues arising out of audit carried out by the GoI in terms of the production sharing contract signed by Vedanta Limited with Oil and Natural Gas Corporation and Shell India Production Development

The Government of India (“GoI”) entered into a production sharing contract (“PSC”) with Oil and Natural Gas Corporation and Shell India Production Development (“SIPD”) in relation to, *inter alia*, carrying out exploration, discovery, development and production of petroleum resources on the Rajasthan block RJ-ON-90/1 and subsequently, Vedanta Limited acquired SIPD’s interest in the PSC. The GoI demanded payment from Vedanta Limited on the basis of the audit carried out by the GoI in terms of the PSC (“**Audit Exceptions**”). Vedanta Limited invoked arbitration proceedings against the GoI regarding, *inter alia*, recovery of exploration, development, and production costs. Further, Vedanta Limited challenged the demand of payment of dues arising out of Audit Exceptions. The GoI filed a counterclaim demanding, *inter alia*, ₹85,968.00 million on the basis of its Audit Exceptions. Pursuant to its order, the arbitral tribunal (“**Tribunal**”) decided in Vedanta Limited’s favour on substantial issues and *inter alia* dismissed the GoI’s counterclaim to enforce the Audit Exceptions. The Tribunal passed a final partial award regarding the interpretation of the PSC and observed, *inter alia*, that the audit exceptions pertaining to the allocation of development costs, production costs, exploration costs are unenforceable and provided that if the parties could not agree on precise figures for the quantum of costs, then the Tribunal would provide appropriate directions (“**Final Partial Award**”). Subsequently, the GoI applied before the Tribunal for injunctive relief under Section 17 of the Arbitration Act against unilateral deductions. The Tribunal held, *inter alia*, that unilateral deductions do not amount to unilaterally settling quantum and the accounts at issue did not violate the Final Partial Award, therefore the requests made by the GoI for restraining Vedanta Limited from implementing the Final Partial Award would not meet the threshold for harm to the GoI required for injunctive relief (“**Impugned Order**”). Aggrieved by the Impugned Order, the GoI filed an appeal before the Delhi High Court under Section 37 of the Arbitration Act (“**Section 37 Appeal**”). GoI’s appeal has been dismissed by the Delhi High Court. GOI has filed a special leave petition before the Supreme Court challenging the order passed in Section 37 Appeal. The matter is currently pending. Additionally, GoI has also filed a separate application before the Delhi High Court under Section 34 of the Arbitration Act seeking the setting aside of the Final Partial Award. The matter is currently pending. Following the Final Partial Award, GoI and Vedanta Limited were unable to reach an agreement on the quantum of amounts payable. Accordingly, the parties initiated quantum proceedings before the Tribunal. Vedanta has filed a claim of USD 512.4 million whereas GOI has filed a counterclaim of USD 210 million. The Tribunal has issued its Final Partial Award on quantum on June 10, 2026 wherein the Tribunal has upheld the claims of Vedanta Limited for recovery of USD 512.4 million from the GoI. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

Arbitration proceedings involving Vedanta Limited with respect to payment of service tax and goods and services tax based on participating interests in the royalty on petroleum produced

Oil and Natural Gas Corporation (“ONGC”) sent a notice on September 26, 2024 to Vedanta Limited and Cairn Energy Hydrocarbons Limited (“CEHL”), invoking arbitration and appointing its nominee arbitrator. The arbitration pertains to the Rajasthan Block, where ONGC is seeking relief, alleging that all joint venture partners of the RJ Block – ONGC, Vedanta, and CEHL (“JV Partners”), are individually liable to pay service tax and goods and services tax to the relevant state government, based on their respective participating interests in the royalty on petroleum produced. ONGC has paid the royalty from the commencement of production until the amendment of the RJ PSC on October 27, 2022. Since then, all JV Partners of the RJ Block have been paying their respective shares of the royalty directly. However, ONGC asserts that the issue regarding goods and services tax/ service tax on royalty payable to the respective state governments remains unresolved, and this issue has been referred to arbitration. The arbitral tribunal has been constituted. VEDL submitted a Statement of Defence and ONGC has filed its Rejoinder. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

Notice invoking Arbitration issued by VEDL seeking adjusted in inter se economic benefit of parties due to imposition of Special Additional Excise Duty (“SAED”) in relation to RJ Block Government of India (“GoI”) imposed Special Additional Excise Duty (“SAED”) in July 2022 materially impacting the economic benefit of Oil & Gas Undertaking and our subsidiary, Cairn Energy Hydrocarbons Limited (“CEHL”). VEDL has initiated arbitration proceedings against the Government of India (“GoI”) under the production sharing contract for the Rajasthan block (“RJ PSC”) claiming benefit of “Change in Law” provisions in the RJ-PSC to compensate it (and CEHL) for the impact of imposition of SAED on its economic benefit of USD218.87 million from the Rajasthan block.

Since, GoI has agreed to a conciliation process, hence, the notice invoking arbitration is in abeyance till completion of conciliation proceedings. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

Proceedings relating to the GRIDCO Power purchase agreement

Vedanta Limited entered into a consolidated power purchase agreement (“PPA”) with the Grid Corporation of Odisha (“GRIDCO”) for the supply of power from Vedanta Limited’s power plant located in Jharsuguda, Odisha. Vedanta Limited filed a petition before the Odisha Electricity Regulatory Commission (“OERC”) under Section 86(1) of the Electricity Act, 2003 for adjudication of disputes between Vedanta Limited and GRIDCO regarding, *inter alia*, payment of outstanding dues and execution of the revised PPA (“Petition”). The OERC dismissed the Petition on the grounds that, *inter alia*, the matter for payment of outstanding disputes was pending before the Supreme Court and the revised PPA was to be considered for approval after the sub judice matter had been settled by the OERC (“Impugned Order”). Aggrieved by the Impugned Order, Vedanta Limited filed an appeal before the Appellate Tribunal for Electricity (“APTEL”). APTEL dismissed the appeal and observed, *inter alia*, that the entire issue was covered by previous judgments of APTEL and ordered GRIDCO to make payments amounting to ₹4,489.00 million to Vedanta Limited for supply of power from 2010 to 2016 (“Appellate Judgement”). Aggrieved by the Appellate Judgement, GRIDCO has filed an appeal before the Supreme Court under Section 125 of the Electricity Act, 2003. The appeal is currently pending.

GRIDCO also filed an application before the OERC under Section 86(1)(f) of the Electricity Act, 2003 for resolution of disputes regarding, *inter alia*, definition of marginal sources and priority of marginal sources and calculations of annual fixed charges and capacity charges. The OERC observed, *inter alia*, that marginal source should include un-requisitioned power from the interstate generating station, power overdrawn under demand side management and power drawn from the Indian Energy Exchange Limited, and directed both parties to make amendments to the PPA keeping in view the directions given by the OERC *vide* its order (“OERC

Order”). Aggrieved by the OERC Order, Vedanta Limited filed an appeal before APTEL under Section 111 of the Electricity Act, 2003. GRIDCO also filed a cross appeal before APTEL against the OERC Order on the grounds of short supply of power by Vedanta Limited and incorporation of the penalty clause in the PPA. The matter was heard and Vedanta Limited received a favourable order directing release of payments to it from GRIDCO vide order dated September 9, 2025 (“**APTEL Order**”). GRIDCO filed a review petition before APTEL against the earlier APTEL judgment, and APTEL passed a favourable order dismissing the review petition, holding that no error apparent on the face of the record was made out and that the petition was effectively an appeal in disguise.

Separately, Vedanta Limited had filed an application before OERC seeking refund of amounts deducted from bills alleging short supply of power and a declaration that Vedanta Limited’s obligations to supply power were limited to availability of linkage coal. The OERC dismissed the application on December 21, 2024, holding that the reliefs sought were barred by res judicata or were sub-judice in other appeals before this OERC. Aggrieved by the order of OERC, Vedanta Limited has filed an appeal before APTEL against the order of OERC. The matter is currently pending.

As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Writ petition filed by Vedanta Limited in the Delhi High Court seeking an extension production sharing contract

The Government of India (“**GoI**”) entered into a production sharing contract (“**PSC**”) with the Oil and Natural Gas Corporation and Shell India Production Development (“**SIPD**”) in relation to, *inter alia*, carrying out petroleum-related operations on the Rajasthan block and subsequently, Vedanta Limited acquired SIPD’s interest in the PSC. As per the PSC, in case commercial production of natural gas continued beyond the term of the PSC, the PSC would get extended for a further period of 10 years. In light of this, Vedanta Limited filed a writ petition before the Delhi High Court seeking an extension of the PSC, however, the GoI introduced an extension policy revising the terms of the PSC and insisted on an increase in the share of profit payable to the GoI (“**Extension Policy**”). The GoI also called upon Vedanta Limited to submit a formal application (“**Application**”) in accordance with the Extension Policy to seek extension of the PSC. Vedanta Limited submitted the Application but challenged the applicability of the Extension Policy contending that the extension of the PSC was a contractual right under the PSC which could not be altered by the Extension Policy. Pursuant to an order, the Delhi High Court held that the Extension Policy was contrary to the terms of the PSC (“**Order I**”). Aggrieved by the Order I, the GoI filed an appeal (“**Appeal**”) before the Division Bench of the Delhi High Court (“**Division Bench**”). The Division Bench *vide* its order (“**Order II**”) set aside the Order I and held that the Extension Policy was the “applicable law” and that the Application would be extended under the Extension Policy. Aggrieved by the Order II, Vedanta Limited filed a special leave petition (“**Special Leave Petition**”) before the Supreme Court. Pending the Special Leave Petition, PSC has been extended for a period of 10 years with effect from May 15, 2020. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

Writ petition filed by Vedanta Limited against Odisha Mining Corporation Limited before Orissa High Court

Vedanta Limited has filed a writ petition against Odisha Mining Corporation (“**OMC**”) before the High Court of Odisha (“**OHC**”), challenging the unilateral alteration in the bauxite pricing mechanism, disregarding a subsisting 2018 long term linkage agreement (the same agreement was further revised in 2023), violating assurances and promises made during the setup of its alumina refinery and the arbitrary application of Rule 45(1) of the Minerals (Other than Atomic and Hydro-Carbons Energy Minerals) Concession Rules, 2016 (“**MCR Rules**”). Vedanta Limited contended that the principles of promissory estoppel squarely applies to this

case and that OMC shall supply the agreed quantity of bauxite in accordance with the assurances and promises made during investments. Further, Rule 45(1) of the MCR Rules is not applicable to the mercantile sale of bauxite. During the course of proceedings, the OHC passed an order directing OMC to supply the agreed quantity of bauxite until the term of the Agreement, subject to payment of ₹1,000 per metric tonne by Vedanta Limited, along with an undertaking for the payment of differential amount with the floor price in accordance with MCR Rules until the disposal of the writ petition. The demand raised by OMC was also made subject to the final outcome of the writ petition. The matter is currently pending before the OHC.

As of the effective date of the Scheme of Arrangement, though formal application for substitution of parties is yet to be filed as the matter has been reserved for orders, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged entities.

Arbitration proceedings initiated by Vedanta Limited against Union of India against prohibition from exercising call option on shares held in BALCO

Vedanta Limited entered into a share purchase agreement (“SPA”) with the Union of India (“Respondent”) and BALCO on March 2, 2001 (“Closing Date”) to purchase 51% of the issued, subscribed and paid-up capital of BALCO. Pursuant to the SPA, Vedanta Limited entered into a shareholders agreement (“SHA”) with the Respondent and BALCO on the Closing Date. Under Clause 5.8 of the SHA, the Petitioner had a right to issue a call notice (“Call Notice”) upon the expiry of the third anniversary of the Closing Date or any time thereafter, pursuant to which the Respondent was under an obligation to sell its entire existing shareholding to Vedanta Limited. Upon expiry of the Closing Date, Vedanta Limited issued the Call Notice to the Respondent. At the request of the Respondent, Vedanta Limited agreed to extend the time of sale of the shareholding of the Respondent in BALCO until March 2006. Basis the report prepared by a valuer, the Respondent determined the value of the shares to be sold at ₹101.65 per share. In the interest of an expeditious sale of the Respondent’s shares, Vedanta Limited made a payment of ₹10,989.00 million to the Respondent, subject to final determination in arbitration. In view of the defaults and delays by the Respondent, Vedanta Limited issued a notice to the Respondent which entitled the Petitioner to purchase shares at a lower price (“Demand Notice”). The Respondent replied to the Demand Notice and argued that Clause 5.8 of the SHA is violative of Section 111A of the Companies Act, 1956 (“Companies Act”). Upon the failure of the parties to resolve the dispute through mediation and negotiation, the matter was referred to an arbitral tribunal (“Arbitral Tribunal”). The Arbitral Tribunal held, *inter alia*, that Clause 5.8 of the SHA was void, ineffective and inoperative by virtue of being violative of Section 111A of the Companies Act (“Award”). Aggrieved by the Award, Vedanta Limited has filed a petition before the High Court of Delhi which was dismissed by a single judge bench (“Single Bench Order”). Vedanta Limited has filed an appeal against the Single Bench Order before the division bench of the High Court of Delhi. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Proceedings initiated by Vedanta Limited before Odisha Electricity Regulatory Commission against Grid Corporation of Odisha Limited

Vedanta Limited entered into a consolidated power purchase agreement (“PPA”), with the Grid Corporation of Odisha Limited (“GRIDCO”) for supplying 25% of the energy produced from the coal fired power plant (“Power Plant”) located in Jharsuguda, Odisha at full tariff. Vedanta Limited filed a petition before the Odisha Electricity Regulatory Commission (“OERC”) to convert its four units of the power plant from independent power plants (“IPP”) to captive generating plants (“CGP”). The OERC passed an order, *inter alia*, allowing the conversions of three units of the Power Plant to CGP but held that the remaining unit (“Unit-II”) of the Power Plant will continue to remain an IPP and connected to the state grid (“Impugned Order”). Aggrieved by the Impugned Order, Vedanta Limited filed a review petition before the OERC for allowing the conversion of Unit-II from IPP to CGP. The OERC passed an order allowing Unit-II to normally operate as CGP subject to certain conditions, including but not limited to operating Unit-II as IPP if GRIDCO requires power from Vedanta Limited for state consumption and has given a three month notice for the same (“Review Order”). Aggrieved

by the Review Order, GRIDCO filed an appeal before the Appellate Tribunal for Electricity, New Delhi (“**APTEL**”). APTEL set aside the Review Order on the sole ground that OERC had not indicated the reasons for reviewing the Impugned Order and ordered OERC to pass a fresh order (“**APTEL Order**”). In compliance with the APTEL Order, the OERC undertook the matter for hearing and held, *inter alia*, that in compliance with the PPA and the Impugned Order, Unit-II of the Power Plant will not convert from IPP to CGP (“**Final Order**”). Aggrieved by the Final Order, Vedanta Limited has filed an appeal before APTEL. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Writ petitions filed by Vedanta Limited challenging the imposition and legal validity of the forest development tax and forest development fee

Vedanta Limited and others filed writ petitions before the High Court of Karnataka, against the state of Karnataka, challenging the imposition and legal validity of the forest development tax (“**FDT**”) at the rate of 12% of the value of iron ore sold by mining lessees from the mining leases in the forest area pursuant to the notification by the state government of Karnataka and the memorandum/common order issued by the Deputy Conservator of Forests amending section 98-A of the Karnataka Forest Act. On December 3, 2015, the High Court of Karnataka passed its final order quashing the forest development tax notification, and directing a refund of the amount collected from mining leases. Aggrieved by the judgement of High Court of Karnataka, the state of Karnataka filed a special leave petition before the Supreme Court. The matter is currently pending before the Supreme Court. In the interim, the Supreme Court of India has stayed the refund of the forest development tax amount as ordered by the High Court of Karnataka.

Meanwhile, the state government of Karnataka issued the Karnataka Forest (Amendment) Act, 2016 (the “**Amendment Act**”) to validate the earlier law, making certain amendments with retrospective effect. The Amendment Act has also changed the nomenclature of **FDT** to “Forest Development Fee” (“**FDF**”) with retrospective effect. The validity of the Amendment Act was challenged by way of a writ petition before the High Court of Karnataka. The High Court of Karnataka, on October 4, 2017, struck down the Amendment Act directing refund of the amounts collected. On March 13, 2018, the Supreme Court of India, in the appeal filed by state of Karnataka against the order of the High Court of Karnataka, has stayed the refund of the amount collected as FDF. On March 21, 2018, the Supreme Court of India directed that appeals against both the FDT and FDF matters will be heard together. The hearing in these matters is ongoing. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Writ petition filed by Vedanta Limited challenging the arbitrary and discriminatory conditions imposed by the National Aluminium Company

Vedanta Limited filed a writ petition (“**Petition**”) before the Supreme Court challenging the arbitrary and discriminatory conditions imposed by the National Aluminium Company (“**NALCO**”) in its tender (bid invitation) (“**Tender Document**”) for the sale of processed bauxite. The Supreme Court held that there was no reason to entertain the Petition under Article 32 of the Indian Constitution and opined that the Petitioner may avail their legal remedies before the Orissa High Court (“**High Court**”) in accordance with the law (“**SC Order**”). Pursuant to the SC Order, the Petitioner filed a writ petition before the High Court challenging the validity of the Tender Document. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Action by State Pollution Control Board, Odisha on Vedanta Limited’s Jharsuguda unit

The State Pollution Control Board, Odisha (“**SPCB**”) issued a show cause notice to Vedanta Limited alleging unauthorized dumping of fly ash by Vedanta Limited in multiple districts. After a personal hearing conducted

by the SPCB, Vedanta Limited was directed to pay an environmental compensation of ₹711,653,320. Subsequently, Vedanta Limited filed an appeal before the Chairman. The Member Secretary, SPCB, Odisha, pursuant to its letter dated April 10, 2025 (“**Order**”), disposed the appeal filed by Vedanta Limited.

Subsequently, Vedanta Limited filed a writ petition before the High Court of Orissa, challenging the aforesaid show cause notice and the Order. The High Court of Orissa (“**Court**”), pursuant to its order dated 17 April 2025, stayed the Order and the direction which required Vedanta Limited to pay the aforesaid environmental compensation, until the next date of hearing. The matter is currently pending before the Court. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Our Company has commenced arbitration proceedings against Republic of India

Our Company has commenced arbitration proceedings before the Permanent Court of Arbitration, Geneva, against the Republic of India pursuant to the agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the Republic of India for the promotion and protection of investments, signed on 14 March 1994. The said arbitration proceeding is governed by the Arbitration Rules of the United Nations Commission on International Trade Law, 1976. The matter is currently pending.

Proceedings against Vedanta Power Limited (“VPL”) relating to mega power project benefits

VPL(*erstwhile Talwandi Sabo Power Limited*) entered into a long-term power purchase agreement (“**PPA**”) with Punjab State Power Corporation Limited (“**PSPCL**”). The PPA provided for an adjustment in tariff on account of any change in law occurring after June 16, 2008 (“**Cutoff Date**”). PSPCL filed a petition before the Punjab State Electricity Regulatory Commission (“**PSERC**”), claiming a ‘change in law’ event in terms of the PPA on the grounds that pursuant to the notification issued by the Government of India (“**GoI**”) in October 2009, VPL was entitled to the mega power project status and thereby was eligible to certain customs and excise exemption and accordingly that the benefits of these exemptions had to be passed on to PSPCL. VPL in its reply stated that as of the Cutoff Date, similar benefits were available to it under India’s foreign trade policy as a non-mega power project and accordingly, VPL’s economic position was not altered pursuant to the grant of mega power project status to warrant the passing on of such benefits to PSPCL. The PSERC decided the matter in favour of PSPCL and directed VPL to pass on the benefits to PSPCL (“**Impugned Order**”). Aggrieved by the Impugned Order, VPL filed an appeal before the Appellate Tribunal for Electricity (“**APTEL**”). APTEL held, *inter alia*, that VPL’s claim that the benefit accrued to them, on account of conferment of mega power status is counterbalanced by the loss of the foreign trade policy benefits of the same value, and hence, they are entitled to a corresponding adjustment is rejected (“**APTEL Order**”). Aggrieved by the APTEL Order, VPL filed an appeal before the Supreme Court. On 19 August 2025, the Supreme Court dismissed the appeal filed by VPL thereby upholding the APTEL Order. On 09 December 2025, the Supreme Court dismissed the review petition filed by VPL. VPL is in the process of exploring further legal options. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Proceedings initiated by Vedanta Power Limited (“VPL”) against SEPCO Electric Power Construction in relation to its failure to perform contractual obligations as an EPC Contractor

SEPCO Electric Power Construction (“**SEPCO**”) and VPL (*erstwhile Talwandi Sabo Power Limited*) entered into certain engineering, procurement and construction agreements (“**EPC Contracts**”) for setting up of a 3x660 MW Thermal Power Project at Village Banawala, Mansa - Talwandi Sabo Road, District Mansa, Punjab (“**Project**”). SEPCO and VPL also entered into an umbrella agreement in respect of the EPC Contracts (“**Umbrella Contract**”). In 2015, several disputes arose between the parties and in November 2015, SEPCO invoked arbitration under the EPC Contracts and the Umbrella Contract. However, during the pendency of the arbitration, both SEPCO and VPL arrived at a settlement. The said terms of settlement were incorporated in a

consent award (“**Consent Award**”) that was passed by the arbitral tribunal. According to the settlement terms recorded in the Consent Award, SEPCO and VPL agreed to revise their contract value and contractual milestones. The parties also agreed to adopt a revised payment plan, as per which VPL would pay SEPCO upon SEPCO achieving the agreed contractual milestones. Thereafter, in February 2024, VPL issued a termination notice (“**Termination Notice**”) to terminate the contractual arrangement between the parties, citing SEPCO's alleged failure to fulfil its contractual obligations, including the settlement terms recorded in the Consent Award. Thereafter, in May 2024, VPL issued a letter to SEPCO on account of SEPCO's alleged failure to fulfil its contractual obligations. Subsequently, in June 2024, VPL issued a Notice Invoking Arbitration (“**NIA**”) to SEPCO under the Umbrella Contract, referring its monetary claim against SEPCO to arbitration. The NIA called upon SEPCO to amicably settle VPL's monetary claim within 90 days, failing which the contractual disputes would be referred to arbitration. Since no amicable settlement was arrived at, VPL issued a letter to SEPCO seeking to refer the matter to arbitration in terms of the Umbrella Contract and appointed its nominee arbitrator. Thereafter, in November 2024, SEPCO issued a notice referring its counterclaims to the arbitration initiated by VPL and appointed its nominee arbitrator. Since, no agreement was reached between the Parties on appointment of the presiding arbitrator, VPL approached the Supreme Court for the said appointment, and the Supreme Court appointed the presiding arbitrator. The arbitration proceedings were pending before the arbitral tribunal. Meanwhile, VPL and SEPCO have reached a settlement and basis the settlement, consent award has been passed by arbitral tribunal leading to termination of the arbitration proceedings. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Proceedings initiated by Punjab State Power Corporation Limited (“PSPCL”) before Supreme Court of India against Vedanta Power Limited (“VPL”) regarding obligation to supply fuel for the power generating station and recovery of differential import coal cost and deemed capacity charges for the period of coal shortfall by VPL

PSPCL has filed an appeal before Supreme Court of India (“**SCI**”) under Section 125 of the Electricity Act, 2003 against Order dated April 7, 2016 and Order dated July 19, 2021 passed by the Appellate Tribunal of Electricity (“**APTEL**”) in Appeal Nos. 56 and 84 of 2013 and in Appeal Nos. 220 and 317 of 2019 wherein APTEL held that PSPCL is under obligation to sign fuel supply agreement with the fuel supplier and cannot be absolved of its obligation to supply fuel VPL (*erstwhile Talwandi Sabo Power Limited*) for its power generating station. Further, APTEL directed PSPCL to make payment of differential amount of imported coal paid by VPL as well as deemed capacity charges for PSPCL's failure to fulfil its obligation to supply adequate quantity and quality of coal, along with late payment surcharge. The matter is currently pending before the SCI. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Proceedings initiated by Punjab State Power Corporation Limited (“PSPCL”) and Punjab State Load Despatch Centre before Supreme Court of India against Vedanta Power Limited (“VPL”) regarding alleged misdeclaration of availability by VPL

PSPCL and Punjab State Load Despatch Centre (“**PSLDC**”) filed appeals before the Supreme Court of India under Section 125 of the Electricity Act, 2003, challenging the judgment dated March 18, 2025 passed by the Appellate Tribunal for Electricity (“**APTEL**”) in Appeal No. 50 of 2018. The APTEL had reversed the order of the Punjab State Electricity Regulatory Commission (“**PSERC**”) and set aside the findings of 'misdeclaration of Declared Capacity' by VPL (*erstwhile Talwandi Sabo Power Limited*) on four days in January, thereby directing PSLDC to revise the State Energy Accounts and PSPCL to refund the penalty amount of Rs. 162,74,72,865/- (out of which Rs. 74,27,27,159/- had been deducted from pending bills) along with late payment surcharge as per the Power Purchase Agreement (“**PPA**”). The Supreme Court vide its judgment dated May 20, 2026 in Civil Appeal Nos. 7432 and 7436 of 2025, allowed the appeals filed by PSPCL and PSLDC,

set aside the impugned order of APTEL dated March 18, 2025, and restored the order of PSERC, and allowed PSPCL's appeal. VPL is in the process of exploring further legal options.

Proceedings against Vedanta Power Limited ("VPL") relating to its delay in commissioning various units of the power plant

VPL (*erstwhile Talwandi Sabo Power Limited*) entered into a power purchase agreement ("**PPA**") with Punjab State Power Corporation Limited ("**PSPCL**" or "**Complainant**"), for establishment of a power generation station to sell electricity generated from the station to PSPCL. The Complainant invoked arbitration proceedings against VPL on the grounds that there was a delay commissioning three units (660 MW each), in terms of the PPA and delay in the availability of coal on account of the fuel supply agreement not being signed and demanded liquidated damages for an amount of ₹9,529.00 million ("**Liquidated Damages**"). The arbitral tribunal ("**Tribunal**") observed, *inter alia*, that the Complainant had failed to arrange the double circuit 400 kV transmission lines by the scheduled connection date and was generally in default under the provisions of the PPA. Pursuant to the same, the Tribunal held that VPL was under no liability to pay Liquidated Damages to PSPCL for the delay in commissioning of the three power generation units ("**Arbitral Award**"). Aggrieved by the Arbitral Award, the Complainant filed an appeal before the Additional District Judge, Patiala ("**Trial Court**") under Section 34 of the Arbitration Act for setting aside the Arbitral Award. The Trial Court dismissed the appeal and observed, *inter alia*, that the reasons for granting the Arbitral Award were proper, intelligible and there was no proof that the Tribunal had not adopted a judicial approach for deciding the Arbitral Award ("**Impugned Order**"). Aggrieved by the Impugned Order, the Complainant filed an appeal before the High Court of Punjab and Haryana. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Proceedings against Vedanta Power Limited ("VPL") alleging failure to achieve average power availability

Punjab State Power Corporation Limited ("**PSPCL**" or "**Respondent**") issued a preliminary default notice to VPL (*erstwhile Talwandi Sabo Power Limited*), alleging an event of default because the VPL had failed to achieve average power availability of 65% for a non-consecutive time period of 12 months in a continuous aggregate time period of 36 months ("**Default Notice**"). Aggrieved by the Default Notice, VPL filed an appeal under Section 86(1)(f) of the Electricity Act, 2003 before the Punjab State Electricity Regulatory Commission ("**PSERC**") for setting aside and quashing the Default Notice. PSERC dismissed the appeal and observed, *inter alia*, that the VPL's claim of deemed capacity for the months of October and November 2020 and the VPL's plea to consider its failure to achieve the prescribed average availability of its plant due to a force majeure event were not sustainable ("**PSERC Order**"). Aggrieved by the PSERC Order, VPL filed an appeal before the Appellate Tribunal for Electricity, New Delhi ("**APTEL**") under Section 111 of the Electricity Act. In the interim, APTEL passed orders pursuant to which PSPCL has been restrained from taking any coercive actions pursuant to the preliminary default notice until the disposal of the aforesaid appeal pending before APTEL. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Proceedings initiated by Vedanta Power Limited ("VPL") against Punjab State Power Corporation Limited in relation to the approval and consequent tariff adjustment

VPL(*erstwhile Talwandi Sabo Power Limited*) filed a petition before the Punjab State Electricity Regulatory Commission ("**PSERC**"), under Section 86(1)(b) of the Electricity Act, 2003 and the provisions of the power purchase agreement ("**PPA**") entered into with Punjab State Power Corporation Limited ("**PSPCL**" or "**Respondent**") for the approval and consequent tariff adjustment sought by VPL Respondent due to a 'change in law' event, namely, the introduction of new environmental norms ("**Amendment Rules**"), resulting in additional capital and operating expenditure under the PPA. The PSERC observed, *inter alia*, that VPL did not

raise any objection on the receipt of environmental clearance for the project with regard to the direction by the Ministry of Environment, Forest and Climate Change for space provisioning for retrofitting of the flue gas desulphurization (“FGD”) equipment and selective non catalytic reduction technology system (“SNCR”) at a later stage and allocating funds for the same. Hence, PSERC ruled that the introduction of the Amendment Rules could not be categorized as a change in law event (“**PSERC Order**”). Aggrieved by the PSERC Judgment, VPL filed an appeal before the Appellate Tribunal for Electricity, New Delhi (“**APTEL**”). APTEL set aside the PSERC Order and observed, *inter alia*, that the installation and operation of the FGD, SNCR and associated system to comply with emission levels of sulphur dioxide is change in law and additional expenditure for same has to be included as additional capital costs to be incurred by the Respondent (“**APTEL Order**”). Aggrieved by the APTEL Order, the Respondent filed an appeal before the Supreme Court. The matter is currently pending.

VPL also filed a separate petition before the PSERC seeking, *inter alia*, a declaration by the PSERC that the revised policy for biomass utilization for power generation (“**Policy**”) implemented by the Ministry of Power qualified as a ‘Change in Law’ event under Article 13 of the PPA entered into with Punjab State Power Corporation Limited (“**Respondent**”). The PSERC held, *inter alia*, that the Policy qualified as a ‘Change in Law’ event under the provisions of the PPA and further opined that in order to determine the threshold amount for entitlement of the ‘Change in Law’ compensation, the value of the letter of credit provided by PSPCL (which is on a fortnightly basis) has to be aggregated for a full contract year (“**PSERC Order**”). Subsequently, the Respondent filed a review petition before the PSERC seeking review of a particular paragraph of the PSERC Order on the limited aspect of interpretation of Article 13.2(b) of the PPA. The PSERC dismissed the review petition and held, *inter alia*, that the plea made by the Respondent are in the nature of an appeal in disguise, which is not a permissible ground for the exercise of review jurisdiction (“**Review Order**”). Aggrieved by the Review Order, the Respondent filed an appeal before the APTEL. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Complaints filed by Directorate of Enforcement and Central Bureau of Investigation against Vedanta Power Limited (“VPL”) alleging illegal gratification under the Prevention of Corruption Act, 1988, Indian Penal Code and Prevention of Money Laundering Act, 2002

The Directorate of Enforcement (“**ED**”) has filed a complaint against VPL (*erstwhile Talwandi Sabo Power Limited*) and others under Section 45 read with Section 44 of the Prevention of Money Laundering Act, 2002 (“**PMLA**”), for the offence of money laundering, before the Designated Special Court under the PMLA, New Delhi. The ED alleged, *inter alia*, that illegal gratification of ₹5.00 million was paid by VPL for getting approval for reuse of visas for Chinese nationals from the Ministry of Home Affairs. The matter is currently pending.

The Central Bureau of Investigation (“**CBI**”) also filed a prosecution complaint against VPL and others under Sections 120B read with Sections 204, 420, 471 read with Sections 468, 477A of Indian Penal Code, and Sections 8 and 9 of the Prevention of Corruption Act, 1988 before Rouse Avenue District Court, New Delhi in relation to the same subject matter.

VPL has filed a criminal revision petition against Central Bureau of Investigation and others before the High Court of Delhi seeking the setting aside of order dated December 23, 2025 passed by Learned Special Judge (PC Act) (CBI)-09 Rouse Avenue District Court directing framing of charges against VPL under Sections 120B read with Sections 204 of Indian Penal Code and Section 8 and 9 of the Prevention of Corruption Act, 1988, alleging illegal gratification paid by VPL for getting approval for reuse of visas for Chinese nationals from the Ministry of Home Affairs. The matter is currently pending before the High Court at Delhi.

Central Bureau of Investigation has also filed a criminal revision petition against S. Bhaskaraman and Ors. (including VPL) before the High Court of Delhi challenging order dated December 23, 2025 passed by Ld.

Special Judge (PC Act) (CBI)-09 Rouse Avenue District Court directing framing of charges against VPL. The matter is currently pending before the High Court at Delhi. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Reg. Direction issued by CAQM for depositing Environmental Compensation under Environment (Utilization of Crop Residue by Thermal Power Plants) Rules, 2023 and subsequent appeal by Vedanta Power Limited (“VPL”) before National Green Tribunal

On December 23, 2025, Commission for Air Quality Management in National Capital Region and Adjoining Areas (“**CAQM**”) issued a show cause notice to VPL (*erstwhile Talwandi Sabo Power Limited*) for imposition of environmental compensation under Rule 3 and for initiating action under Section 14 of the Commission for Air Quality Management in National Capital Region and Adjoining Areas Act, 2021 (“**CAQM Act, 2021**”) for non-compliance or contravention of the provisions of Environment (Utilization of Crop Residue by Thermal Power Plants) Rules, 2023 and orders/directions issued by CAQM with respect to mandating use of minimum five percent blend of pellets or briquettes made of crop residue along with coal as part of ex-situ paddy straw management for FY 2024-25. VPL responded to the said show cause notice on January 12, 2026, and requested CAQM to withdraw the said show cause notice in terms of the relaxation to be provided under Rule 5 of the said Rules inter alia highlighting the exceptional circumstances which were beyond the reasonable control of VPL. However, on April 1, 2026, VPL has received a direction from CAQM for depositing the said environmental compensation. VPL filed an appeal before National Green Tribunal (“**NGT**”). On April 13, 2026, NGT granted a conditional stay to VPL with a condition to deposit 50% of the amount of environmental compensation within 6 weeks. VPL has deposited the compensation amount. The matter is pending before NGT. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited to Vedanta Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Proceedings relating to demands against HZL by the Mines and Geology Department, State of Rajasthan

HZL was granted a mining lease (“**Lease**”) for lead, zinc and associated minerals over an area of 1,200 hectares situated in Bhilwara district, Rajasthan. The Mining Engineer, Mines and Geology Department, State of Rajasthan (“**Department of Mines**”) issued notices to HZL stating that it was not paying the requisite royalty in terms of the Mineral Concession Rules, 1960 (“**Notices**”). HZL challenged the Notices by way of a writ petition before the High Court of Judicature for Rajasthan (“**Rajasthan High Court**”). The Rajasthan High Court *vide* its order held that royalty cannot be charged on lead and zinc ore and directed the amounts recovered in excess of the royalty payable to be adjusted against future demands (“**Order I**”). The Department of Mines and others challenged the Order I by way of an appeal (“**Appeal**”) before the Division Bench of the Rajasthan High Court and pursuant to its order, the Rajasthan High Court dismissed the Appeal and directed them to recalculate the royalty payable by HZL (“**Order II**”). Thereafter, both the State of Rajasthan and HZL challenged Order II before the Supreme Court. Subsequently, the Supreme Court dismissed the State of Rajasthan’s appeal and held that no royalty is chargeable on tailings and rejects of zinc and lead. Thereafter, the Department of Mines, Rajasthan had issued certain directions for computing royalty. The Mines and Geology Department, Udaipur issued a show cause notice demanding ₹19,257.00 million from HZL in relation to, *inter alia*, payment of royalty along with interest for the period from April 2008 to March 2019 (“**SCN**”). HZL filed an appeal before the Rajasthan High Court challenging computation of royalty, and also before the Economic Adviser and Revisionary Authority, Ministry of Mines (“**Revisionary Authority**”) challenging the SCN. The Revisionary Authority, pursuant to its order dated October 30, 2024, disposed the revision application filed by HZL and directed the State Government to wait for directions from the Central Government and, if necessary, consider recalculating the fiduciary obligations of HZL towards, amongst others, payment of royalty.

Separately, the Department of Mines raised a revised demand of ₹3,110.00 million (“**Revised Demand**”). HZL has filed a revision application before the Central Government in Revision, Ministry of Mines, New Delhi

contending that the Revised Demand is arbitrary, unreasonable and illegal. The Economic Adviser & Revisionary Authority imposed a stay on the Revised Demand directing the State Government not to take any coercive action, which was later vacated. Subsequently, a final order was passed in the said matter dismissing the revision application filed by HZL (“**Order III**”). The Order III was challenged by HZL *vide* a writ petition before the Rajasthan High Court, Jodhpur Bench. The Rajasthan High Court, Jodhpur Bench has granted a stay in favour of HZL against the Order III and the original demand notice, subject to deposit of ₹1,000.00 million which HZL has deposited under protest in compliance with the said order of the Rajasthan High Court, Jodhpur Bench. In October 2025, the clarification has been received by the State Government. As a proactive measure, HZL has challenged certain aspects of the clarification, before the High Court of Rajasthan. There is no further development in this regard. Therefore, as on date, (i) there is no fresh demand pertaining to ₹ 1,925 Crore and (ii) there is a separate litigation before the Hon’ble High Court, in challenge to the adverse order as was received from Revisionary Authority with respect to the demand of ₹ 311 Crore. The matter is currently pending.

Proceedings by HZL relating to method of computation of royalty

An application dated December 15, 2022 was filed by HZL before the Economic Adviser and Revisionary Authority (“**RA**”), challenging the royalty demand orders passed by the state government of Rajasthan. HZL contended that the royalty being charged by the state government was in violation of Rule 41 of the Minerals (Other than Atomic and Hydro Carbons Energy Minerals) Concession Rules, 2016 (“**Applicable Law**”) as the royalty being calculated on the basis of wet metric tonnes (“**WMT**”) rather than dry metric tonnes (“**dmt**”). Accordingly, HZL filed an application with the RA and the RA, *vide* its order dated 20 September 2024 (“**Order**”), allowed the application filed by HZL, and directed the state government to recompute the royalty on dmt basis. The RA further directed the state government to refund or adjust any excess amount paid by HZL.

However, despite issuance of the Order, the state government, is yet to refund the additional royalty amount collected from HZL. Consequently, HZL has filed a writ petition before the High Court of Rajasthan (“**High Court**”), praying for directions to be issued to the state government of Rajasthan to ensure its compliance with the Order. The matter has been disposed of with an order directing the respective mining department to take into account the entirety of the documents submitted by HZL and calculate/determine the amount due to HZL in compliance with the Order and thereafter to make the payment due to HZL. The High Court further directed to conclude the entire exercise by the respective mining department within a period of six weeks from the date of receipt of the certified copy of the order passed by the High Court. The action in this regard from the mining department is still pending.

Proceedings related alleged delay in registration of mining equipment and machinery by HZL

HZL imported certain mining equipment and machinery (“**Equipment**”) for an underground mining project in the Rampura Agucha Mines (“**Mine Project**”). The Equipment was sent to the mine site on a piecemeal basis and then assembled by HZL’s representatives. Subsequently, the District Transport Officer, Bhilwara (“**DTO Bhilwara**”) issued a demand notice (“**Notice**”) to HZL imposing a penalty of ₹4.00 million alleging delay in registration of the Equipment. The DTO Bhilwara did not respond to HZL’s representation and subsequently demanded HZL to pay the penalty imposed by the Notice. Consequently, HZL challenged the Notice before the High Court of Judicature for Rajasthan (“**High Court**”) contending that the registration amount was payable from the date of commissioning of the Equipment and not from the date of entry in the state. The High Court adjourned the proceedings until further notice and granted liberty to the parties to move the appropriate application for listing of the case immediately after disposal of the special leave petition filed before the Supreme Court in the said matter. The matter is currently pending.

Proceedings related to alleged non-payment of stamp duty by HZL on purchase of its mining equipment and machinery

HZL purchased certain plant and machineries during the course of expansion (“**Machines**”). The Indian Audit & Accounts Department issued a notice (“**Notice**”) to HZL demanding payment of ₹48.60 million as stamp

duty (“**Stamp Duty**”) for the purchase of the Machines. HZL replied to the Notice contending that the Stamp Duty is not payable as the Machines were movable in nature. Meanwhile, a case (“**Case**”) had been registered against HZL before the Court of Collector Stamps. HZL was not made aware of the Case until a notice was issued to HZL demanding payment of ₹45.7 million pursuant to an order passed by the Court of Collector Stamps. HZL has filed a writ petition before the High Court of Judicature for Rajasthan on the ground that proceedings had been initiated before in the Court of Collector Stamps for the payment of Stamp Duty, however, HZL had not received any notice or intimation of such proceedings. The matter is currently pending.

Proceedings relating to demands against HZL by the State of Rajasthan

The State of Rajasthan (“**State**”) and others (“**Respondents**”) issued a demand notice to HZL for payment of an amount of ₹452.8 million to the District Mineral Foundation (“**DMF**”) under the DMF Trust Rules, 2016, with respect to HZL’s mines located in Maton and Zawar, Rajasthan (“**Demand Notice**”). HZL filed a writ petition (“**Petition**”) challenging the Demand Notice before the High Court of Judicature for Rajasthan (“**High Court**”). The High Court issued a notice and passed an interim order directing the State not to take any coercive action against HZL pursuant to the Demand Notice. The State subsequently passed an order against HZL demanding the payment of the purported DMF amount due and levied interest upon HZL for non-payment of the DMF amount (“**State Order**”). Aggrieved by the State Order, HZL approached the High Court to withdraw the Petition with the liberty to file a fresh writ petition. The High Court allowed HZL to file a fresh petition pursuant to which, HZL has filed a writ petition against the Demand Notice and State Order.

The State issued another demand notice and order to HZL for payment of an amount of ₹01.5 million and levying of interest of ₹298.3 million to the DMF under the DMF Trust Rules, 2016, with respect to HZL’s mines located in Kayad, Rajasthan (“**State Notices**”). Aggrieved by the State Notices, HZL filed a writ petition the High Court for, *inter alia*, setting aside and quashing the State Notices.

The State issued another demand notice to HZL for levying of interest and payment of an amount of ₹161.4 million to the DMF under the DMF Trust Rules, 2016, with respect to HZL’s mines located in Sindesar Khurd and Dariba, Rajasthan (“**Demand Notice II**”). Aggrieved by the Demand Notice II, HZL filed a writ petition the High Court for, *inter alia*, setting aside and quashing the Demand Notice II. These matters are currently pending.

Proceedings relating to demands against HZL by the District Transport Officer, Chittorgarh

The District Transport Officer, Chittorgarh, issued multiple demand notices (“**Demand Notices**”) to HZL raising a demand of road tax and imposing a penalty on the folk lifter, cranes, pay loaders etc. (“**Equipment**”) owned by HZL at its smelter plant, located in Chittorgarh, Rajasthan. Aggrieved by the Demand Notices, the Petitioner filed a writ petition (“**Petition**”) before the High Court of Judicature for Rajasthan (“**High Court**”). The High Court dismissed the Petition and held that in view of the judgement passed by the Supreme Court in the matter of State of Rajasthan v. B.C.W., HZL can file an appeal within a period of four weeks from the filing of the Petition. Pursuant to the directions of the High Court, HZL filed an appeal before the High Court and argued, *inter alia*, that the Demand Notices are illegal and void, and the Equipment of the Petitioner cannot be subject to road tax under Section 14 of the Rajasthan Motor Vehicles Taxation Act, 1951. The matter is currently pending.

Proceedings relating to demands against BALCO by the Welfare Commission, Chhattisgarh Labour Welfare Board

The Office of the Welfare Commission, Chhattisgarh Labour Welfare Board issued a notice (“**Notice**”) to BALCO, to *inter alia* deposit the contribution amounting to ₹13.4 million for the contract labour employed through sub-contractors under Section 9 of the Chhattisgarh Labour Welfare Fund Act, 1982. Further, the Officer of the Welfare Commissioner, pursuant to the directions of the High Court of Chhattisgarh, issued a

notice to BALCO, *inter alia*, asking them to present their case before the High Court of Chhattisgarh in relation to the recovery of amount. The matter is currently pending adjudication.

BALCO has filed a writ petition (“**Petition**”) before the High Court of Chhattisgarh (“**High Court**”) challenging the order passed by the Assistant Provident Fund Commissioner (Exemptions) (“**APFC**”) (“**Order**”), by way of which the APFC directed BALCO to not bifurcate salaries into various head to curtail the provident fund benefit to the employees, and to calculate the provident fund and allied dues from 2004 onwards on personal allowance as well. In the Petition, BALCO submitted that the APFC had passed the Order basis complaints filed by certain former employees (“**Complainants**”) of BALCO before the Regional Provident Fund Commissioner, Region Raipur alleging that BALCO failed to deduct the amount of provident fund as per definition of ‘salary’ under Rule 3(o) of the ‘BALCO Employee Provident Fund Rules’. BALCO has contended in the Petition that *inter alia* the provident fund contributions payable to the Complainants have never been reduced and that in 2003, BALCO had carried out an annual performance appraisal of employees and restructured their salary package by merging the basic allowance and the dearness allowance which resulted in increase of salary of the employees. The matter is currently pending.

Proceedings relating to reference made by Assistant Labour Commissioner against Rajesh Kumar and SK Roongta

A reference was made by Assistant Labour Commissioner on August 21, 2025, before the L Labour Court, Korba, Chhattisgarh (“**Labour Court**”) against Rajesh Kumar and S K Roongta (directors of BALCO at the time of reference of these proceedings), pursuant to a dispute pertaining to long-term wage settlement for a period falling during the COVID-19 pandemic. Pursuant thereto, summons was issued by the Labour Court against which BALCO preferred an appeal before the Hon’ble Industrial Court, Chhattisgarh, Bench – Bilaspur (“**Court**”). The Tribunal upon hearing called for the records from the Labour Court and granted an interim stay. The matter is pending final adjudication.

Proceedings initiated against BALCO for abatement, cheating and commission of criminal breach of trust in respect of the deposit, commission

Ajaykumar Padia (“**Complainant**”) filed a petition against BALCO, its Directors, Anil Agarwal, Navin Agarwal, and others (collectively, “**Accused**”) before the Court of Judicial Magistrate First Class, Pune (“**CJM**”) for alleged offences under Sections 420, 34, 406 read with Section 109 of the IPC. The Complainant alleged, *inter alia*, that the Accused have abated, cheated and committed criminal breach of trust in respect of the deposit, commission and discount offered to the Complainant for the defective goods supplied by the Accused and caused wrongful loss to the Complainant. The CJM, *inter alia*, ordered investigation into the matter under Section 153(3) of the Code of Criminal Procedure, 1973. Pursuant to the investigation, the police investigated the matter and concluded, *inter alia*, that the concerned matter is of a civil nature (“**Report**”). Thereafter, the Complainant approached the CJM, questioning the police report and subsequently, the CJM *vide* an order observed that the Accused acted with dishonest intention and therefore issued process against the Accused under Sections 420, 406 read with Section 34 of the IPC (“**Impugned Order**”). Aggrieved by the Impugned Order, its Directors, Anil Agarwal, Navin Agarwal and others filed a writ petition before the High Court of Judicature for Bombay (“**High Court**”). The High Court observed, *inter alia*, that an alternative remedy is available before the sessions court and disposed the petition. Pursuant to the order of the High Court, its Director, Anil Agarwal and others filed a criminal revision application before the Additional District and Sessions Judge, Pune (“**Sessions Judge**”). The Sessions Judge ruled against the Accused and upheld the Impugned Order. Subsequently, its Director, Anil Agarwal and others filed a criminal application before the High Court. The High Court has imposed a stay. The matter is currently pending.

Proceedings initiated against HZL for alleged commission of cheating and forgery

Govind Suthar (“**Complainant**”) entered into an agreement with HZL and was awarded a work order worth ₹06.0 million for mechanical construction. However, the work order was issued for only ₹04.6 million and work worth only ₹3.2 million was executed by the Complainant for which the Complainant was paid. The balance work was awarded to a third party due to, *inter alia*, non-completion of work on time by the Complainant. Subsequently, the Complainant filed a first information report against HZL, alleging cheating and forgery due to which the Complainant had suffered losses. The police concluded in their investigation that HZL had not committed the offence of cheating or forgery (“**Police Report**”). Aggrieved by the Police Report, the Complainant filed a protest petition (“**Protest Petition**”) before the Additional Civil Judge and Judicial Magistrate First Class, Udaipur (“**ACJ Udaipur**”). The ACJ Udaipur dismissed the Protest Petition based on the findings of the Police Report (“**Order**”). Aggrieved by the Order, the Complainant filed an appeal against the Order before the District and Sessions Court, Udaipur. The matter is currently pending.

Proceedings initiated against VPL for alleged loss of crops due to the ash coming out of its thermal power plant

The residents of Raipur, District Mansa (“**Complainants**”) filed an application against VPL before the Sub-Divisional Magistrate, Mansa (“**SDM**”). The Complainants have alleged that the ash coming out of a thermal power plant of VPL fell on the crops and fodder causing financial loss to the Complainant. The SDM passed the order (“**Impugned Order**”) directing VPL to provide compensation amounting to ₹8.4 million to the Complainants. VPL has filed a petition under Section 482 of the Code of Criminal Procedure, 1973 (“**CrPC**”) to quash the Impugned Order on the ground that it does not satisfy the tests of fairness and non-arbitrariness prescribed under Article 14 of the Constitution of India and that it is contrary to the procedure established by law and fails to adhere to the principles of natural justice. The matter is currently pending. As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Talwandi Sabo Power Limited, this litigation has been transferred to Vedanta Power Limited, being one of the demerged companies.

Writ petition filed by BALCO in relation to dispute with respect to allotment of a government revenue land to BALCO

BALCO filed a writ petition before the High Court of Chhattisgarh (“**High Court**”) in relation to a dispute with the State of Chhattisgarh (“**State**”) with respect to allotment of a government revenue land (“**Forest Land**”) by BALCO. The High Court held that, *inter alia* BALCO was not in unauthorized possession of the Forest Land and disposed of the writ petition (“**HC Order**”). Aggrieved by the HC Order, the State filed a writ appeal (“**Writ Appeal**”) before the High Court. The High Court observed, *inter alia*, that the removal of the tree growth and its non-forest use had been affected prior to the implementation of the Forest (Conservation) Act, 1980 (“**Forest Act**”) and dismissed the Writ Appeal. Thereafter, Sarthak, an NGO (“**Petition I**”) and Bhupesh Baghel (“**Petition II**”) filed two separate petitions before the Supreme Court alleging *inter alia* encroachment of the land and use of Forest Land by BALCO for non-forest purposes and cutting of trees. The Supreme Court referred the Petition I to a central empowered committee (“**CEC**”), which recommended that BALCO may be directed to seek ex-post facto approval under Section 2 of the Forest Act for the allotment and non-forestry use of the Forest Land. In relation to Petition II, the Supreme Court directed BALCO not to cut trees in the Forest Land (“**Order**”). Thereafter, Bhupesh Baghel filed a contempt petition before the Supreme Court alleging *inter alia* violation of the provisions of the Forest (Conservation) Act, 1980 and that BALCO had cut trees in contempt of the Order (“**Contempt Petition**”). The Contempt Petition was referred to CEC, which in its report recommended the Supreme Court to *inter alia* direct BALCO to pay a penalty of ₹100 million for non-compliance with the Order. The Supreme Court issued directions for fresh assessment from the CEC to provide an updated and accurate status of the land under BALCO’s possession. CEC has submitted a fresh report., and the matter is currently pending.

Special Leave Petition filed by State of Chhattisgarh in relation to the constitutional validity of Section 3(1)(a) of the Chhattisgarh Upkar (Sanshodhan) Adhiniyam, 2004

State of Chhattisgarh (“**State**”) filed a special leave petition (“**SLP**”) before the Supreme Court challenging the order passed by the Chhattisgarh High Court (“**High Court**”) (“**Impugned Order**”) on the constitutional validity of Section 3(1)(a) (“**Section**”) of the Chhattisgarh Upkar (Sanshodhan) Adhiniyam, 2004 (“**Act**”), which imposed an energy development cess (“**EDC**”) on captive power plant producers. In the SLP, the State challenged the Impugned Order, by way of which the High Court had struck down the Section and observed, *inter alia*, that the Section was violative of Article 14 of the Constitution of India on the basis that the captive power plants were being charged the EDC at a different rate as compared to the independent power producers. The Supreme Court passed an order allowing, *inter alia*, the State to raise bills for payment of the EDC and simultaneously directed the State to not take any coercive actions for recovery of the EDC dues, until the matter was decided by the Supreme Court (“**SC Order**”). During the pendency of the SLP, the State introduced an amendment (“**Amendment**”) to the Act, whereby the distributor’s EDC was increased to ten paisa, at par with the captive power plant producers. Pursuant to the Amendment, the State filed an interim application (“**IA**”) for modification of the SC Order on the grounds that after the Amendment, the EDC levied from captive power plant producers and the distributors was charged at the same rate and hence, the Section was not discriminatory in nature. The Supreme Court dismissed the IA and opined, *inter alia*, that at the existing stage of the SLP proceedings no ground was made out for modification of the SC Order. The matter is currently pending.

Proceedings filed against BALCO alleging wrongful adjustment of sum by BALCO while supplying the aluminium products

Pankaj Aluminium Industries Private Limited (“**Complainant**”) filed a criminal complaint (“**Complaint**”) before the Metropolitan Magistrate of Mumbai (“**Magistrate**”) against BALCO and its directors in connection with the payment made by the Complainant for certain aluminium products supplied by BALCO (“**Products**”). The Complainant alleged that BALCO wrongfully adjusted a sum of ₹33.8 million (“**Adjustment Amount**”) paid by the Complainant towards the purchase of the Products against the previous dues of the Complainant’s sister concern, Anish Metals Private Limited (“**Anish Metals**”). The Complainant further alleged that the Adjustment Amount, made without the Complainant’s consent amounted to cheating, breach of trust and misappropriation. Subsequently, the Economic Offences Wing, filed a report (“**Report**”) in the matter and opined that the matter was civil in nature because the Adjusted Amount paid by the Complainant against the past dues of Anish Metals did not result in financial cheating or breach of trust. Pursuant to the Report, the Magistrate dismissed the Complaint (“**Order**”). Aggrieved by the Order, the Complainant filed a criminal revision application before the Court of Sessions for Bombay at Greater Bombay.

By judgment dated June 23, 2025, the Additional Sessions Judge dismissed the revision application and upheld the Magistrate’s order accepting the ‘C’ Summary report of the police and rejecting the protest petition filed by the Complainant. Accordingly, the criminal proceedings have been concluded.

The Complainant also filed a suit before the High Court Judicature at Bombay (“**High Court**”), seeking, *inter alia*, a declaration that the purported setting off, of the Adjustment Amount by BALCO against alleged debits due to BALCO from Anish Metals is illegal and sought an order of specific performance, directing BALCO to supply the Products as per the Complainant’s purchase order. Alternatively, the Complainant sought for an order, directing BALCO to refund the Adjustment Amount.

The Complainant also filed a winding up petition before the High Court of Delhi against BALCO which was dismissed (“**Winding up Order**”). The Complainant has filed an appeal challenging the Winding up Order. The above civil matters are currently pending, however, the criminal proceedings arising from the Complaint have been finally dismissed and closed pursuant to the judgment dated 23 June 2025 in Criminal Revision Application No. 1291 of 2017.

Writ petition filed by HZL challenging the Mines and Minerals (Contribution to District Mineral Foundation) Rules, 2015 notified by the Ministry of Mines, Government of India

The Ministry of Mines, Government of India, notified the Mines and Minerals (Contribution to District Mineral Foundation) Rules, 2015 (“**DMF Rules**”) under the powers conferred by Section 9B (5) and Section 9B (6) of the Mines and Minerals (Development and Regulation) Act, 1957 (“**MMA**”), which were made effective from January 12, 2015. The Central Government also amended the Mines and Minerals (Development and Regulation) Act, 1957. The amendment provided for the establishment of District Mineral Foundation trust and was made effective retrospectively from January 12, 2015. HZL filed a writ petition before the High Court of Judicature for Rajasthan praying that the DMF Rules be struck down and declared unconstitutional on the grounds that, *inter alia*, the impugned levy of contribution at the rate of 30% of royalty, failing which, ravannas would not be issued, is illegal, arbitrary and unreasonable and the discriminatory rates between mining leases granted before and after January 12, 2015, are inconsistent with Section 9B (1) and Section 9B (2) of the MMA. The matter is currently pending.

Proceedings initiated by ESL Steel Limited (ESL) against demand notices for alleged shortfall, upgradation and illegal excavation of iron ore

ESL has received demand notices from the Deputy Director of Mines to ESL in relation to *inter alia*, upgradation of ore as compared to dispatch permits, shortfall of iron ore at the mines and illegal excavation of iron ore mines from iron ore dumps in the alleged violation of Mineral (Other than Atomic and Hydrocarbon Energy Minerals) Concession Rules, 2016. In relation to some of these notices, ESL has filed revision applications before the Revisionary Authority, Ministry of Mines seeking a stay and quashing of these demand notices. ESL has also in some instances filed a writ petition before the High Court of Orissa seeking quashing and stay of demand notices. Vide order dated May 7, 2026 of Revisionary Authority, Ministry of Mines, the matters before the Revisionary Authority have been reserved for orders, With respect to matters before the High Court of Orissa, a stay order dated November 17, 2025 has been passed against any coercive action pursuant to the demand notice.

Writ petitions filed by ESL before the High Court of Jharkhand in relation to issuance of directions to the Jharkhand State Pollution Control Board for issuance of consent to operate.

The Jharkhand State Pollution Control Board (“**JSPCB**”) issued a show cause notice (“**Show Cause Notice**”) to ESL in relation to a renewal application (“**Application**”) for consent to operate (“**CTO**”) filed by ESL, and ESL responded to the same with clarifications. Subsequently, JSPCB wrote a letter to the Director of Ministry of Environment, Forest and Climate Change (“**MoEFCC**”) seeking their clarification on the outcome of the Show Cause Notice, and further informing that in the absence of the MoEFCC’s reply, JSPCB was not in a position to issue the CTO to ESL. However, since the CTO was not granted, ESL filed a writ petition before the High Court of Jharkhand (“**High Court**”) praying for, *inter alia*, a direction to JSPCB to grant CTO to ESL. The High Court allowed ESL to operate under the supervisory regulatory control of JSPCB. Pursuant to the same, JSPCB carried out an inspection of the steel plant and furnished a report showing compliance. Thereafter, JSPCB passed an order denying grant of CTO to ESL, and the Application was disposed (“**Impugned Order**”). Subsequently, it was communicated to ESL *vide* a letter by the MoEFCC, that the matter had been examined by the MoEFCC and that they had decided to revoke ESL’s environmental clearance (“**EC**”), with a further direction to ESL to apply for the same afresh after clearing all the issues (“**MoEFCC Letter**”). ESL filed a writ petition before the High Court against the Impugned Order alleging, *inter alia*, that the MoEFCC Letter is bad in law. The High Court stayed the Impugned Order, *inter alia*, for it being against the principles of natural justice (“**Interim Order**”) and allowed ESL to apply for statutory clearance without prejudice to its rights and contentions. Subsequently, ESL applied for statutory clearance and after various deliberations, the Expert Appraisal Committee (“**EAC**”) recommended the grant of EC to ESL and forest clearance stage I was granted to ESL. Subsequently, the High Court discontinued the Interim Order for plant continuity (“**High Court**

Order”). Aggrieved by the High Court Order, ESL filed a petition before the Supreme Court (“**Special Leave Petition I**”). The Supreme Court stayed the High Court Order and granted permission to ESL to operate until further orders. Subsequently, the MoEFCC rejected the grant of EC to ESL due to an interim stay imposed by the Madras High Court on the standard operating procedure for identification and handling of violation cases under the Environmental Impact Assessment, 2006 notification issued by MoEFCC (“**Madras HC Order**”). Aggrieved by the Madras HC Order, ESL filed an interlocutory application in Special Leave Petition I before the Supreme Court. The Supreme Court admitted the Special Leave Petition I and directed MoEFCC to process the EC application of ESL within a period of three months and in accordance with applicable law. Further, pursuant to the letter issued by the MoEFCC to ESL, the stage-I forest clearance of ESL was revoked. Subsequently, the Chief Minister Secretariat, Government of Jharkhand issued letters to the MoEFCC requesting reconsideration of the revocation on the basis of the compliance status. Since the reconsideration request was pending, ESL applied for fresh forest clearance (“**FC**”) (without prejudice) and FC Stage I has been granted to ESL vide letter dated April 17 2026, including penal compensatory afforestation computed in terms of the 2026 policy. ESL is currently in the process of complying with the stage I conditions. The High Court, subsequently, passed an order to set aside the EC revocation order on the ground of natural justice and remanded the matter to MoEFCC for fresh hearing of the Show Cause Notice within a specific period. MoEFCC concluded the first hearing whereby they directed the Parties to share the relevant documents. The second hearing has also been completed. Joint Secretary, MoEFCC has shared the examination report against which ESL has submitted its response. The matter is currently pending.

Arbitration proceedings on issues related to the cost recovery of the Ravva Block

Vedanta Limited along with Ravva Oil Singapore (“**ROS**”) (constituents of the contractor parties) is involved in a dispute against the GoI relating to the recovery of contractual costs in terms of calculation of payments that the Contractor Parties were required to make in connection with the Ravva Block. The Ravva Block production sharing contract (“**PSC**”) obliges the Contractor Parties to pay a proportionate share of ONGC’s exploration, development, production and contract costs in consideration for ONGC’s payment of costs related to construction and other activities it conducted in Ravva prior to the effective date of the Ravva Block PSC (“**ONGC Carry**”). The question as to how the ONGC Carry was to be recovered and calculated, along with other issues, was submitted to an International Arbitration Tribunal which rendered a decision on the ONGC Carry in favour of Vedanta Limited and ROS (“**Claimants**”) whereas four other issues were decided in favour of GoI (the “**Partial Award**”).

The GoI then proceeded to challenge the ONGC Carry decision before the Malaysian courts, as Kuala Lumpur was the seat of the arbitration. The Federal Court of Malaysia adjudicated the matter and upheld the Partial Award. As per the decision of the International Arbitration Tribunal with regards to Partial Award, the Claimants and the GoI were required to arrive at a quantification of the sums relating to each of the issues under the Partial Award. Also, the International Arbitration Tribunal retained the jurisdiction for determination of any remaining issues in the matter. Pursuant to the decision of the Federal Court of Malaysia, the Claimants approached the MoPNG to implement the Partial Award while reconciling the statement of accounts as outlined in the Partial Award. The GoI failed to implement the Partial Award by way of reconciling accounts as provided in the Partial Award. However, thereafter, the MoPNG issued a show cause notice alleging that since the Partial Award had not been enforced the profit petroleum share of the GoI had been short paid. MoPNG threatened to recover that amount from the sale proceeds payable by the oil marketing companies to the contractor parties. The Contractor Parties replied to the show cause notice taking various legal contentions.

As the Partial Award did not quantify the sums, the Claimants approached the same International Arbitration Tribunal to pass a final award in the subject matter since the International Arbitration Tribunal had retained the jurisdiction to do so. The International Arbitration Tribunal was reconstituted, and the final award was passed in Vedanta Limited’s favour upholding that no further amounts are due from the Claimants. The final award specifies that each party should bear the arbitration costs equally (“**Final Award**”). The GoI had, in parallel,

challenged the final award that was dismissed by the High Court of Malaysia. The GoI then appealed before the Malaysian Court of Appeal which was dismissed. The GoI further appealed against the decision of the Malaysian Court of Appeal before the Federal Court of Malaysia which was also dismissed.

Meanwhile, Vedanta Limited filed a petition before the High Court of Delhi for the enforcement of the Partial Award and Final Award. In connection with the arbitration proceedings on issues related to the cost recovery of the Ravva Block, Vedanta Limited received an order from the GoI, directing the oil marketing companies (who are the petroleum off-takers for Ravva) to divert the sale proceeds to the GoI's account. The GoI alleged that the Ravva Joint Operating Partners had short paid profit petroleum of \$314 million (Vedanta Limited's oil and gas business share being approximately \$64 million for the ONGC Carry issue). Against an interim application filed before the High Court of Delhi by Vedanta Limited and ROS sought the stay of such action from the GoI, the High Court of Delhi directed the said oil marketing companies to deposit sales proceeds in the High Court of Delhi. However, Vedanta Limited and ROS were given the liberty to seek withdrawal of the proportionate amounts from the High Court of Delhi upon furnishing a bank guarantee of commensurate value. Vedanta Limited deposited the bank guarantees and withdrew the amounts deposited by the oil marketing companies before the High Court of Delhi. The High Court of Delhi also directed that the oil marketing companies directly and unconditionally release to Vedanta Limited the amounts payable as per terms of the Ravva Block PSC. with effect from June 5, 2020. Vedanta Limited has filed an application for vacation of interim arrangement. The matter is currently pending.

As of the effective date of the Scheme of Arrangement and pursuant to subsequent name change of Malco Energy Limited to VOGL, this litigation has been transferred to VOGL, being one of the demerged companies.

Action by State Pollution Control Board, Odisha on Vedanta Limited's Jharsuguda unit

The State Pollution Control Board, Odisha ("**SPCB, Odisha**") has issued notice dated November 4, 2024 ("**Notice**") alleging that the Jharsuguda unit of Vedanta Limited ("**Jharsuguda Unit**") has failed to comply with the guidelines of SPCB, Odisha for reclamation of low lying areas and abandoned quarry with ash, as stipulated in the conditions under the consent to operate dated July 12, 2024 granted for filling of fly ash in the abandoned quarry at Amapali, Lakhanpur, Jharsuguda, and the guidelines for disposal or utilization of fly ash for reclamation of low-lying areas and in stowing of abandoned mines/quarries prescribed by the Central Pollution Control Board, New Delhi. Pursuant to the above-mentioned Notice, the State Pollution Control Board, Odisha has suspended the permission granted to Vedanta Limited in relation to the Jharsuguda Unit for filling the abandoned quarry at Amapalli with fly ash. The Jharsuguda Unit has responded to the Notice on November 5, 2024. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Recovery action initiated by Mamlatdar against Vedanta Iron and Steel Limited (VISL)

In 2013, the State Government of Goa constituted a committee of chartered accountants, to study discrepancies in payment of royalty by mining lessees. Pursuant to this, the Directorate of Mines & Geology ("**DMG**") passed an order on August 28, 2018 ("**Demand Notice**") directing VISL (*erstwhile Vedanta Limited*) to pay ₹974.80 million. Subsequently, VISL provided a response and made representations to the DMG on September 11, 2018, June 29, 2021, September 18, 2022, and March 4, 2024 ("**Representations**"), seeking adjustment/reconciliation of certain sums which are lawfully due to VISL from the DMG, as against the sums allegedly due from VISL to DMG.

While the Representations were pending, the Mamlatdar of Tiswadi – Panaji, Goa initiated revenue recovery proceedings in relation to the Demand Notice. In these proceedings, VISL informed Mamlatdar of Tiswadi – Panaji, Goa about the pending Representations. However, the Mamlatdar of Tiswadi – Panaji, Goa informed the banks to freeze VISL's bank accounts.

Aggrieved by the aforesaid, VISL filed a writ petition before the High Court of Bombay at Goa against DMG – Panaji, Goa (“**Petition**”). While granting *ad interim* reliefs, the High Court of Bombay at Goa ordered VISL to furnish a bank guarantee of ₹500 million. Subsequently, pursuant to an order dated December 12, 2024, the High Court of Bombay at Goa disposed of the Petition by passing an order directing VISL to furnish a bank guarantee for the amount of ₹970 million to DMG (which should be furnished for a period of six months), and DMG has been directed to consider and decide on VISL’s representations seeking reconciliation within three months. The High Court of Bombay at Goa also directed that the bank guarantee of ₹500 million furnished earlier by VISL be returned by the registry to VISL. The DMG vide order dated June 12, 2025 has rejected our representation seeking adjustment and ordered us to pay ₹970 Million. The Order dated June 12, 2025 is challenged before Mining Tribunal (Revisionary Authority, Ministry of Mines, Government of India). VISL has also filed a writ petition before the High Court of Bombay at Goa seeking for directions to stay the Impugned Order till VISL’s revision application pending before Revisional Authority, Ministry of Mines (“**Revisioning Authority**”), and for restraining the DMG from invocation of VISL’s bank guarantee. VISL has obtained an interim relief from High Court of Bombay at Goa dated July 03, 2025 stating that until the matter is decided by the Revisioning Authority, the bank guarantee shall be renewed. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Proceedings initiated by the Forest Department, Government of Karnataka against Vedanta Iron and Steel Limited (VISL) under the provisions of the Karnataka Forest Act, 1963

The Forest Department, Government of Karnataka had registered a case in the year 2014 against Vedanta Limited and its ex-employees under the provisions of the Karnataka Forest Act, 1963 for constructing a road falling within the limits of Nirthadi Reserve Forest and for using the road for mining operations. The Court of Principle Civil Judge and JMFC, Holalkere (“**District Court**”) passed an order (“**Order**”) taking cognizance of the matter on the basis of the criminal complaint and the chargesheet. Vedanta Limited filed a writ petition before the High Court of Karnataka (“**High Court**”) challenging the Order on the ground that charges framed by forest authorities against Vedanta Limited are in the nature of non-cognizable cases, which cannot be registered without the permission of the magistrate and following the due process under law. The High Court, pursuant to the order dated December 22, 2021 granted a stay on all proceedings before the District Court till the next date of hearing. The matter is currently pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Proceedings against certain ex-employees of Vedanta Limited before the Sub-Divisional Judicial Magistrate Court, Bhawanipatna

Following a strike incident that had occurred at Vedanta Limited’s Lanjigarh unit, first information reports (“**FIRs**”) were filed against certain employees of Vedanta Limited’s (who are no longer employees of Vedanta Limited) Lanjigarh unit (“**Accused**”) alleging commission of certain criminal offences against another individual. On the basis of these FIRs, a case was filed before the Sub-Divisional Judicial Magistrate Court, Bhawanipatna (“**SDJM Court**”). Subsequently, the Accused approached the High Court under Section 482 of the Code of Criminal Procedure, 1973 praying for interim protection to the Accused which was granted by the High Court (“**Interim Order**”). Thereafter, the High Court, *vide* its final order dated April 21, 2023, vacated the Interim Order and directed the Accused to urge all pleas before the SDJM Court at the appropriate stage. The matter is currently pending before the SDJM Court. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Aluminium Metal Limited, being one of the demerged companies.

Proceedings filed by Tau Mining Consultants (Pty) Limited and Tau Mining Contractors (Pty) Limited against Black Mountain Mining (Pty) Limited (and its directors) for alleged violation of provisions as contemplated in the Criminal Procedure Act, 55 of 1977 (as amended)

On 2 March 2025, Tau Mining Consultants (Pty) Limited and Tau Mining Contractors (Pty) Limited (“**Tau**”) filed a criminal complaint against Black Mountain Mining (Pty) Limited (“**BMM**”), a subsidiary company of

THL Zinc (Pty) Limited, and its Directors, including, Mr. Anil Agarwal, at the South African Police Services (Pretoria, South Africa Branch) in relation to alleged (a) theft of mining equipment, spares and containers with furniture and consumable at the Gamsberg opencast operations; (b) malicious damage caused by BMM employees to Tau's property; (c) contempt of court committed by BMM, by allegedly prohibiting Tau from accessing its property, in contradiction to the order passed by the High Court of the Northern Cape; and (d) illegal mining activities conducted by BMM (and/or its new contractor) in a mining area where Tau used to mine as a contractor. As on date, no formal statement has been requested by the South African Police Services from BMM, or any of its directors or parties. The matter is currently pending.

Demand Notice for alleged shortfall of minimum production and dispatch requirement for the 4th Year under Mineral Development and Production Agreement of ESL Steel Limited (ESL)

ESL, has received on January 17, 2026, two show cause notices dated 15.01.2026 ("**Show Cause Notice**") and demand notices dated January 16, 2026 ("**Demand Notices**") issued by the office of Deputy Director of Mines, Koira Circle, Koira, Steel & Mines Department, Government of Odisha in relation to alleged shortfall in fulfilment of minimum production and dispatch targets ("**MDPA Targets**") as required under sub-rule 1 of rule 12 (A) of the Minerals (Other than Atomic and Hydrocarbon Energy Minerals) concession Rules, 2016 for the fourth year of operation of the two mining leases (BICO and Feegrade Mine) under the mine development and production agreement dated 15 November 2021 ("**MDPA**").

We had previously also filed a writ petition on 26 August 2025 before the High Court of Odisha vide WP 24855/2025 for directing the state government to decide on our notice invoking force majeure on 19 April 2025 with respect to the old dumps lying on our Nadidihi Iron Ore Mine due to which the MDP targets from the fourth year onwards were rendered impossible to be achieved. A direction that no demand should be imposed on us for failure to meet the MDP target from the fourth year onwards till the force majeure was also mentioned. The High Court of Odisha vide order dated 24 September 2025 recorded that no action has been taken by the state government and granted us liberty to approach the court in case any action is taken by the state government.

The demanded amount for Nadidihi Iron Ore Mine is INR 1054.89 crores and the demanded amount for Nadidihi Iron & Manganese Ore Mine is INR 200.48 crores. The demand amount is towards alleged shortfall in production and dispatch targets under the MDP for the fourth year of mining operation. ESL has filed revision application before the Revisioning Authority, Ministry of Mines against both demands on several grounds among others failure of natural justice, dispatch targets not clear third year onwards under MDP and MCR Rules. The revision application has been filed seeking stay and quashing of the impugned demands.

The revision applications filed before the Ministry of Mines against the demand notices dated January 16, 2026. The Revisionary Authority passed an interim order dated March 17, 2026, stating that the business activities of the ESL shall not be hampered if it deposits 25% of the impugned demand. We have challenged the order of the Revisionary Authority before the High Court of Orissa by filing writ petitions. The matters before the High Court have been disposed of on March 31, 2026, and direction has been passed to Revisionary Authority to decide the matter within 15 days. An order has been passed by the Revisionary Authority, Ministry of Mines dated April 15, 2026, setting aside the demand notices and remanded the matters back to the state government for fresh consideration.

Proceedings initiated by Vedanta Iron and Steel Limited (VISL) against the demolition notice of Village Panchayat of Piligao

Village panchayat of Piligao issued demolition notice order dated 12 May 2025 against the road used for ore transportation from mining lease area mining to Sarmanus jetty without issuance of NOC from panchayat. Vedanta Limited has challenged the demolition order before the Director of Panchayat, North- and obtained

stay on the demolition order. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Refund of District Mineral Fund (“DMF”) / National Mineral Exploration Trust (“NMET”)

In April 2016, DDMG Chitradurga issued notices to mining lessees, including Vedanta Limited, seeking payment of outstanding DMF and NMET to their account, failing which they would not be allowed to participate in the e-auction process mandated by the Supreme Court in the Samaj Parivartan vs State of Karnataka. Vedanta Limited approached the High Court (“HC”) challenging the said notices. On May 24, 2016, HC passed an interim order directing monitoring committee to allow mining lessees to participate in the e-auction process without the pre-deposit of DMF and NMET during the pendency of the litigation. On June 29, 2016, HC vacated the interim order on the ground that the Supreme Court in the Samaj Parivartana matter had barred other courts from hearing challenges to e-auction process. Hence, Vedanta Limited filed a Special Leave Petition against the order of the High Court of Karnataka in June, 2016 which vacated the stay granted in May 2016 to the notices of DMG restraining Vedanta Limited from participating in e-auction till the contribution to the DMF and NMET is made by Vedanta Limited. The matter is pending in the Supreme Court. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Refund of Stamp Duty paid for second renewal of mining leases of Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) in Goa

Vedanta Limited was granted mining concessions by the erstwhile Portuguese regime. On May 23, 1987, the said concessions were treated as ‘deemed mining leases’ under the provisions of Goa, Daman and Diu Mining Concessions (Abolition and Declaration of Mining Leases Act) Act, 1987 (‘Abolition Act’). Vedanta Limited applied and were granted the first renewal of mining leases upto November 21, 2007 in terms of provisions of Abolition Act. On October 3, 2006, Vedanta Limited applied for second renewal of mining leases. Vedanta Limited along with other mining lessees continued mining operation till the time second renewal application was not decided.

Goa Foundation, a non-governmental organization (NGO) approached the Supreme Court vide WP 435/2012 seeking a declaration that mining leases in Goa had expired in 2007 and mining operations thereafter was illegal. The Supreme Court vide judgment dated April 21, 2014 held that mining operations could not have been carried out based on deemed extension and it is for the State Government to decide as a matter of policy in what manner mining leases are to be granted in future. During the pendency of WP 435/2012, the State Government had granted in-principle approval to 28 mining leases and stamp duty was demanded to execute mining lease from November 22, 2007 up to November 21, 2027 as per the provisions of Indian Stamp (Goa Amendment) Act, 2012. On the basis of payment of stamp duty and in-principle approval granted, the mining lessees sought a direction from the High Court of Bombay (“HC”) for execution of mining leases. Accordingly, the HC vide judgment in August 2014 directed the execution of mining leases where in-principle approval was granted and in other cases, decision to be taken with 3 months of the order. Thereafter, second renewal orders were passed in respect of our mining leases and mining leases were executed after payment of requisite stamp duties under the provisions of Indian Stamp (Goa Amendment) Act, 2012. The Hon’ble Supreme Court vide judgment dated February 7, 2018 set aside the judgment of High Court and quashed the second renewal of mining leases. Review petitions against the said judgment were also dismissed.

We have sought for refund of stamp duty under section 3 A of Indian Stamp (Goa Amendment) Act, 2012 for the period during which we were unable to carry out mining operations due to court orders/ operation of law. We have filed commercial suit before the Commercial Court Panaji against the DMG, Revenue Secretary and State Government of Goa for the recovery of stamp duty ₹ 136.06 Cr with interest at the rate of 16 % per annum, compounded quarterly, paid at the time of second renewal of our mining leases. The matter is pending

adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Similar commercial suits have also been filed by Sesa Resources Limited (SRL) and Sesa Mining Corporation Limited (SMCL) before the Commercial Court, Panaji for refund of stamp duty for second renewal of mining leases. The amount claimed for SRL is ₹ 26.86 Cr along with 16 % per annum interest from February 7, 2018, till the refund is made. The amount claimed for SMCL is ₹ 25.84 Cr along with 16 % per annum interest, compounded quarterly, from February 7, 2018, till the refund is made. The matters are pending adjudication.

Goa Rural Improvement and Welfare Cess Act, 2000

The State of Goa enacted Goa Rural Improvement and Welfare Cess Act, 2000 (**‘Rural Cess Act’**) for collecting cess on transportation of Iron Ore, Coal and Coke amongst other items and this Act came into effect on February 1, 2006. Initially cess was collected at rate of ₹ 2/ per MT for Goan ore and rate of ₹ 5/ per MT for Karnataka Ore. The rates of cess levied was increased tenfold by notification dated May 13, 2008 to ₹20/ MT and ₹ 50/ MT respectively and demand notices were issued. Vedanta Limited has filed writ petition before High Court of Bombay at Goa on the ground that the Rural Cess Act purports to impose tax on mineral ore which is under the legislative powers of Union Government and hence, such levy is beyond the legislative competence of the State and is unconstitutional. The High Court of Bombay at Goa vide common judgment in January, 2024 dismissed the challenge and a special leave petition against the same has been filed by us in the Supreme Court (SLP(C) 4374/2024). The challenge filed by the subsidiary companies has also been dismissed by the Hon’ble Bombay High Court and the SLP against the same are also pending before the Supreme Court (SLP 7392/2019 & SLP 7393/2019).

The following petitions are also filed by Vedanta Limited and is pending before the High Court of Bombay at Goa:

- (i) Challenging the levy of rural cess on transportation of coke in review petition (CAREV 3/2024);
- (ii) Challenging the levy of rural cess on transportation of goods through barges (WP 1123/2016); and
- (iii) Challenging the levy of rural cess on transportation of goods through rail (WP 465/2023 (F)).

As of the effective date of the Scheme of Arrangement, these litigations have been transferred to Vedanta Iron and Steel Limited (VISL), being one of the demerged companies.

Challenge to Environment Clearance for Bicholim Mine before National Green Tribunal (“NGT”) by Ramesh Gauns, Swapnesh Sherlekar, Federation of Rainbow Warrior

Three appeals have been filed before the NGT seeking cancellation of the Environmental Clearance (EC) granted to Vedanta Limited for the Bicholim Mine. The appellants are: (i) Ramesh Gauns (Appeal No. 30/2024), (ii) Swapnesh Sherlekar (Appeal No. 73/2024), and (iii) Federation of Rainbow Warrior (Appeal No. 146/2024). The appeals allege non-disclosure of material facts, presence of a lake/water body inside the mine area, drying of wells, and other violations. In the event of an unfavourable judgment in this matter, there may be adverse consequences, including cancellation of the EC and operational disruption. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Challenge to usage of transportation route from Bicholim Mine for iron ore transportation before National Green Tribunal by Sandeep Salelkar

An application has been filed by Sandeep Salelkar on June 3, 2025 before the National Green Tribunal, Western Zone Bench, Pune (“NGT”) alleging violations by Vedanta Limited in iron ore transportation from Mineral Block-I Bicholim to Sarmanus Jetty, including allegation of causing pollution and using a route other than the route sanctioned under the environmental clearance. Vedanta Limited filed reply affidavit to the application, stating that temporary permission had been obtained from the Directorate of Mines and Geology, Government of Goa. The application has been disposed of by the NGT, allowing Vedanta Limited to continue to use the route

for two months. However, it has directed Vedanta Limited to file an application with the Ministry of Environment, Forest and Climate Change (“MoEFCC”) within 15 days, seeking modification of the route sanctioned under the environmental clearance. The MoEFCC has been directed to decide on such application within one month thereafter. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Writ Petition against allegations of illegal construction, dumping and ore transportation on agricultural land

A Writ Petition PIL WP 2348 of 2025 (F) has been filed by before High Court of Bombay at Goa alleging illegal construction, dumping, and ore transportation on 80,000 sqms of tenanted agricultural land in Village Piligao, along with Coastal Regulation Zone (“CRZ”) violations and unauthorized structures near Sarmanus Jetty. The petition highlights authorities' failure to prevent these activities and seeks to restrain the Vedanta Limited from further work on the land and jetty. Notices have been issued in the matter. Vedanta Limited have filed affidavit in reply, and the matter is pending adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Writ Petition filed by Pravir Phadte against Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) and others alleging pollution while transporting and manufacturing Pig Iron

A Writ Petition alleging pollution to the environment while transporting and manufacturing pig iron has been filed against Vedanta Limited by Goa State Pollution Control Board (GSPCB) before the High Court of Bombay (“Court”) at Goa and seeking implementation of National Environmental Engineering Research Institute (“NEERI”) report. Vedanta Limited has filed a detailed affidavit denying these allegations. The GSPCB directed Vedanta Limited to implement certain corrective measures. Vedanta Limited has completed several measures, while others remain in progress. The Court has directed GSPCB to conduct fresh monitoring to assess the effectiveness of these measures. The interim NEERI report has been submitted to the Court. The matter is currently pending final arguments. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Public Interest Litigation filed by Goa Foundation against Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) alleging environment pollution at Sonshi Village

The PIL WP was filed by Goa Foundation against Vedanta Limited in the High Court of Bombay at Goa concerning environmental pollution at Sonshi village. The principal allegations include violations of AAQM norms and the creation of a hostile environment due to air and noise pollution. We have filed our reply affidavit denying these allegations. The matter is pending adjudication before the High Court. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Civil Appeal filed by Goa Paryavaran Sangharsh Samitee against Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) against the order of National Green Tribunal dismissing the appeal alleging environment damage

Civil Appeals were filed by Goa Paryavaran Sangharsh Samitee challenging an NGT Delhi Order dated January 13, 2015 in OA 55 of 2012 before the Hon’ble Supreme Court. The NGT dismissed the application filed by the applicant under Sections 15 and 18 of the NGT Act seeking restoration of the damaged environment in the State of Goa. The matter remains pending adjudication before the Hon’ble Supreme Court. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Public Interest Litigation against Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) seeking coal/coke handling at Mormugao Port

A PIL has been filed in the High Court of Bombay – Goa Bench by Sherwyn Filipe Francisco Correia and others against Vedanta Limited and others seeking cancellation of permissions for coal/coke handling at Mormugao Port Trust, among other reliefs. Vedanta Limited has been added as a party on allegations of handling coal at

MPT without environmental clearance. The matter is pending adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Public Interest Litigation filed by Goa Foundation against commencement of mining operation in Goa

A Public Interest Litigation has been filed by Goa Foundation before the High Court of Bombay at Goa alleging that the State of Goa permitted the restart of mining operations prior to complying with related statutory provisions and the directions of the Supreme Court in cases filed by Goa Foundation. Major allegations against Vedanta Limited relate to violations of the High Court-approved SOP on mining truck transportation, filing of lowered pit-head prices of extracted iron ore with IBM, and questioning the credibility of quantities excavated after commencement of mining operations in 2024. We have filed our reply affidavit. The matter is pending adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Application filed by Navelim Panchayat challenging the expansion of Plant of Vedanta Iron and Steel Limited (VISL) at Navelim

An application was filed by the village panchayat head of Navelim, Goa before the National Green Tribunal Delhi against the Goa State Pollution Control Board (“GSPCB”), MoEF&CC, State of Goa, others and Vedanta Limited alleging that (i) GSPCB had issued its approval in a piecemeal manner for the expansion of the Plant at Navelim, even though the environmental clearance order issued by the MoEF&CC and the approval covered all four plants, thereby violating the MoEF&CC order, (ii) the no-objection certificate issued in relation to this project in 2007 was forged and fabricated, and (iii) the CN5 bridge at Maina-Navelim junction falls outside the notified industrial area and crosses a public road belonging to the village panchayat. The application sought cancellation of the approval and the order of the MoEF&CC. On March 1, 2013, the NGT issued notices to all the parties. We responded on April 11, 2013, denying all contentions and submissions made by the village head and requested that the application be dismissed. Pleadings in the matter have been completed. Subsequently on February 10, 2014, the matter was transferred from the Principal Bench of the NGT at New Delhi to the Western Bench of the NGT at Pune. The application of Village Panchayat Navelim before NGT, Pune was kept in abeyance since an identical issue against us was pending before the Supreme Court. The said identical issue pertaining to Amona Plant Expansion was later referred to the NGT Principal Bench at Delhi by the Supreme Court. The Amona Plant Expansion matter before NGT, Delhi was disposed of with the direction to MOEF to pass any directions or conditions for the grant of EC to Vedanta Limited. MoEF & CC accordingly added a few conditions to the EC granted to us and the Amona Plant expansion matter was accordingly disposed of. The hearing of the Village Panchayat Navelim application before NGT, Pune will be taken up in due course. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Proceedings initiated against Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) by Goa Foundation for handling and transportation of ore at Kalay Railway Siding

A petition was filed by Goa Foundation against the Station Master, Kalay Railway Station, objecting to the handling and transportation of ore at Kalay Railway Siding on the grounds that the siding allegedly falls within a forest sanctuary. Vedanta Limited was added as a party as the ore belonged to the Company. The High Court directed the Chief Wildlife Warden to adjudicate the matter in a time-bound manner. The Chief Wildlife Warden passed an order in favor of the Company. The same was challenged before the High Court by Goa Foundation in a fresh writ petition. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Proceedings initiated by Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) challenging the permission granted by the State Government of Karnataka allowing a third party to pass through mining lease and diverted roads

A writ petition was filed by Vedanta Limited before the Hon'ble High Court of Karnataka challenging Government Order dated 28 February 2025, whereby JSW Steel Limited was permitted to use the existing approach roads from its mining area to Sasalu Railway Siding, including the portion passing through Vedanta Limited mining lease area, inter alia on the grounds that such permission was granted without granting Vedanta Limited an opportunity of hearing and in violation of natural justice, apart from being contrary to applicable forest and mining law provisions. By judgment dated 24 September 2025, the Hon'ble High Court of Karnataka held that, while the State Government has the power in public interest to permit use of the forest roads already permitted to be used by Vedanta Limited, permission to actually enter Vedanta Limited's mining lease area could not have been granted without notice and an opportunity of hearing to Vedanta Limited. Vedanta Limited had challenged the order before the Hon'ble Supreme Court and the matter is pending adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Proceedings initiated by Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited) against the Demolition Notice issued by the Village Panchayat of Mayem

The Village Panchayat of Mayem-Vainguinim, Bicholim, Goa, issued a demolition notice dated November 4, 2024 bearing No. VP/MV/Demolition Notice/2024-25/1497. Vedanta Limited and Sesa Mining Corporation Limited filed appeals before the Additional Director of Panchayats-I, Panaji-Goa. The Additional Director of Panchayats-I granted an ad-interim ex-parte stay of the impugned demolition notice on November 8, 2024. Village Panchayat Mayem-Vainguinim issued a No Objection Certificate dated January 29, 2025 to Vedanta Limited for the repair of the new screening plant at Mayem, subject to compliance with applicable conditions. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Arbitration Proceedings against Mineral Enterprise Private Limited

Vedanta Limited has initiated arbitration proceedings against Mineral Enterprise Private Limited ("MEPL") seeking (i) execution of sale deeds to convey 75% of the undivided right, title, and interest in 101 Acres 36 ½ Guntas of the MMEC Railway Siding and associated infrastructure at Chitradurga; (ii) interim relief restraining the creation of third-party rights over the MMEC Railway Siding land and related infrastructure; or (iii) in the alternative, and without prejudice to the prayer for specific performance, a refund of ₹99.66 Crores paid to MEPL, together with interest at 24% per annum compounded quarterly from the date of payment until the date of refund, amounting to approximately ₹1,116.10 Crores (as of May 13, 2026). MEPL has filed a counterclaim for approximately ₹396.18 Crores, claiming damages for usage of the railway siding. The Tribunal has issued an interim order dated March 3, 2026, restraining MEPL from creating third-party rights or interfering with Vedanta Limited's 75% undivided usage of the Railway Siding pending disposal of the case. The matter remains pending adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Writ Petition filed by Vedanta Iron and Steel Limited (formerly Vedanta Limited) (VISL) against notification of State of Karnataka increasing fees for issuance of transit pass for transport of iron ore

Vedanta Limited has filed Writ Petition No. 30786/2024 before the High Court of Karnataka challenging the notification issued by the State of Karnataka dated June 28, 2024, which increases the fees for issuance of transit passes for transportation of ore. An interim stay on the notification has been obtained vide order dated November 15, 2024. The matter remains pending adjudication. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Notice received from Captain of Ports Department for payment of outstanding amounts and port dues

Notice dated July 1, 2025 has been received by Vedanta Limited from Captain of Ports Department, Government of Goa regarding payment of demands aggregating to amount of ₹ 38,76,0 86 comprising arrears up to December 31, 2023 (₹ 22,02,973 + 5% penalty ₹1,10,149), port dues for the period from January 1, 2024 –

December 31, 2024 (₹ 7,45,276 including penalty), and port dues for the period from January 1, 2025 – December 31, 2025 (₹ 7,78,750 + 5% penalty ₹ 38,938).

Notice dated May 18, 2026, has been received from Captain of Ports Department correcting and revising the demands mentioned in earlier notice dated July 1, 2025, regarding outstanding amount due from Vedanta Iron and Steel Limited to Rs. 47,75,542 comprising arrears up to December 31, 2025 (Rs. 38,76,086), amount due towards usage of riverine land/water frontage area till May 29, 2026 (Rs. 3,30,153), amount due towards usage of riverine land/water frontage area till December 31, 2026 (Rs. 5,26,472) along with penalty at the rate of 5% (Rs. 42,831).

As of the effective date of the Scheme of Arrangement, this proceeding has been transferred to Vedanta Iron and Steel Limited, being one of the demerged companies.

Challenge to retrenchment permission by ex-workmen of Sesa Resources Limited (SRL)

A writ petition has been filed by the United Mine Workers Union before the High Court of Bombay at Goa, which challenged the Ministry of Labour and Employment's order dated 30.11.2022 granting permission to SRL to retrench 114 workmen of SRL owing to the cessation of mining operations. SRL filed an affidavit-in-reply to the writ petition.

Challenge to the order of DMG dated April 5, 2021

A revision application has been filed by Sesa Resources Limited (SRL) before Mining Tribunal (Revisionary Authority, Ministry of Mines, Government of India) seeking review and setting aside of the final order dated April 5, 2021, issued by the Director of Mines & Geology, Goa (DMG). The impugned order holds SRL liable to pay a total sum of ₹24,12,81,456, based on findings of a Government-appointed team of empaneled Chartered Accountants and a Committee constituted by the Government of Goa ("**Committee**"). The Committee held that there were shortfalls in royalty payments, discrepancies in returns, and alleged breaches of environmental clearance limits. SRL challenges the imposition of demand and interest, contending that any delay in payment was due to the DMG's failure to reconcile accounts and notify rates, and not attributable to the SRL. SRL among other grounds also disputes the audit's methodology regarding production limits and royalty calculation, asserting that the figures for mining, beneficiation, and royalty payment are governed by distinct legal regimes. Matter is pending adjudication before Mining Tribunal.

Challenge to the order of DMG dated January 13, 2025 dismissing application for adjustment/ accounting-for of advance royalty

A revision application has been filed by Sesa Resources Limited ("**SRL**") against the order dated January 13, 2025, issued by the Director, Mines & Geology, Goa ("**DMG**"). The impugned order rejected the SRL's representation dated March 18, 2024, seeking reconciliation of royalty payments for the financial years 2010-11, 2011-12, and 2012-13 across mining leases.

The representation was filed pursuant to liberty granted by the Hon'ble Supreme Court in S.L.P.(Civil) No. 2741/2024, upon SRL tendering the demanded amount of ₹1,38,59,061.50. SRL claimed excess royalty on the ground that it had paid royalty on a production basis rather than on dispatches. The DMG rejected the representation, finding significant discrepancies in SRL's production, stock, and dispatch data, and noting that royalty payments appeared to have been made after dispatches, contradicting SRL's position.

SRL contends the rejection is arbitrary and contrary to law, pointing to the earlier DMG order dated April 5, 2021 (covering the same financial years), wherein SRL's excess royalty claims were reserved for separate proceedings. The revision application is pending, with the Revisionary Authority having directed the State Government to refrain from coercive action against SRL in its earlier orders dated December 13, 2023 and August 8, 2024.

Challenge to retrenchment permission by ex-workmen of Sesa Mining Corporation Limited ("SMCL")

SMCL obtained permission to retrench 313 workmen. In the litigation timeline, the Labour Court first passed an order in SMCL's favour, the review petition before the Labour Court was decided against SMCL, and SMCL thereafter succeeded in appeal before the Bombay High Court at Goa. The Workers' Union has now preferred an SLP before the Supreme Court against the High Court judgment, SMCL has filed its reply, and the matter is pending adjudication.

Challenge to the order of DMG dated April 6, 2021, for shortfall in payment of Royalty

The State Government of Goa constituted a committee of chartered accountants, to study discrepancies in payment of royalty by mining lessees. The Directorate of Mines & Geology ("DMG") passed an order on April 6, 2021 ("Demand Notice") directing Sesa Mining Corporation Limited ("SMCL") to pay certain royalty payments, within 60 days, with further interest at 24% per annum from the sixtieth day until payment. SMCL has challenged the Demand Notice before the Ministry of Mines by way of filing revision applications under Rule 35 of the Mineral Concession Rules, 2016. SMCL has obtained interim relief vide order dated December 13, 2023 (continued vide order dated August 8, 2024), whereby the State Government has been directed to refrain from taking any coercive action against SMCL until further orders.

Proceedings initiated by Sesa Mining Corporation Limited (SMCL) against the demolition notice of Village Panchayat of Piligao

Panchayat of Piligao had issued demolition notice dated October 4, 2024, bearing no. Pilgao/Bicholim/Demolition Notice/2024-2025/558 against certain structures falling within the jurisdiction of Panchyat SMCL filed an appeal before Additional Director of Panchayat and obtained a stay on the on the demolition order.

Proceedings initiated by Sesa Mining Corporation Limited (SMCL) against the demolition notice of Village Panchayat of Piligao

Village Panchayat of Piligao issued demolition notice order dated May 12, 2025, against road used for ore transportation from mining lease area to Sarmanus jetty. SMCL has challenged the demolition order before the Director of Panchayat and has obtained stay on demolition order.

Proceedings initiated by Sesa Mining Corporation Limited (SMCL) against the Demolition Notice issued by the Village Panchayat of Mayem

Village Panchayat of Mayem has issued a demolition order dated November 4, 2024, bearing No. VP/MV/Demolition/notice/2024-25/1497 to demolish alleged illegal construction within the jurisdiction of the Panchayat. SMCL has challenged the demolition notice before the Additional Director of Panchayats and a stay order against the demolition order was obtained.

Proceedings initiated by Sesa Mining Corporation Limited (SMCL) against the Demolition Notice issued by the Village Panchayat of Pilgao

A Demolition Order dated 01.04.2024, bearing No. Pilgao/Bicholim/Demolition Notice/2024-25/02, issued by the Panchayat of Piligao to demolish alleged illegal dock and related illegal activities happening in the dock within the jurisdiction of Panchayat. SMCL has challenged demolition Order before the Director of Panchayat (North) and a stay order has been obtained against its operation.

Special Leave Petition filed by Sesa Mining Corporation Limited (SMCL) against order of High Court of Bombay at Goa for carrying out de-siltation work

A special leave petition has been filed before the Hon. Supreme Court by SMCL against the final order dated January 30, 2025 passed by High Court of Bombay at Goa in Writ Petition No. 1/2008 wherein SMCL along with 2 other mining companies were ordered to pay/reimburse amount of ₹ 2 Cr towards the District Mineral Foundation Trust for desilting of the agricultural area in Shirgao village. The Supreme Court vide order passed in October 2025 stayed the impugned order passed by the High Court.

Demand Notice for alleged shortfall of minimum production and dispatch requirement for the 1st Year under Mineral Development and Production Agreement executed between ESL Steel Limited (ESL) & State of Orissa

ESL entered into a mine development and production agreement (“**MDPA**”) with State of Odisha for mining of the Nadidihi Iron Ore mines and Nadidihi Iron & Manganese Ore mine located in Odisha. The Deputy Director of Mines issued demand notices (“Demand Notices”) to ESL demanding an amount of approximately ₹ 856 crores- for Nadidihi Iron Ore Mine and ₹ 851 crores for Nadidihi Iron and Manganese Mine towards statutory dues for annual shortfall in minimum dispatch required under Rule 12(A)(1) of the Mineral (Other than Atomic and Hydrocarbon Energy Minerals) Concession Rules, 2016 for the first year of mining lease. Aggrieved by the Demand Notices, ESL filed a revision application before the Ministry of Mines, Government of India (“**Revisionary Authority**”) under Section 30 of the Mines and Minerals (Development and Regulation) Act, 1957 to set aside and keep the Demand Notices in abeyance during the pendency of proceedings before the Revisionary Authority. The Revisionary Authority passed an order directing the state government to not take any coercive action during the pendency of the proceedings. Subsequently, the Revisionary Authority set aside the demand notices vide its order dated October 3, 2024, and the matter was remanded to the State Government of Odisha to pass a reasoned order after providing a fresh opportunity of being heard.

Refund of Stamp Duty paid for Iron Ore Orissa Mines

ESL Steel Limited (“**ESL**”) was selected as the highest bidder in the auction of Nadidihi Iron Ore Mine and Nadidihi Iron and Manganese Ore Block. ESL was granted the Letter of Intent by the Government of Odisha on October 22, 2021. The Letter of Intent stipulated a strict timeline for execution of the mining lease. The District Magistrate, Sundergarh, Odisha, vide demand notice dated November 18, 2021, sought collection of stamp duty calculated at the highest production level of the mining plan and the Average Sale Price of the highest grade of ore for execution of the mining lease. In order to secure execution of the mining lease, ESL paid the stamp duty and registration charges under protest. ESL, along with other companies and industry bodies involved in the mining sector in Odisha, has challenged the notification. ESL has claimed ₹262 Crores as excess stamp duty and registration charges paid for execution of its mining leases in Odisha. The High Court of Odisha has issued notice in the matter, which remains pending adjudication.

Show Cause Notice received by ESL Steel Limited (ESL) for operating mine without Consent to Operate

ESL received a show cause notice dated February 24, 2026 requiring it to show cause why a demand of ₹1,653,15,50,058 should not be recovered in respect of the operation of its Nadidihi Iron Ore Mine without Consent to Operate (“**CTO**”) during the period from February 2022 to March 2023. ESL responded to the show cause notice on March 9, 2026, stating, *inter alia*, that pursuant to the vesting order dated October 22, 2021 issued by the Government of Odisha, the valid rights, approvals and licences of the erstwhile lessee, including the CTO, had vested in its favour; that it had separately applied on November 22, 2022 for grant of CTO for the period from November 1, 2021 to March 31, 2024; and that the CTO was subsequently granted pursuant to an order dated July 1, 2023. ESL has not received any further notice in this matter thereafter.

Criminal Proceedings initiated by Range Forest Official Holalkere against company officials, including Mr. Navin Jaju, Director of Sesa Resources Limited and Sesa Mining Corporation Limited (“SMCL”)

Summons have been issued by the Principal Civil Judge and JMFC, Holalkere (“**District Court**”), against company officials, including against Mr. Navin Jaju (director of SMCL) alleging violation of Karnataka Forest Act, 1963, on allegations of removal of soil from check dams in reserved forest without authorization. The company officials have filed a writ petition before the High Court of Karnataka, at Bengaluru (“**Karnataka HC**”) to quash and stay the proceedings before the District Court. The Karnataka HC has passed an interim order dated June 11, 2026 for stay of all further proceedings before the District Court till the next date of hearing before the Karnataka HC. The matters are pending before the Karnataka HC and District Court.

Proceeding initiated by Zonal Forest Officer, Holalkere regarding closure of forest road in respect of which we are granted Forest Clearance

The Zonal Forest Officer, Holalkere has issued a notice dated March 5, 2026 requiring the appearance of certain officials, including Mr. Naveen Jaju, Director of Sesa Resources Limited (“SRL”) and Sesa Mining Corporation Limited (“SMCL”), on March 16, 2026, together with relevant documents, in connection with Forest Case No. 07/2025-26 dated November 23, 2025 registered against SRL and SMCL under the Karnataka Forest Rules, 1969 in relation to an alleged closure of a road said to constitute a violation of the Karnataka Forest Rules, 1969. SRL and SMCL maintain that they have been granted forest clearance in respect of the subject area and have not blocked any area. No litigation has been initiated to date, and the notice relates to proceedings before the forest authorities.

Civil Contempt case against Mr. Navin Jaju, Director Sesa Resources Limited (SRL), Sesa Mining Corporation Limited (SMCL)

The United Mine Workers Union has filed a contempt petition against SRL and certain other officials including Mr. Navin Jaju, Director of SMCL, alleging that the retrenchment of workmen was in violation of the order of the Hon’ble Bombay High Court dated December 13, 2022 in Writ Petition No. 889 of 2023. SRL has contested the petition and maintains that the retrenchment was lawful, on the basis that due compensation was paid and prior statutory approvals were obtained following the Supreme Court’s cancellation of the Goa mining leases. The matter is currently pending.

Challenge to retrenchment permission by ex-workmen of Vedanta Iron and Steel Limited (VISL) (formerly Vedanta Limited)

Sesa Goa Workers Union (ex-workmen union of Vedanta Limited) has filed a writ petition challenging the specified authority's order permitting VISL to retrench 443 mining workmen due to the Supreme Court-mandated cessation of mining operations in Goa. VISL has obtained retrenchment permission from the specified authority. The Government of India thereafter filed a writ petition before the High Court of Bombay at Goa after their review application of the retrenchment permission was dismissed. The matter is pending. As of the effective date of the Scheme of Arrangement, this litigation has been transferred to VISL, being one of the demerged companies.

Suo moto action taken by National Green Tribunal in relation to the Athena Boiler Blast

National Green Tribunal has taken suo motu cognizance of newspaper publication in Times of India on 15 April 2026 titled ‘Boiler Blast at Vedanta Power Chhattisgarh Sakti kills 13’ and initiated a probe. A notice has been received and the next date of hearing in the matter is July 3, 2026. In our considered opinion, there is no impact on environment in relation to the said accident. The matter shall be duly contested accordingly.

Tax proceedings

There are certain outstanding tax litigation involving us and our Indian subsidiaries. There are, however, no tax litigation involving us and our Indian subsidiaries, which could reasonably be expected to have a material adverse effect on our results of operation and financial condition.

DESCRIPTION OF THE ISSUER

The Issuer is a public company incorporated in England and Wales on March 20, 2019. The registered office of the Issuer is at C/O CSC CLS (UK) Limited, 5 Churchill Place, 10th Floor, London, United Kingdom, E14 5HU and its business address is at 30 Berkeley Square, 4th Floor, London W1J 6EX, and the telephone number is +44 20 7499 5900. The Issuer is a wholly owned subsidiary of Vedanta Resources Holdings Limited, which is a wholly owned subsidiary of our Company.

Business Activity

The Issuer is a finance vehicle for our Group. Other than issuing the Bonds and activities incidental thereto, it has not engaged in any other material business activities.

The issuance of the Bonds was approved by the Board of Directors of the Issuer through a resolution passed by the Board of Directors on June 9, 2026.

Management

The directors of the Issuer as on the date of this Offering Circular are:

- CSC CLS (UK) Limited;
- Wenda Margaretha Adriaanse; and
- Pushpender Singla.

Capitalisation

As of the date of this Offering Circular, the Issuer has an issued and paid up share capital of £50,000, comprising 50,000 shares of £1 per share each.

DESCRIPTION OF THE SUBSIDIARY GUARANTORS

Each of the Subsidiary Guarantees will only come into effect from the date on which the relevant Subsidiary Guarantor executes a supplemental trust deed to the Trust Deed and a supplemental agency agreement to the Agency Agreement. See the section entitled “Risk Factors — Risks relating to the Bonds, the Guarantees and the Collateral — The Bonds may not be secured over the Collateral and the Subsidiary Guarantors may not provide guarantees in respect of the Bonds, including if certain consents are not obtained. Furthermore, the failure to create and/or perfect security over the Collateral will not constitute an event of default under the terms and conditions of the Bonds.”.

Twin Star Holdings Ltd.

Twin Star is a company incorporated in Mauritius on January 12, 1993. The registered office of Twin Star is at 19 Cybercity, Ebene c/o DTOS Ltd, 10th Floor, Standard Chartered Tower, Mauritius, and the telephone number is +230 212 9800. Twin Star is a wholly owned subsidiary of Vedanta Resources Holdings Limited, which is a wholly owned subsidiary of our Company.

Business Activity

Twin Star is a finance vehicle for our Group. Other than holding investments and activities incidental thereto, it has not engaged in any other material business activities.

The guarantee of the Bonds was approved by the board of directors of Twin Star at their meeting held on June 9, 2026 and by a resolution of its shareholders dated June 9, 2026.

Management

The directors of Twin Star as on the date of this Offering Circular are:

- Niralah Beeharry; and
- Devika Bhanjan.

Capitalisation

Twin Star has an issued and paid-up share capital of \$236,802,800, comprising 236,802,800 shares of \$1.00 per share each.

Welter Trading Limited

Welter is a company incorporated in Cyprus on May 11, 2006. The registered office of Welter is at Nikiforou Foka 36, 3040 Limassol, Cyprus, and the telephone number is +357 25873000. Welter is a wholly owned subsidiary of Vedanta Resources Cyprus Limited, which is an indirect subsidiary of our Company.

Business Activity

Welter is a finance vehicle for our Group. Other than holding investments and activities incidental thereto, it has not engaged in any other material business activities.

The guarantee of the Bonds was approved by the board of directors of Welter at their meeting held on June 8, 2026 and by a resolution of its shareholders dated June 8, 2026.

Management

The directors of Welter as on the date of this Offering Circular are:

- Polykarpos Themistokleous; and
- Adonis Xoufaridis.

Capitalisation

Welter has an issued and paid-up share capital of EUR3,420, comprising 2,000 ordinary shares of EUR1.71 per share each.

Vedanta Holdings Mauritius II Limited

VHM II is a company incorporated in Mauritius on 29 June 2020. The registered office of VHM II is at 19 Cybercity, Ebene c/o DTOS Ltd, 10th Floor, Standard Chartered Tower, Mauritius and the telephone number is +230 404 0200. VHM II is a subsidiary of Finsider International Company Limited.

Business Activity

VHM II is a finance vehicle for our Group. Other than holding investments and activities incidental thereto, it has not engaged in any other material business activities.

The guarantee of the Bonds was approved by the board of directors of VHM II at their meeting held on June 9, 2026 and by a resolution of its shareholders dated June 9, 2026.

Management

The directors of VHM II as on the date of this Offering Circular are:

- Niralah Beeharry; and
- Devika Bhanjan.

Capitalisation

VHM II has an issued and paid-up share capital of \$1,357,592,005 comprising 1,357,592,005 shares of \$1 each.

MANAGEMENT

The following table sets forth certain information regarding the Board of Directors of our Company and the executives of Vedanta Limited and the principal subsidiaries of our Company, as of the date of this Offering Circular.

Board of Directors:

Name	Nationality	Age	Position
Anil Agarwal	Indian	73	Executive Chairman
Navin Agarwal.....	Indian	65	Executive Vice Chairman
AR Narayanaswamy	Indian	74	Non-Executive Director

Executives of the Group:

Name	Nationality	Position
<i>Vedanta Limited</i>		
Arun Misra	Indian	Executive Director
Ajay Goel	Indian	Chief Financial Officer
<i>Hindustan Zinc Limited</i>		
Arun Misra	Indian	Chief Executive Officer & Whole Time Director
Amit Gupta	Indian	Chief Financial Officer
<i>CopperTech Metals Inc.</i>		
Deshnee Naidoo	South African	Chief Executive Officer, President and Executive Director
Pushpender	Indian	Chief Financial Officer, Treasurer and Secretary
<i>Vedanta Aluminium Metal Limited</i>		
Rajesh Kumar	Indian	Chief Executive Officer & Whole Time Director
Anup Agarwal	Indian	Chief Financial Officer
<i>Vedanta Iron & Steel Limited</i>		
Pankaj Kumar Sharma	Indian	Chief Executive Officer & Whole Time Director
Navin Kumar Jaju	Indian	Chief Financial Officer
<i>Vedanta Power Limited</i>		
Rajinder Singh Ahuja	Indian	Chief Executive Officer & Whole Time Director
Pankaj Jha	Indian	Chief Financial Officer
<i>Vedanta Oil and Gas Limited</i>		
Jim Gast	Dutch	Whole-time Director and Interim CEO

Board of Directors

The role of our Board of Directors is to provide leadership to maximise opportunities to develop our portfolio of businesses profitably while assessing and managing the associated risks. Our Board of Directors assesses the strategic objectives of each business, monitors performance, ensures the availability of financial, management and other resources required to meet the objectives, sets our standards of conduct and ensures that effective controls are in place to manage risk and that the interests of shareholders and other investors are observed. Our code of conduct and ethics provides overarching standards for our individual businesses.

Our Board of Directors adopted a schedule of matters reserved for its consideration to ensure that it is in a position to assess strategy, monitor performance and maintain effective controls while delegating operational management to the management and our subsidiaries. Such matters reserved to our Board of Directors include, amongst other things, approving our overall strategy and annual budgets, major capital expenditures, acquisitions, appointments, disposals and changes to capital structure and dividend policy. As part of its decision-making processes, our Board of Directors considers the long-term consequences of its decisions, the interests of various stakeholders including employees, the impact of our operations on the environment and the need to maintain high standards of business. Our corporate governance framework involves coordination and cooperation amongst shareholders, our Board of Directors and the management.

As of March 31, 2026, our Board of Directors comprises the following members:

Mr. Anil Agarwal.....	Executive Chairman
Mr. Navin Agarwal.....	Executive Vice Chairman
Mr. AR Narayanaswamy	Non-Executive Director

We regard the above as an appropriate board structure. We consider our Non-Executive Director as an independent Non-Executive Director within the meaning of “independent” and free from any business or other relationship which could materially interfere with the exercise of his independent judgement.

Our Board of Directors met on a regular basis throughout Fiscal Years 2024, 2025 and 2026.

Executive Directors

Mr. Anil Agarwal was appointed to the Board in May 2003 and is the Executive Chairman of our Company since March 2005. He became the Non-Executive Chairman of Vedanta Limited in April 2020. Anil Agarwal founded the Group in 1976 and has over four decades of entrepreneurial and mining experience. He has led the Group and has helped shape its strategic vision to contribute to the larger purpose of uplifting communities. Under his leadership, Vedanta has grown from an Indian domestic miner into a global natural resources group with a world-class portfolio of large, diversified assets in oil & gas, zinc, silver, aluminium, copper, nickel, iron & steel and power that are capable of generating strong cash flows. Mr. Agarwal’s vision is to empower the nation by achieving self-sufficiency in the natural resources sector. Over the years, he has invested over \$35 billion for the development of the natural resources sector in India.

Mr. Navin Agarwal has been associated with the Vedanta Group since its inception and has four decades of strategic executive experience. Under his stewardship, Vedanta has achieved leadership position in all the major sectors it operates in. Over the years, he has been instrumental in building a highly successful meritocratic organization. He has been spearheading our Company’s strategy through a mix of organic growth and value-accretive acquisitions, leading to Vedanta’s transformation into a globally diversified natural resources company. He is passionate about developing leadership talent and has been responsible for creating a culture of excellence at Vedanta through the application of advanced technologies, digitalization and global best practices.

He drives Vedanta's unwavering commitment to upholding the highest standards of corporate governance. His vision is to gradually unlock the enormous potential of the natural resources sector and make it an engine of growth for India. In recognition of his exceptional service in the fields of business and entrepreneurship and contribution to the natural resources sector, he was conferred with the 'Industrialist of the Year' Award by the Bombay Management Association in 2018. He is a fervent advocate of sustainable development and is committed to advancing the inclusive growth of communities and the promotion of culture and sports at all levels. A graduate in commerce from Sydenham College, Mumbai, Mr. Agarwal has completed the President Management Program from Harvard University.

Non-Executive Director

Mr. A R Narayanaswamy joined the Board on June 1, 2021. He brings over four decades of experience as a Chartered Accountant. With over four decades of experience as a chartered accountant in Management Consulting, Operational Audit and Information Technology practice, Mr. Narayanaswamy has a wealth of knowledge that will be a valuable addition to the financial and strategic expertise on the Board. Mr. Narayanaswamy is also the promoter director of IBIS Systems, a boutique software practice and an advisor to the Vedanta Foundation – a Non-Profit Organization. He has a Bachelor of Commerce (Honours) from Sydenham College, Mumbai and FCA – Member of the Institute of Chartered Accountants of India (ICAI). He was ranked 2nd All India – ICAI in May 1975.

Executives of the Group

Vedanta Limited

Mr. Ajay Goel is Chief Financial Officer of Vedanta Limited. Ajay brings rich multinational experience with global companies in FMCG and industrial sectors; namely GE, Nestle, Coca Cola and Diageo. As CFO, Ajay is responsible for all aspects of finance, including corporate governance, treasury and funding, investor relations, Financial Planning & Analysis, Accounting and Consolidation, Tax, Secretarial, and Risk Management. He also drives business performance monitoring and reporting with a focus on benchmarking and analytics. Ajay is a national rank holder both as Chartered Accountant and Company Secretary and a commerce graduate from St. Xavier's College, Calcutta University.

Mr. Arun Misra is the CEO and Whole time Director of Hindustan Zinc, since August 1, 2020 and , he was appointed as an Executive Director on the Board of Vedanta Limited with effect from August 1, 2023. After graduating with a bachelor's degree in electrical engineering from IIT, Kharagpur, Mr. Misra took a Diploma in Mining and Beneficiation from the University of New South Wales Sydney, and another Diploma in General Management from CEDEP, France. He possesses knowledge of TQM, Six Sigma, TPM, and the Malcolm Baldrige Model. Mr. Misra started his career with Tata Steel in 1988 and rose to occupy the position of Vice President. After working there for 31 years he joined Hindustan Zinc in 2019 as Dy CEO and was promoted to CEO & WTD from 1st August 2020. He brings with him immense knowledge of mining, beneficiation, steel making, Total Quality Management and ESG.

Hindustan Zinc Limited

Mr. Amit Gupta appointed as Chief Financial Officer of HZL effective 1st June 2026. He is a seasoned finance professional with over 23 years of experience across diverse industries including apparel, consumer durables, oil & gas, and aluminium. A Chartered Accountant with a Diploma in IFRS from ACCA (UK), he has been associated with the Vedanta Group since 2006. Mr. Gupta has played a pivotal role in driving business planning, financial strategy, financial planning & analysis, corporate reporting, business finance, process automation, financial modelling, benchmarking and internal controls

CopperTech Metals Inc.

Ms. Deshnee Naidoo has served as our Chief Executive Officer and President since 2026 and was appointed as the Executive Director to our board of directors in April 2026. Ms. Naidoo has served as Chief Executive Officer

of VRL, an affiliate of the Company, since January 2025 and will resign from such position upon the effectiveness of the registration statement of which this prospectus forms a part. Previously, Ms. Naidoo served as Chief Executive Officer of Vale Base Metals in Canada from 2023 until March 2024. She joined Vale Base Metals in January 2021 and held roles including Executive Vice President and Chief Financial Officer, where she led the successful carve-out of the business from its parent company, Vale S.A. Between 2014 and 2020, Ms. Naidoo held senior leadership roles at Vedanta, including CEO of Vedanta Zinc International and Africa Base Metals. Ms. Naidoo holds a degree in Chemical Engineering from the University of KwaZulu-Natal, South Africa, and a certification in Finance and Administration from the Witwatersrand Business School. We believe that Ms. Naidoo's extensive global experience in the resources business, and her dedication to operational excellence and driving growth make her well-equipped to be a director of the board of the Company.

Mr. Pushpender has served as our Chief Financial Officer, Treasurer and Secretary since 2026. Mr. Pushpender served as the Chief Financial Officer and Executive Director of Vedanta Zinc International, an affiliate of the Company, from 2016 to 2025, and has served as interim Chief Financial Officer of Konkola Plc since December 2025 and will resign from such position upon the effectiveness of the registration statement of which this prospectus forms a part. Mr. Pushpender has held various roles within the Vedanta group since 2007, including Chief Financial Officer and Director of Vedanta Base Metals Limited from 2024 to 2025, Head of Finance, Commercial and Administration for Vedanta's Australian Operations from 2010 to 2015; Finance Controller for Talwandi Sabo Power from 2008 to 2010; and Finance and Treasury Controller for Vedanta Aluminum and Sterlite Energy from 2007 to 2008. Mr. Pushpender is a Chartered Accountant with memberships from the Institute of Chartered Accountants of India and the South African Institute of Chartered Accountants. He holds a Bachelor of Commerce degree from Maharaja Ganga Singh University, India. We believe Mr. Pushpender's strong financial expertise and leadership will support the Company's continued growth, enhance financial discipline and strengthen governance standards.

Vedanta Aluminium Metal Limited

Mr. Rajesh Kumar is the Chief Executive Officer & Whole Time Director (CEO & WTD) of Vedanta Aluminium Metal Limited w.e.f. May 1, 2026. Mr. Rajesh has over 38 years of diverse experience in operations, maintenance, project implementation, and productivity improvement in Tata Steel's Indian and Thai units. He has overseen a wide range of functions, including profit centres, manufacturing, total quality management, operations, industrial safety, production and quality improvement, project engineering, digitization, logistics, human resource development, financial analysis, leadership and strategy. He holds a bachelor's degree in Mechanical Engineering (B.Tech) from Banaras Hindu University (IIT BHU) and is a gold medalist in finance from XLRI, Jamshedpur, where he did his master's in business administration (MBA).

Mr. Anup Agarwal is the Chief Financial Officer (CFO) of Vedanta Aluminium Metal Limited w.e.f. May 1, 2026. He joined VEDL on September 18, 2021. He is a qualified Chartered Accountant. Prior to this, Mr Agarwal led the Financial Planning & Analysis vertical for VEDL. He joined VEDL in 2002 and has worked across various businesses like BALCO, Power and Copper. He left VEDL for a brief period in April 2021 and joined back in September 2021. His professional journey spans over 28 years with extensive experience in large-scale industrial businesses. He leads financial planning, budgeting, and overall fiscal governance. He has a strong track record in cost optimization and operational efficiency, improved driving margins and competitiveness. His role extends into business strategy and performance management, supporting growth and scale. He brings deep expertise in aligning financial objectives with operational outcomes.

Vedanta Iron and Steel Limited

Mr. Pankaj Kumar Sharma is the Whole-time Director and Chief Executive Officer on the Board of Vedanta Iron & Steel Limited effective May 1, 2026. He is a distinguished industry leader with more than two decades of expertise across the cement, metals, manufacturing & mining sectors. A Mechanical Engineering graduate, he has been an integral part of Vedanta Ltd. since 2018, where he has spearheaded initiatives to strengthen operational efficiency and strategic growth. Within the Vedanta ecosystem, he has held senior leadership roles

at Hindustan Zinc Ltd. and BALCO, driving business transformation and organizational excellence. His tenure as Chief Executive Officer of Ferro Alloys Corporation Limited highlighted his ability to deliver results in complex industrial mining environments. Earlier in his career, he built a strong foundation with reputed organizations such as ACC Ltd., Lafarge Holcim, CTIL & JSW Cement gaining diverse exposure across operations and management. His leadership journey is reinforced by executive development programs from globally renowned institutions. Recognized for his technical acumen, strategic vision, and ability to inspire high-performing teams, he continues to contribute meaningfully to industrial growth and transformation.

Mr. Navin Kumar Jaju is the Chief Financial Officer (CFO) of Vedanta Iron & Steel Limited from May 1, 2026. He is a seasoned leader with over 20 years of rich and diversified experience in the metals and mining sector. He brings deep expertise across finance functions, business strategy, governance & risk management and strategic areas such as business expansions, mergers & acquisitions and business transformation. Prior to his current role, Mr. Jaju served as CEO of Sesa Goa, Vedanta Limited, where he led overall business performance and growth. He joined Vedanta Group in 2005 and has also held key leadership roles across Vedanta Group companies, including Hindustan Zinc and BALCO. Mr. Jaju is a Chartered Accountant from ICAI and holds a bachelor's degree in commerce from St. Xavier's College, Kolkata.

Vedanta Power Limited

Mr. Rajinder Singh Ahuja is the Whole-time Director and Chief Executive Officer on the Board of VPL. He completed his graduation in electrical engineering from MANIT Bhopal. He brings over 27 years of leadership experience across Safety, ESG, and Power projects. He began his career with the Aditya Birla Group and joined Vedanta in 2003. A homegrown leader within the Vedanta Group, Rajinder has helmed diverse functions spanning project execution, commissioning, operations, business strategy, and HSE (Health, Safety & Environment). At Vedanta, he has played a pivotal role in the commissioning and operation of captive thermal, solar, and wind power plants at Hindustan Zinc Ltd., and later led HSE and Sustainability for Vedanta Limited, driving best-in-class standards across businesses. In his current role as Chief Executive Officer, Rajinder is spearheading our Company's strategic transition as a demerged entity, driving the expansion of its 4.78 GW IPP (Independent Power Producer) portfolio, unlocking value through growth, efficiency, and cost optimisation, while setting new benchmarks in sustainability and HSE excellence

Mr. Pankaj Jha is the Chief Financial Officer of VPL. He joined VPL in July 22, 2025. He is a qualified and a ranked Chartered Accountant and Cost Accountant. He was the Chief Financial Officer of Jharsuguda division of Vedanta Limited having turnover of more than ₹ 35000 crore per annum. He led the business having the world largest single location Smelter and Indias only aluminium manufacturing unit in 1 million Tonne club. He has fostered a culture of innovation, leading to strategic financial gains and operational efficiencies across the business. He also spearheads Digital and IT portfolio and supports various start-up companies to showcase their ability in Vedanta and build future. A growth-oriented finance professional with over 16 years of global experience in strategy formulation, finance controller, budgeting, business planning, risk management, accounting and consolidation, whistleblower investigations, protective intelligence and internal audits. Adaptable to change and flexible. He was previously in the assurance function to CFO role. Benchmarking of the practices with objective of identifying newer areas in line with emerging risks, global practices and organizations vision & mission, technology enablement and use of data analytics. He brings over 18 years of expertise in finance and management. Since joining Vedanta Limited in 2008, he has held leadership roles at BALCO, in the Management & Assurance team, and most recently as CFO of Vedanta Ltd Jharsuguda, where he drove financial strategy, delivered significant cost optimization, and strengthened governance frameworks. As CFO of the Power Business, he focuses on financial optimization, governance, and long-term value creation, while driving digital transformation to enhance visibility, data-driven decisions, and operational efficiency across thermal assets.

Vedanta Oil and Gas Limited (formerly known as Malco Energy Limited)

Mr. Jim Gast is the Interim Chief Executive Officer of VOGL from May 1, 2026. He has also been appointed as the Whole-Time Director of our Company with effect from May 12, 2026. He joined VEDL on January 22, 2025. He completed his M.Sc. in Structural Geology from Utrecht University. In his previous role in VEDL as Chief Exploration for the Oil and Gas Business, Jim Gast led exploration strategy, basin evaluation, resource identification, and subsurface growth initiatives across its onshore and offshore portfolio in India. He has an extensive international experience of 32 years in exploration and subsurface leadership within the upstream oil and gas sector, particularly across geological evaluation, exploration portfolio development, and technical exploration programs. His profile indicates strong exposure to global E&P (exploration and production) operations and strategic exploration leadership.

Mr.Arpit Mundra is the Chief Financial Officer (CFO) of VOGL from May 1, 2026. He joined Vedanta Limited on February 22, 2022. He is a Chartered Accountant, with a strong foundation in finance, governance, and strategic decision-making. With an experience of over 27 years in finance, Arpit Mundra is responsible for driving financial performance, capital allocation, business partnering, treasury, cost management, financial accounting and reporting, and other strategic priorities of the business. He has a strong track record in leadership and finance roles across global organizations such as Leadership Boulevard Private Limited, Rivigo Private Limited, Bharti Airtel Limited, Alliance Tires Private Limited, and Price Waterhouse Coopers.

Compensation

The aggregate compensation paid to our Executive Directors for Fiscal Year 2025 was \$9.545 million, which includes \$9.468 million paid towards short term benefits comprising salary, bonuses and allowances and \$0.078 million paid towards post-employment benefits. The total compensation paid to our most highly compensated executive during Fiscal Year 2025 was \$5.383 million. The aggregate compensation paid to our Non-Executive Directors in Fiscal Year 2025 was \$0.032 million.

The following table sets forth the pre-tax remuneration for Fiscal Year 2025 for individual Directors who held office in our Company during this period. Payment is generally made in UK pounds sterling although payments in India under service contracts with Vedanta Limited are paid in Indian Rupee.

	Base Compensation	Taxable benefits	Pensions	Annual Performance Bonus ⁽⁷⁾	Long Term incentives	Total for Fiscal Year 2023 ⁽⁸⁾⁽⁹⁾	Total for Fiscal Year 2024 ⁽⁸⁾⁽⁹⁾	Total for Fiscal Year 2025 ⁽⁸⁾⁽⁹⁾
				(\$000)				
Executive Directors								
Anil Agarwal ^{(1) (3) (6)}	2,250	17	—	1,552	1,564	5,397	5,413	5,383
Navin Agarwal ⁽²⁾⁽⁴⁾⁽⁶⁾	1,441	133	78	1,319	1,191	4,160	4,082	4,163
Non-Executive Director								
Mr A R Narayanaswamy ⁽⁵⁾	32	—	—	—	—	30	31	32
Total	3,723	150	78	2,872	2,755	9,587	9,526	9,578

Notes:

(1)	Mr Anil Agarwal's taxable benefits in kind include provision of medical benefits;
(2)	Mr Navin Agarwal is based out of India and is drawing the majority of his remuneration in Indian Rupee. For Fiscal Year 2025, Mr Navin Agarwal received a Vedanta Limited salary of ₹234,415,282, Vedanta Resources Limited fees of ₹85,000 and employee share option plan related payment of ₹920,558, Hindustan Zinc Limited fees of ₹525,000 and commission of ₹2,993,000.
(3)	Mr Anil Agarwal has received an advance bonus of ₹500,000 for performance in Fiscal Year 2025 which is not included in the table above.
(4)	Mr Navin Agarwal's taxable benefits in kind include housing and related benefits and use of a car and driver.
(5)	Non-Executive Directors are reimbursed for expenses incurred while on Company business. No other benefits are provided to Non-Executive Directors.
(6)	All of the Group's pension schemes are based on cash contribution and do not confirm an entitlement to a defined benefit. Pension contributions are made into the Executive Vice Chairman's personal pension schemes (or local provident fund) and will become payable on the retirement. The Executive Chairman does not receive pension benefits.
(7)	The annual performance bonus shown in the table relate to the payment of the annual bonus made to the Executive Directors for Fiscal Year 2025, which is the bonus for the performance in Fiscal Year 2024.
(8)	NIC Contribution as per the statutory requirement is made for all Executive and Non-Executive Directors.
(9)	The exchange rate applicable as at March 31, 2023 was ₹96.7289 to £1 and \$1.2050 to £1, as at March 31, 2024 was ₹104.0529 to £1 and \$1.2569 to £1, and as at March 31, 2025 was ₹110.5550 to £1 and \$1.1765 to £1.

Conflicts of Interest

From time to time, conflicts of interest have in the past and will in the future arise between our Company and our affiliates. See *“Risk Factors — Risks Relating to Business — Our Directors, key managerial personnel and senior management have interests other than normal remuneration or benefits. They may enter into ventures that may lead to conflicts of interest with our business.”* Other than those interests and relationships disclosed in *“Principal Shareholders”* and *“Related Party Transactions”*, no conflicts of interest exist between the private interests of the management team and the interests of our Company. See *“Risk Factors — Risks Relating to Business — The equity shares of the Issuer and our Company are not listed and therefore the Issuer and our Company are not subject to the disclosure and corporate governance requirements that listed companies are required to comply with.”* for more information.

Additionally, as per the applicable provisions of the Indian Companies Act, 2013 and the SEBI Listing Regulations, our listed Indian subsidiaries are required to ensure that their disclosures in relation to material and significant related party transactions in their annual reports are in compliance with the applicable provisions of the Indian Companies Act, 2013, the SEBI Listing Regulations and Ind AS. Specifically, these subsidiaries are required to place before their audit committee and publish in their annual reports a statement in summary form of the related party transactions entered into by them during the previous Fiscal Year, providing the necessary details related thereto. Under the SEBI Listing Regulations, their audit committee ensures review of any related party transactions and their disclosures, as may be applicable.

PRINCIPAL SHAREHOLDERS

Vedanta Incorporated (formerly known as Volcan Investments Limited) and Volcan Investments Cyprus Limited have beneficial ownership of 100.0% of our Company's Ordinary Shares as of March 31, 2026. The following table sets forth information regarding beneficial ownership of our Company's Ordinary Shares as of March 31, 2026.

Each Ordinary Share is entitled to one vote on all matters that require a vote of shareholders, and none of our Company shareholders have any contractual or other special voting rights.

As used in this table, beneficial ownership means the sole or shared power to vote or direct the voting or to dispose of or direct the sale of any security. A person is deemed to be the beneficial owner of securities that can be acquired within 60 days upon the exercise of any option, warrant or right. Ordinary Shares subject to options, warrants or rights that are currently exercisable or exercisable within 60 days are deemed outstanding for computing the ownership percentage of the person holding the options, warrants or rights, but are not deemed outstanding for computing the ownership percentage of any other person. The amounts and percentages as of March 31, 2026 are based upon 285,246,698 voting Ordinary Shares.

Shareholders	Number of Ordinary Shares	Percentage of Issued Voting Share Capital
Vedanta Incorporated ⁽¹⁾ Loyalist Plaza, Don Mackay Boulevard, P.O. Box AB-20377, Marsh Harbour, Abaco, Bahamas.....	187,488,092	65.7%
Volcan Investments Cyprus Limited ⁽¹⁾ (wholly owned subsidiary of Vedanta Incorporated), Nikiforou Foka 36, 3040 Limassol, Cyprus.....	97,758,606	34.3%
Total	285,246,698	100.0%

Note:

- (1) Vedanta Incorporated and its wholly owned subsidiary, Volcan Investments Cyprus Limited, own 285,246,698 Ordinary Shares, or 100.0% of the issued voting share capital, of our Company as of March 31, 2026. Vedanta Incorporated is owned and controlled by the Anil Agarwal Discretionary Trust (the "Trust"). Conclave PTC Limited ("Conclave") is the trustee of the Trust and controls all voting and investment decisions of the Trust. As a result, shares beneficially owned by Vedanta Incorporated may be deemed to be beneficially owned by the Trust and, in turn, by Conclave. Mr. Anil Agarwal, the Executive Chairman of our Company, may be deemed to have beneficial ownership of shares that may be owned or deemed to be beneficially owned by Conclave.

RELATED PARTY TRANSACTIONS

The information below sets out transactions and balances between us and various related parties in the normal course of business during the six months ended September 30, 2025 and Fiscal Years 2023, 2024 and 2025.

Holding Company

- Vedanta Incorporated (formerly known as Volcan Investments Limited)*
- Volcan Investments Cyprus Limited

Fellow Subsidiary (with whom transactions have taken place)

- Sterlite Technologies Limited
- Sterlite Electric Limited (formerly known as Sterlite Power Transmission Limited)
- Sterlite Iron and Steel Company Limited
- Twin Star Technologies Limited
- Sterlite Power Grid Ventures Limited
- Sterlite Grid 16 Limited
- Sterlite Convergence Limited
- STL Digital Limited

Associates of ultimate parent (with whom transactions have taken place)

- Serentica Renewables India 1 Private Limited**
- Serentica Renewables India 3 Private Limited**
- Serentica Renewables India 4 Private Limited**
- Serentica Renewables India 5 Private Limited**
- Serentica Renewables India 6 Private Limited**
- Serentica Renewables India 7 Private Limited**
- Serentica Renewables India 8 Private Limited**
- Serentica Renewables India 9 Private Limited**
- Resonia Limited (formerly known as Sterlite Grid 32 Limited)

Associates/Joint Ventures (with whom transactions have taken place)

- RoshSkor Township (Pty) Limited
- Gaurav Overseas Private Limited
- Goa Maritime Private Limited
- Madanpur South Coal Company Limited
- Gergarub Exploration and Mining (Pty) Limited

Post-retirement benefit plan

- Sesa Group Employees Provident Fund Trust

- Sesa Group Employees Gratuity Fund and Sesa Group Executives Gratuity Fund
- Sesa Group Executives Superannuation Scheme Fund
- Sesa Resources Limited Employees Provident Fund Trust
- Sesa Resources Limited Employees Gratuity Fund
- Sesa Mining Corporation Limited Employees Provident Fund Trust
- Sesa Mining Corporation Limited Employees Gratuity Fund
- Sesa Resources Limited and Sesa Mining Corporation Limited Employees Superannuation Fund
- Hindustan Zinc Limited Employees Contributory Provident Fund Trust
- HZL Employee Group Gratuity Trust
- HZL Superannuation Trust
- Balco Employees Provident Fund Trust
- FACOR Superannuation Trust
- FACOR Employees Gratuity Scheme

Enterprises over which key management personnel/their relatives have control or significant influence

- Anil Agarwal Foundation
- Anil Agarwal Riverside Studios Trust
- Cairn Foundation
- Caitlyn India Private Limited
- Grant Thornton Bharat LLP
- Janhit Electoral Trust
- Minova Runaya Private Limited
- Runaya Refining LLP
- Runaya Green Tech Limited
- Runaya Private Limited
- Sesa Community Development Foundation
- Vedanta Foundation
- Vedanta Limited ESOS Trust
- Radha Madhav Investments Private Limited
- Vedanta Medical Research Foundation
- Voorspoed Trust

Notes:

During Fiscal Year 2023, due to change in shareholding of the intermediate holding company of Serentica group companies, our relationship with these companies has changed from fellow subsidiaries to associates of Vedanta Inc.

Details of transactions for Fiscal Year 2023 are as follows:

Particulars		Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)			
Income:					
(i)	Revenue from operations.....	228	—	6	234
(ii)	Dividend income	0	—	—	0
(iii)	Net interest received.....	4	—	—	4
(iv)	Miscellaneous income	—	—	0	0
Expenditure:					
(i)	Purchases of goods/services	1	0	35	36
(ii)	Purchase/(sale) of fixed assets.....	2	—	—	2
(iii)	Management fees paid.....	1	—	—	1
(iv)	Reimbursement for other expenses (net of recovery).....	0	—	(0)	(0)
(v)	Donation.....	—	—	10	10
(vi)	Interest paid.....	1	—	—	1
(vii)	Dividend paid	19	—	0	19
(viii)	Contribution to post retirement employees benefit trust/fund	—	—	10	10
Other transactions during the year:					
(i)	Loans given/(repayment thereof)	—	1	—	1
(ii)	Guarantees given during the year (net of relinquishment).....	—	—	(0)	(0)
(iii)	Bond redeemed during the year.....	2	—	—	2
(iv)	Investments made during the year..	—	—	30	30

Details of balances as at March 31, 2023 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Net amounts receivable at year end	2	—	0	2
Net amounts payable at year end	2	—	9	11
Investment in equity shares and OCRPS	10	—	30	40
Value of bonds held by Vedanta Inc.....	9	—	—	9
Interest payable.....	0	—	—	0
Dividend payable.....	2	—	—	2
Net advance given at year end	—	1	4	5
Financial guarantee given ⁽¹⁾	14	—	—	14
Loans given ⁽²⁾	—	1	—	1

Notes:

- (1) We provided bank guarantee on behalf of Vedanta Inc in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is \$14 million (March 31, 2022: \$15 million).
- (2) During Fiscal Year 2023, we renewed the loan provided to Sterlite Iron and Steel Company Limited for a further period of 12 months. The loan balance as at March 31, 2023 is \$1 million (March 31, 2022: \$1 million). The loan is unsecured in nature and carries an interest rate of 11.13% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

Fiscal Year 2024

Details of transactions for Fiscal Year 2024 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Income:				
(i) Revenue from operations.....	207	—	13	220
(ii) Dividend Income	0	—	—	0
(iii) Net Interest Received	3	—	0	3
(iv) Miscellaneous income	—	—	0	0
Expenditure:				
(i) Purchases of goods/services	14	0	47	61
(ii) Purchase/(sale) of fixed assets.....	0	—	(5)	(5)
(iii) Management fees paid.....	1	—	—	1
(iv) Reimbursement for other expenses (net of recovery).....	0	—	(1)	(1)
(v) Donation.....	—	—	18	18

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
(vi) Interest paid.....	1	—	—	1
(vii) Contribution to post retirement employee benefit trust/fund.....	—	—	12	12
Other Transactions during the year:				
(i) Loans given/(repayment thereof) ...	0	—	—	0
(ii) Loans taken during the year	1	—	—	1
(iii) Bond redeemed during the year	2	—	—	2
(iv) Investments made during the year..	—	—	58	58

Details of balances as at March 31, 2024 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Net amounts receivable at year end	2	1	4	7
Net amounts payable at year end	1	—	12	13
Investment in equity share and optionally convertible preference shares.....	8	—	88	96
Value of bonds held by Vedanta Inc.....	7	—	—	7
Interest payable.....	0	—	—	0
Dividend payable.....	2	—	—	2
Net advance given at year end	1	1	7	9
Financial guarantee given ⁽¹⁾	14	—	—	14
Loans given ⁽²⁾	0	1	—	1
Loan taken	1	—	—	1

Notes:

- (1) We provided bank guarantee on behalf of Vedanta Inc in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is \$14 million (March 31, 2023: \$14 million).
- (2) During Fiscal Year 2024, the Group renewed loan provided to Sterlite Iron and Steel Company Limited for a further period of 12 months. The loan balance as at March 31, 2024 is \$1 million (March 31, 2023: \$1 million). The loan is unsecured in nature and carries an interest rate of 12.8% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

Fiscal Year 2025

Details of transactions for Fiscal Year 2025 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Income:				
(i) Revenue from operations.....	280	—	24	304
(ii) Net Interest Received	5	—	1	6
(iii) Miscellaneous Income.....	—	—	0	0
Expenditure:				
(iv) Purchases of goods/services	16	0	97	113
(v) Purchase/(sale) of fixed assets.....	0	—	(2)	(2)
(vi) Management fees paid.....	0	—	—	0
(vii) Reimbursement for other expenses (net of recovery).....	1	0	(1)	(0)
(viii) Donation.....	—	—	14	14
(ix) Interest paid.....	2	—	—	2
(x) Dividend Paid.....	15	—	—	15
(xi) Contribution to post retirement employee benefit trust/fund.....	—	—	8	8
Other Transactions during the year:				
(xii) Loans given/(repayment thereof) ...	—	(0)	14	14
(xiii) Loans taken/(repaid) during the year.....	(1)	—	—	(1)
(xiv) Bond redeemed during the year	7	—	—	7
(xv) Investments made during the year..	—	—	73	73

Details of balances as at March 31, 2025 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Net amounts receivable at year end	2	2	2	6
Net amounts payable at year end	1	—	14	15
Investment in equity share and optionally convertible preference shares.....	6	—	157	163
Value of bonds held by Vedanta Inc.....	32	—	—	32
Interest payable.....	0	—	—	0
Dividend payable.....	2	—	—	2

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Net advance given at year end	1	1	15	17
Bank guarantee given ⁽¹⁾	13	—	—	13
Loans given ⁽²⁾	—	1	14	15

Notes:

- (1) We provided bank guarantee on behalf of Vedanta Inc in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is \$13 million (March 31, 2024: \$14 million).
- (2) During Fiscal Year 2025, the Group renewed loan provided to Sterlite Iron and Steel Company Limited for a further period of 12 months. The loan balance as at March 31, 2025 is \$1 million (March 31, 2024: \$1 million). The loan is unsecured in nature and carries an interest rate of 12.9% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

Six Months Ended September 30, 2025

Details of transactions for the six months ended September 30, 2025 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Income:				
(i) Revenue from operations.....	170	—	23	193
(ii) Net Interest Received	2	—	1	3
Expenditure:				
(i) Purchases of goods/services	—	0	68	68
(ii) Purchase/(sale) of fixed assets.....	(2)	—	0	(2)
(iii) Reimbursement for other expenses (net of recovery).....	(1)	—	0	(1)
(iv) Donation.....	—	—	7	7
(v) Interest expense.....	2	—	—	2
(vi) Contribution to post retirement employee benefit trust/fund.....	—	—	5	5
Other Transactions during the period:				
(i) Investments made during the period	—	—	12	12
(ii) Loans given/(repayment thereof) ...	—	(0)	(0)	(0)

Details of balances as at September 30, 2025 are as follows:

Particulars	Holding Company/ Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
		(in \$ million)		
Net amounts receivable at year end	1	3	4	8
Net amounts payable at year end	0	—	19	19
Investment in equity share and optionally convertible preference shares.....	1	—	166	167
Value of bonds held by Vedanta Inc.....	32	—	—	32
Interest payable.....	0	—	—	0
Dividend payable.....	2	—	—	2
Net advance given at year end	3	1	15	19
Bank guarantee given ⁽¹⁾	13	—	—	13
Loans given ⁽²⁾	—	1	14	15

Notes:

- (1) We provided bank guarantee on behalf of Vedanta Inc in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is \$13 million (March 31, 2024: \$13 million).
- (2) During Fiscal Year 2025, the Group renewed loan provided to Sterlite Iron and Steel Company Limited for a further period of 12 months. The loan balance as at September 30, 2025 is \$1 million (March 31, 2025: \$1 million). The loan is unsecured in nature and carries an interest rate of 12.9% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

Remuneration of Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of our Group, directly or indirectly, including any director (whether executive or otherwise).

	Fiscal Year		
	2023	2024	2025
	(in \$ million)		
Short-term employee benefits	8	12	11
Post-employment benefits ⁽¹⁾	1	0	0
Share-based payments.....	4	0	0
Total.....	13	12	11
Compensation for Non-Executive Directors	0	0	0
Commission/Sitting Fees to key management personnels	0	0	0

Note:

- (1) Does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of our Group, directly or indirectly, including any director (whether executive or otherwise).

Other related party⁽¹⁾

	Fiscal Year		
	2023	2024	2025
	<i>(in \$ million)</i>		
Remuneration to relatives.....	3	3	4
Commission/sitting fees to relatives of key management personnels	0	0	0

Note:

(1) Close relatives of the Executive Chairman.

MATERIAL CONTRACTS

The following is a summary of our material contracts (other than those in respect of its material indebtedness, which are discussed in the section entitled “*Description of Material Indebtedness*”).

HZL Call Options

On April 11, 2002, we, through Vedanta Limited, acquired a 26.0% interest in HZL from the GoI. Upon such acquisition, the GoI and Vedanta Limited entered into a shareholders’ agreement to regulate, among other things, the management of HZL and dealings in HZL’s shares.

Under the shareholders’ agreement, the GoI granted Vedanta Limited two call options to acquire all the shares in HZL held by the GoI at the time of exercise. Vedanta Limited exercised the first call option on August 29, 2003 and acquired an additional 18.9% on November 12, 2003, taking Vedanta Limited’s interest in HZL to 64.9%. The second call option provides Vedanta Limited the right to acquire the Government of India’s remaining 27.92% shareholding in HZL within 60 days from the date of receipt of the second call option by the Government of India. The exercise price for the second call option will be equal to the fair market value of the shares as determined by an independent appraiser. The shareholders’ agreement also provides that prior to selling shares in HZL to a third party, either party must first issue a sale notice offering those shares to the other party at the price it intends to sell them to the third party. However, a transfer of shares, representing not more than 5% of the equity share capital of HZL, by the GoI to the employees of HZL is not subject to such right of first refusal by Vedanta Limited. The shareholders’ agreement also provides that if the GoI proposes to make a sale of its shares in HZL by a public offer prior to the exercise of Vedanta Limited’s second call option, then Vedanta Limited shall have no right of first refusal.

We exercised our second call option by a letter dated July 21, 2009, which was disputed by the GoI. See the section entitled “*Our Business — Litigation*” for more information.

BALCO Call Option

On March 2, 2001, we, through erstwhile Sterlite Industries (India) Limited, acquired a 51% interest in BALCO from the GoI. On the same day, it entered into a shareholders’ agreement with the GoI and BALCO to regulate, among other things, the management of BALCO and dealings in BALCO’s shares.

The shareholders’ agreement provides that as long as it holds at least 51% of the share capital of BALCO, it is entitled to appoint one more director to the board of BALCO than the GoI and is also entitled to appoint the managing director. Under the shareholders’ agreement, if either the GoI or it wishes to sell its shares in BALCO to a third party, the selling party must first offer the shares to the other party at the same price at which it is proposing to sell the shares to the third party. The other party shall then have the right to purchase all, but not less than all, of the shares so offered. If a shareholder does not exercise its right of first refusal, it shall have a tag along right to participate in the sale pro rata and on the same terms as the selling party, except that if the sale is by the GoI by way of a public offer, the tag along right will not apply. However, a transfer of shares representing not more than 5.0% of the equity share capital of BALCO by the GoI to the employees of BALCO is not subject to such right of first refusal by it. The GoI also granted to erstwhile Sterlite Industries (India) Limited, now VAML, an option to acquire the remaining shares in BALCO held by the GoI at the time of exercise.

We exercised our option to acquire the GoI’s remaining 49% ownership interest which was disputed by the GoI and the matter is currently pending before the High Court of Delhi. See the section entitled “*Our Business — Litigation*” for more information.

Western Cluster MDA

On August 3, 2011, we, through WCL, entered into a mineral development agreement (the “**Western Cluster MDA**”) relating to the exploration and development of the Western Cluster iron ore deposits. The Western

Cluster MDA became effective on August 22, 2011 with an initial term of 25 years from such date, and will automatically be extended to match any extensions of the term of any mining licence granted by the Government of Liberia to WCL. The Western Cluster MDA provides that exploration licences are to be granted to WCL for the exclusive exploration of iron ore deposits in the Bomi, Mano River and Bea Mountain exploration areas. The Western Cluster MDA provides that WCL be granted land use rights in relation to the land subject to any exploration licence or mining licence, provided that WCL pays reasonable compensation to landowners and occupants of the land for loss of or diminution in value of the land. These land use rights terminate at the end of the term of the Western Cluster MDA.

WCL must pay the Government of Liberia a royalty of 4.50% of the value of commercially shipped mineral, regardless of whether the shipment is a sale or other disposition, multiplied by the fair market value determined in accordance with the Liberian revenue code. WCL must also pay the Government of Liberia an upfront fee of \$25 million. In addition, WCL is required to develop programmes for the development and maintenance of the communities that have formed and that may form as a result of its operations in the exploration areas and to also make annual contributions ranging from \$2 million to \$3.1 million to a specially managed fund for the benefit of communities in affected counties. WCL also agreed to indemnify the Government of Liberia and its officers and agents from all losses and liabilities incurred as a direct consequence of death or injury to persons or damage to property directly resulting from the conduct of WCL.

In the event of a transfer of an interest in WCL, WCL or the transferor of such interest must pay a withholding tax to the Government of Liberia of 15.0% of the value of all cash and other consideration received by the transferor or any other entity with respect to the transfer. No change of control of WCL is permitted by the Western Cluster MDA unless the prior written consent of the Government of Liberia is obtained or is otherwise permitted under the Western Cluster MDA. The Western Cluster MDA provides that a change of control of a shareholder of WCL will constitute a change of control of WCL.

Due to outbreak of Ebola virus, the entire project came to a halt. Efforts to restart of operations began in Fiscal Year 2022. We obtained a Class A Mining Licence in February 2022 and operations resumed from July 2022. WCL also entered into a memorandum of understanding with the Government of Liberia on April 12, 2022 for settlement of past dues and other approvals for operations.

Rajasthan Block PSC

The Rajasthan Block PSC was originally signed on May 15, 1995. As of September 30, 2025, our Oil and Gas Business, through Vedanta Limited and CEHL, held a 70.0% participating interest in the Rajasthan Block and our joint operation partner held the remaining 30.0% participating interest. The Rajasthan Block PSC was originally valid until May 2020 but has since been extended to May 2030.

The Rajasthan Block PSC established a management committee for the Rajasthan Block, which consists of four members, two of whom are nominated by and represent the GoI and our joint operation partner (taken together), and two of whom are nominated by and represent us. The management committee must unanimously approve annual work programmes, budgets, proposals for the declaration of a discovery as commercial, field development plans, and the delineation of or additions to a development area as provided in the Rajasthan Block PSC.

As per the terms of the Rajasthan Block PSC and permissions from the GoI, the crude oil and condensate produced at Rajasthan Block is being sold to both public sector undertakings and private refineries. As of September 30, 2025, commercial sales arrangements were in place with public sector undertakings and private refineries, in-line with the production. Under the Rajasthan Block PSC, all crude oil sales made to the GoI or GoI companies as well as private buyers are valued at a weighted average free-on-board (“**FOB**”) selling price per barrel of a basket of international crude oil as agreed by all parties which is quoted in Platts, a provider of energy information. For any delivery period in which sales take place, the price is set at an average price per barrel determined by calculating the average for the month of such delivery period of the mean of the high and

low FOB prices. The crude oil produced at the Rajasthan Block is benchmarked to Dated Brent, an international low sulphur crude oil published in Platts Crude Oil Market wire on a daily basis. The pricing formula also adjusts for differences in yield and quality.

In the event of any dispute, difference or claim between the parties to the Rajasthan Block PSC arising out of or in connection with any of the terms and conditions of the said PSC or concerning any interpretation or performance thereof which cannot be settled amicably may be referred a sole expert, to be appointed by the parties to the dispute jointly, who is to be an independent and impartial person of international standing with relevant qualifications and experience. Under the provisions of the Rajasthan Block PSC, the decision of the sole expert is final and binding on the parties and not subject to arbitration. The Rajasthan Block PSC also provides for settlement of any dispute, difference or claim between the parties through arbitration. See “*Our Business — Litigation*”.

Ravva Block PSC

The Ravva Block PSC was originally signed on October 28, 1994. In 1996, our Oil and Gas Business acquired interest in the Ravva Block, and subsequently became the operator of the Ravva Block. As of September 30, 2025, we held a 22.5% working interest in the Ravva Block with the remaining interests currently held by three other oil and gas companies, holding 40.0%, 25.0% and 12.5%, respectively. The Ravva Block PSC was originally valid until October 27, 2019 but has since been extended for 10 years by the GoI.

The extension policy, amongst others, provides for an increased share of profit petroleum of 10.0% for the GoI during the extended term of the Ravva Block PSC and payment of royalty and cess as per prevailing rate in accordance with Petroleum and Natural Gas Rules 1959 and Oilfields Industry Development Act, as amended from time to time. Under the Ravva Block PSC, our Oil and Gas business is entitled to recover 100% of development and production costs from crude oil and natural gas sales before any profit is allocated among the parties.

As per the terms of the Ravva Block PSC, the crude oil and condensate produced from the Ravva Block is being sold to the public sector undertakings refineries. As of September 30, 2025, commercial sales arrangements are in place with public sector. All sales to the GoI nominees are to be valued at a FOB selling price per barrel in US dollars based on a pricing formula based on Dated Brent ascertained on Platts.

We and our joint operating partners are in a dispute with the GoI regarding the recovery of contractual costs related to the Ravva Block. The dispute revolves around how the ONGC Carry (costs incurred by ONGC) should be calculated and recovered, among other issues. See “*Our Business — Litigation*”.

Cambay Block PSC

The Cambay Block PSC was signed on June 30, 1998. The Cambay Block PSC was originally valid until 2023, but whilst waiting for this extension to be granted, the GoI allowed petroleum operations in Cambay Block until September 29, 2024. On September 19, 2025, we received communication from the GoI that our application for extension of Cambay PSC has been rejected. We are engaging with respective authorities to address the matter. We have also filed writ petition in Delhi High Court on the said matter. As of September 30, 2025, our Oil and Gas Business’s participating interest in the Cambay Basin joint operation consisted of a 40.0% interest in the Lakshmi, Gauri and CB-X development areas. The remaining interests in these development areas are held by two other participants, holding 50.0% and 10.0%, respectively.

Gujarat Gas Limited has initiated arbitration proceedings against Vedanta Limited and certain others in relation to certain agreements for the offtake of gas produced from the Cambay Block. See “*Our Business — Litigation*”.

DESCRIPTION OF MATERIAL INDEBTEDNESS

Set forth below is a summary of the terms and conditions of certain of our debt instruments that we consider to be above the materiality threshold and in view of our Company is material as of September 30, 2025. Certain financial information of our Company mentioned herein as of September 30, 2025 (the “Preliminary Financial Information”) are based on our estimates and preliminary assessment, as the financial closing procedures for our Company as of and for the period ended September 30, 2025 are not yet complete. Estimates of results are inherently uncertain and subject to change, and we do not undertake any obligation to update or revise the estimates described in this Offering Circular as a result of new information, future events or otherwise, except as otherwise required by law. These estimates may differ from actual results. Actual results remain subject to the completion of our Company’s closing process as of and for the period ended September 30, 2025 which includes a final review by our management and our audit committee and to which additional items requiring material adjustments to the Preliminary Financial Information may be identified. In addition, the Preliminary Financial Information has not been audited or reviewed by any independent auditor, and consequently, should not be relied upon to provide the same type or quality of information associated with information that has been subject to an audit or a review by an independent auditor. There can be no assurance that, had an audit or review been conducted in respect of such information, the information presented therein would not have been materially different. Potential investors should therefore not place undue reliance on the abovementioned information and should exercise caution when using such data to evaluate our financial condition and results of operations. See also the sections entitled “Risk factors” and “Special note regarding forward-looking statements” for additional information regarding factors that could result in differences between the Preliminary Financial Information and the actual financial results of our Company in respect of period ended September 30, 2025.

The summary may not contain all of the information that is important to you. You should read the notes to the financial statements for additional information about our indebtedness.

We have entered into financing arrangements with various financial institutions. In addition, we issue bonds, notes and other debt instruments from time to time which are offered to institutional investors and/or the public. Based on our preliminary assessment, as of September 30, 2025, our total borrowings were \$13,997 million, representing an increase of \$240 million from \$13,757 million as of March 31, 2025. Set forth below is information regarding our material debt outstanding as of September 30, 2025.

Our Company and our offshore intermediate subsidiaries

The following table sets out our Company’s and our offshore intermediate subsidiaries’ (including, among others, the Subsidiary Guarantors) long-term and short-term external borrowings (adjusted for debt amortization costs) as of the following dates.

	As at March 31,						As of September 30,			
	2023		2024		2025		2024		2025	
	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term
	(in \$ million)									
Our Company (standalone).....	774	1,883	683	1,473	299	270	415	1,161	49	368
Offshore intermediate subsidiaries.....	2,272	2,374	160	3,403	616	3,930	608	3,372	711	3,462
Total	3,046	4,257	843	4,876	915	4,200	1,023	4,533	760	3,830

The following table sets out the repayment amounts of our Company and our offshore intermediate subsidiaries' (including, among others, the Subsidiary Guarantors) due from and between Fiscal Years 2027 to 2034 as of March 31, 2026.

	Total	Fiscal Year							
		2027	2028	2029	2030	2031	2032	2033	2034
	(in \$ million)								
Loan repayments.....	1,599	301	583	458	256	-	-	-	-
Bonds payable.....	3,600	-	-	300	1,200	550	500	500	550
Inter corporate loan...	217	217	-	-	-	-	-	-	-
Total.....	5,416	518	583	758	1,456	550	500	500	550

Senior Bonds

In September and October 2024, the Issuer issued an aggregate of \$1,200.0 million 10.875% senior bonds due 2029 (the “**2029 Senior Bonds**”). In December 2024, the Issuer issued an aggregate of \$300.0 million 10.25% senior bonds due 2028 (the “**2028 Senior Bonds**”) and \$500.0 million 11.25% senior bonds due 2031 (the “**2031 Senior Bonds**”). In January 2025, the Issuer issued an aggregate of \$550.0 million 9.475% senior bonds due 2030 (the “**2030 Senior Bonds**”) and \$550.0 million 9.85% senior bonds due 2033 (the “**2033 Senior Bonds**”). In September 2025, the Issuer issued an aggregate of \$500.0 million 9.125% senior bonds due 2032 (the “**2032 Senior Bonds**” and together with the 2029 Senior Bonds, the 2028 Senior Bonds, the 2031 Senior Bonds, the 2033 Senior Bonds, and the 2030 Senior Bonds, the “**Outstanding Senior Bonds**”). Each series of Outstanding Senior Bonds are guaranteed by our Company, Twin Star, Welter and VHM II.

As at September 30, 2025, the aggregate principal amount outstanding under the Outstanding Senior Bonds was \$3,600 million.

Interest

The interest on the 2029 Senior Bonds is payable semi-annually in arrear on March 17, and September 17 of each year, commencing on March 17, 2025, at a rate of 10.875% per annum. The interest on the 2028 Senior Bonds and the 2031 Senior Bonds are payable semi-annually in arrear on June 3 and December 3 of each year, commencing on June 3, 2025, at a rate of 10.25% and 11.25% per annum, respectively. The interest on the 2030 Senior Bonds is payable semi-annually in arrear on July 24 and January 24 of each year, commencing on July 24, 2025, at a rate of 9.475% per annum. The interest on the 2033 Senior Bonds is payable semi-annually in arrear on October 24 and April 24 of each year, commencing on October 24, 2025, at a rate of 9.85% per annum. The interest on the 2032 Senior Bonds is payable semi-annually in arrear on April 15 and October 15 of each year, commencing on April 15, 2026, at a rate of 9.125% per annum.

Covenants

Under the terms and conditions of the Outstanding Senior Bonds, we have agreed to comply with certain covenants limiting our ability to, among other things, create any security interests over assets, create any restrictions on the ability of certain material subsidiaries to pay dividends, incur additional borrowings, subject to certain customary exclusions.

Events of Default

The terms and conditions of the Outstanding Senior Bonds contain certain customary events of default, including default in the payment of any principal or interest due, and other events of defaults such as liquidation, insolvency and government expropriation.

Bank Loans

We have entered into bilateral and syndicated loan agreements with various banks and financial institutions. These bank loans are generally guaranteed by our Company and certain of our offshore intermediate subsidiaries (including, among others, the Subsidiary Guarantors) and, in certain instances, are secured by certain assets and/or shares of our offshore intermediate subsidiaries. These bank loans are generally repayable in instalments.

As at September 30, 2025, the aggregate principal amount outstanding under these bank loans was \$1,505 million.

Interest

The bank loans generally bear floating interest rates, calculated with reference to Term SOFR, except for one bank loan that bears fixed interest rates. Interest payments are payable either quarterly, semi-annually or annually, and the payments must be made on each interest payment date as provided in the respective loan agreement.

Covenants

Under the terms and conditions of the respective bank loan agreements, we have agreed to comply with certain covenants limiting our ability to, among other things, create any security interests over assets, create any restrictions on the ability of certain subsidiaries to pay dividends, incur additional borrowings, subject to certain customary exclusions.

Events of Default

The bank loan agreements contain certain customary events of default, including default in the payment of any principal or interest due, and other events of defaults such as liquidation, insolvency and government intervention.

Please see below summary of key terms of some material indebtedness availed by our Company:

Bank of Maharashtra IFSC Banking Unit US\$80 million Term Loan Facility Agreement dated December 30, 2025

Our Company has availed a US Dollar term loan facility of US\$80,000,000 from Bank of Maharashtra IFSC Banking Unit as lender and agent. The facility has a tenure of four years from the initial utilisation date and is to be repaid in three structured instalments at the end of years two, three and four. The loan carries an interest rate of the applicable term SOFR plus a margin of 4.00% per annum. The facility is supported by guarantees from Twin Star Holdings Ltd., Vedanta Holdings Mauritius II Limited and Welter Trading Limited.

State Bank of India US\$500 million Term Loan Facility Agreement dated May 31, 2022

Our Company has availed a US Dollar term loan facility of US\$500,000,000 from State Bank of India (London Branch) as lender and agent. The facility has a tenure of five years from the first utilisation date and is repaid in five structured instalments of 5%, 20%, 20%, 25% and 30% on 1 June of each year from 2023 to 2027. The loan carries an interest rate of Term SOFR plus a margin of 4.95% per annum, and a credit adjustment spread (if any). The facility is secured by over debt service reserve account and non-disposal undertakings over certain shares, amongst other securities. As on the date of this Offering Circular, \$150 million is outstanding under this facility.

Syndicated US\$530 million Term Loan Facility Agreement dated April 17, 2025

Twin Star Holdings Ltd. has availed a US Dollar term loan facility of US\$530,000,000 from a syndicate of financial institutions, with Madison Pacific Trust Limited (now known as Kroll's Agency and Trustee Services) as agent. The facility matures on 30 April 2028 and is repaid in three equal instalments on 30 April 2026, 2027 and 2028. The loan carries an interest rate of Term SOFR plus a margin of 4.40% per annum. The facility is

unsecured but is supported by guarantees from VRL, Welter and VHM II on a joint and several basis. As on the date of this Offering Circular, \$353 million is outstanding under this facility.

Syndicated US\$600 million Facility Agreement dated June 24, 2025

Our Company has availed US Dollar term loan facilities of up to US\$499,000,000 from a syndicate of lenders, with Madison Pacific Trust Limited (now known as Kroll's Agency and Trustee Services) as agent. The facilities mature on 31 August 2029 and are repaid in seven structured instalments from August 2026. The loans carry an interest rate of Term SOFR plus a margin of 4.50% per annum, payable quarterly. The facilities are unsecured but are supported by guarantees from Twin Star, Welter and VHM II on a joint and several basis.

Syndicated US\$600 million Amended and Restated Facility Agreement dated May 13, 2026

Our Company has availed a US Dollar term loan facility of US\$600,000,000 from a syndicate of lenders, with Kroll Trustee Services (HK) Limited as agent. The facility has a tenure of 48 months from the first utilisation date of 2 February 2026 and is repaid in three equal instalments at months 24, 36 and 48. The loan carries an interest rate of Term SOFR plus a margin of 3.60% per annum, payable quarterly. The facility is unsecured but is supported by guarantees from Twin Star Holdings Ltd., Vedanta Holdings Mauritius II Limited and Welter Trading Limited on a joint and several basis. As on the date of this Offering Circular, \$150 million is outstanding under this facility.

Vedanta Limited and the Resulting Companies

Bank Loans

From time to time, our Indian Material Subsidiaries, namely Vedanta Limited, BALCO, HZL, VPL avail loans from various banks and financial institutions and enter into the respective loan agreements. Some of these bank loans are secured, *inter alia*, by mortgage/ hypothecation over certain fixed assets of the relevant borrower, the shares of certain group companies and, in certain instances, corporate guarantees furnished by our Company. These loans are generally repayable in instalments, as specified in the respective loan agreements.

As at March 31, 2026, the aggregate principal amount outstanding under these loans for:

- Vedanta Limited is ₹532.90 billion (\$6,031.17 million);
- BALCO is ₹22.81 billion (\$258.16 million);
- HZL is ₹82.52 billion (\$933.93 million); and
- TSPL is ₹49.62 billion (\$561.58 million).

Interest

The bank loans generally bear floating/fixed interest rates, where the floating rate is calculated with reference to Term SOFR (for the US dollar denominated loans) or MCLR, EBLR, T-Bill or other benchmark rate like the applicable repo rate (for the Indian Rupee denominated loans). Interest is payable in monthly, quarterly, semi-annually or yearly instalments as specified in the respective loan agreements.

Covenants

Under the terms and conditions of the respective loan agreements, we have agreed to comply with certain covenants limiting our ability to, among other things, (i) create any security interests over assets, (ii) restriction on repayment of any monies brought in by the promoters, directors or principal shareholders, (iii) imposition of restrictions on the change of control, ownership, or shareholding of the relevant borrower and/or its subsidiaries, (iv) restrictions on the ability to pay dividends, and (v) incur additional borrowings, in each case, subject to customary exclusions.

Events of Default

The bank loan agreements contain certain customary events of default, including default in the payment of any principal or interest due, and other events of defaults such as liquidation, insolvency, cross default, breach of covenants, cessation of business operations and government intervention.

Please see below summary of key terms of material facilities availed by the Indian Material Subsidiaries as of March 31, 2026.

Bank of Baroda ' rupee term loan of ₹ 3,000 crores by Vedanta Limited

Vedanta Limited has availed a rupee term loan facility of INR 3,000 Crores from Bank of Baroda for the repayment/prepayment of existing long-term debt (including non-convertible debentures) and short-term loans/commercial papers/other facilities. The facility has a tenure of 10 years (including a 2-year moratorium and an 8-year repayment period) and is to be repaid in 32 structured quarterly instalments. The loan carries an initially interest rate of 1-Year MCLR of the lender plus a margin of 0.20% per annum.

The facility is secured by a first *pari passu* charge by way of hypothecation on the movable fixed assets and a first *pari passu* mortgage on the immovable fixed assets of the aluminium division of Vedanta Limited. The facility agreement contains usual covenants including financial covenants in relation to the Total Outstanding Liabilities to Tangible Net Worth (TOL/TNW) ratio (not exceeding 3.0x) and Fixed Asset Coverage Ratio (FACR) (minimum 1.10x), and restrictions on creating further charges or declaring dividends while in default. The facility agreement also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.¹

Bank of Baroda's rupee term loan of ₹ 2,000 crores by Vedanta Limited

Vedanta Limited has availed a rupee term loan facility of INR 2,000 Crores from Bank of Baroda for the reimbursement of repayment made by the borrower with respect to its non-convertible debentures (aggregating INR 2,350 Crores) from internal accruals. The facility has a tenure of 5 years and is to be repaid in 20 structured quarterly instalments commencing December 31, 2021. The loan carries an interest rate of 1-Year MCLR of the lender plus a spread of 0.65%, plus an additional strategic premium of 0.25%, per annum.

The facility is secured by a first *pari passu* mortgage over the mortgaged properties of the borrower and a first *pari passu* charge by way of hypothecation on all present and future movable fixed assets pertaining to the aluminium and power Division of Vedanta Limited. The facility agreement contains usual covenants including a financial covenant in relation to Fixed Asset Coverage Ratio (FACR) (minimum 1.10x) and Debt Service Coverage Ratio (DSCR) (average 1.59x), covenants in relation to shareholding and management control by the promoter (promoter shareholding not to be diluted below existing levels or below 50.1%), and restrictions on creating further charges or declaring dividends while in default. The facility agreement also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.²

Union Bank of India's rupee term loan of ₹ 8,000 crores by Vedanta Limited

Vedanta Limited has availed a rupee term loan facility of INR 8,000 Crores from Union Bank of India for the following purposes: (a) INR 5,000 Crores for repayment/prepayment/refinancing of non-convertible debentures and/or commercial papers; (b) INR 3,000 Crores for reimbursement of capex funded from internal accruals; and (c) INR 2,000 Crores for ongoing and future capex for aluminium and oil and gas businesses. The facility has a tenure of 6 years and is to be repaid in 24 structured quarterly instalments. The loan carries an interest

¹ No amount is outstanding under this facility as on the date of this Offering Circular.

² No amount is outstanding under this facility as on the date of this Offering Circular.

rate of 1-Year MCLR of the lender plus a spread of 0.50%, resulting in an initial effective rate of 7.75% per annum.

The facility is secured by a first *pari passu* charge on identified movable fixed assets of the borrower relating to its aluminium, 2400 MW power plant, copper, and iron ore businesses, together with a first charge on dividends receivable from Hindustan Zinc Limited and a pledge of Hindustan Zinc Limited shares with a minimum coverage of 1.0x. The facility agreement contains usual covenants including financial covenants in relation to Gross DSCR, Interest Coverage Ratio, FACR (FACR of minimum 1.25x at disbursement), and Debt to EBITDA ratio, restrictions on creating further charges or declaring dividends while in default. The facility agreement also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML, VISL and VOGL.

REC Limited's rupee term loan of ₹ 6,000 crores by Vedanta Limited

Vedanta Limited has availed a rupee term loan facility of INR 6,000 Crores from REC Limited for debt refinancing for the 1,215 MW and 1,800 MW captive coal-based thermal power plants located at Jharsuguda, Odisha. The facility has a tenure of 10 years and is to be repaid in 40 structured quarterly instalments. The loan carries an interest rate of 9.05% per annum (on monthly rest), with a five-year interest rate reset and a floor rate of 9.00% per annum, followed by annual resets thereafter.

The facility is secured by a first *pari passu* charge on the movable fixed assets related to the captive coal-based thermal power plants, the aluminium smelter, alumina refinery facility, and the escrow accounts of Vedanta Limited. The facility agreement contains usual covenants including financial covenants in relation to Debt Service Coverage Ratio (minimum 1.10x) and Fixed Asset Coverage Ratio (minimum 1.20x), covenants in relation to shareholding and management control by the promoter, and restrictions on creating further charges or declaring dividends while in default. The facility agreement also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.

Axis Bank's rupee term loan of ₹ 5,500 crores by Vedanta Limited

Vedanta Limited has availed a rupee term loan facility of INR 5,500 crores from Axis Bank for refinance of existing debt and reimbursement of capex incurred post August 2025 pertaining to the aluminium division. The facility is to be repaid in 32 quarterly instalments. The loan carries an interest rate linked to the repo rate, being 8.10% per annum for an AA rating and 8.00% per annum for an AA+ rating as on first disbursement.

The facility is secured by a first *pari passu* charge by way of hypothecation on specified movable fixed assets and mortgage on identified freehold land pertaining to the aluminium division of Vedanta Limited. The sanction letter contains usual covenants including financial covenants in relation to FACR (minimum 1.10x), DSCR (minimum 1.25x) and Net Debt/EBITDA (maximum 3.25x), covenants in relation to shareholding and management control by the promoter, and restrictions on creating further charges. The sanction terms also provide for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.

Power Finance Corporation's rupee term loan facility of ₹30 billion by Vedanta Limited

Vedanta Limited has availed a rupee term loan facility of INR 3,918 crore from Power Finance Corporation Limited (PFC) for the implementation of a 2 × 600 MW (1,200 MW) coal-based sub-critical thermal power project at Singhitara, Chhattisgarh. The facility has a tenure of 11 years (including a 12-month moratorium and a 120-month repayment period) and is to be repaid in 120 structured monthly principal instalments. The loan carries an interest rate of 10.90% per annum (applicable to IR-2 rated Generation Projects).

The facility is secured by a first charge by way of mortgage over all immovable properties of the project, a first charge by way of hypothecation over all movable properties (including plant and machinery, spares, and equipment), a first charge over all current assets, operating cash flows, and the Trust and Retention Account (including the DSRA), and an assignment of rights under Project Documents (including PPAs, construction contracts, and insurance). The facility agreement contains usual covenants, including financial covenants in relation to a minimum DSCR of 1.15 and a total outside liability to net worth ratio not exceeding 3:1. The facility agreement also provides for usual events of default, including payment default, cross-default on indebtedness exceeding INR 50 lakh, breach of financing documents, and insolvency.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.

Mashreqbank PSC's dollar term loan facility of USD 150 million by Vedanta Limited

Vedanta Limited has availed a term loan facility of US\$150,000,000 from Mashreqbank psc and others as lender and agent for the purposes of capital expenditure including (i) expansion of its alumina refinery capacity at Lanjigarh and (ii) maintenance capital expenditure for its smelting facilities at Jharsuguda and alumina refinery at Lanjigarh. The loan carries an interest rate of term SOFR plus a margin of 2.85% per annum, subject to step-ups on a credit rating downgrade below the applicable threshold. The facility is secured by a first *pari passu* charge over specified movable and immovable properties of the borrower, primarily relating to its aluminium, alumina and power assets, created via a deed of hypothecation and mortgage documentation in favour of Axis Trustee Services Limited as security trustee. The facility agreement contains financial covenants including a minimum debt service coverage ratio of 1.20:1, a minimum fixed asset coverage ratio of 1.10:1 and a maximum leverage ratio of 3.0:1 along with a maximum net leverage ratio of 3.0:1 (at consolidated basis). The facility agreement contains financial covenants including a minimum debt service coverage ratio of 1.20:1, a minimum fixed asset coverage ratio of 1.10:1 and a maximum net leverage ratio of 3.0:1. The facility agreement also contains a negative pledge restricting the creation of security over the secured properties and restrictions on changes in ownership, and provides for usual events of default, including payment default, breach of financial covenants, cross-default, insolvency and misuse of proceeds.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.

Mashreqbank PSC's dollar term loan facility of USD 200 million by Vedanta Limited

Vedanta Limited has availed a term loan facility of up to US\$200,000,000 from Mashreqbank psc and others as lender, with Axis Trustee Services Limited acting as agent and security trustee, for the purposes of (i) part-financing qualifying capital expenditure, (ii) overseas direct investment relating to its subsidiaries, and (iii) refinancing existing external commercial borrowings facilities. The facility also includes an option permitting the total commitments to be increased by up to a further US\$100,000,000, subject to conditions including no default and pro forma compliance with financial covenants. The facility has a tenure of 48 months from the last utilisation date and is repaid in six structured instalments of 10% at 18 months, 12.5% at 24 months, 12.5% at 30 months, 20% at 36 months, 20% at 42 months and 25% at 48 months from the utilisation date. The loan carries an interest rate of term SOFR plus a margin of 1.925% per annum, subject to step-ups on credit rating downgrades and a sustainability-linked adjustment of up to +/-0.02% per annum. The facility is secured by a first *pari passu* charge over specified movable assets of the borrower, primarily relating to its aluminium, alumina and power assets, created via a deed of hypothecation in favour of the security trustee. The facility agreement contains financial covenants, including a minimum consolidated debt service coverage ratio of 1.20:1, a minimum fixed asset coverage ratio of 1.10:1 and a maximum consolidated net leverage ratio of 3.5:1. The facility agreement also contains a negative pledge restricting the creation of security over the secured properties and restrictions on changes in ownership, control or management without the prior written approval of the agent. Distributions are restricted whilst an event of default is continuing, and disposal restrictions apply in relation to material subsidiaries and key assets. The facility agreement provides for usual events of default,

including payment default, breach of financial covenants, cross-default, insolvency, misuse of proceeds or non-compliance with ECB guidelines, and security invalidity.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.

Indian Bank's dollar term loan facility of USD 150 million by Vedanta Limited

Vedanta Limited has availed a term loan facility of up to US\$150,000,000 from Indian Bank (acting through its GIFT City branch) as lender, arranger and agent, with Axis Trustee Services Limited acting as security trustee, for the purposes of capital expenditure for aluminium division and oil and gas division, in accordance with the ECB Guidelines. The facility is to be repaid in ten structured instalments: 6% at 6 months and 12 months, 8% at 18 months and 24 months, 10% at 30 months and 36 months, 12% at 42 months and 48 months and 14% at 54 months and 60 months from the first utilisation date. The loan carries an interest rate of term SOFR plus a margin of 2.75% per annum. The margin is subject to step-ups, as stipulated in the financing agreement, depending upon any downgrade of the borrower's long-term external credit rating. The facility is secured by a first *pari passu* charge over the specified movable assets of the borrower, primarily relating to aluminium, alumina, power and oil and gas via deed of hypothecation. The facility agreement contains financial covenants, requiring the borrower to maintain throughout the tenor of the facility: a minimum debt service coverage ratio of 1.20:1; a minimum interest cover ratio of 1.50:1; and a minimum fixed asset coverage ratio of 1.10:1 along with a maximum net debt to EBITDA ratio of 3.25:1. The facility agreement contains a negative pledge restricting the creation of security over the secured properties in certain circumstances. The facility agreement provides for customary events of default, including payment default, breach of financial covenants, misrepresentation, cross-default, creditors' process, insolvency, misuse of proceeds and non-compliance with FEMA or ECB guidelines.

As of the effective date of the Scheme of Arrangement, this facility has been transferred to VAML.

Canara Bank's rupee term loan facility of ₹30 billion by Bharat Aluminium Company Limited

Bharat Aluminium Company Limited has entered into a rupee loan agreement of INR 3,000 crores from Canara Bank for part financing the expansion of its aluminium smelter plant and allied infrastructure at Korba, Chhattisgarh, including payment of capital creditors, retention money and transaction expenses. The facility has a tenure of 5 years and is to be repaid in 14 structured quarterly instalments. The loan carries an interest rate linked to EBLR 2 plus a spread of 2.20%, resulting in an initial effective rate of 6.20% per annum, with periodic reset as per the applicable EBLR 2.

The facility is secured by a first exclusive charge by way of hypothecation over the present and future movable fixed assets of the aluminium smelter plant (excluding land and civil and structural works thereon). The facility agreement contains usual covenants including financial covenants in relation to TOL/TNW ratio (maximum 4.00x) and FACR (minimum 1.10x), covenants in relation to shareholding and management control by the majority shareholders, and restrictions on guarantees, disposal of fixed assets, further investments and restricted payments. The facility agreement also provides for usual events of default, including payment default, cross-default, insolvency and cessation of operations.³

Power Finance Corporation's term loan facility of ₹ 64 billion by VPL

VPL has availed rupee term loan facilities aggregating up to INR 6,400 crores from Power Finance Corporation Limited, comprising — rupee term loan of INR 4,000 crores sanctioned on May 30, 2020 ("**Rupee Term Loan - I**") and rupee term loan of INR 2,400 crores sanction on July 18, 2023 ("**Rupee Term Loan - II**") for refinancing of existing indebtedness. Rupee Term Loan-I and Rupee Term Loan-II are repayable in 177 structured monthly instalments and 150 structured monthly repayment instalments respectively, with the final repayment instalment for both loans to be paid on March 10, 2036. Rupee Term Loan-I and II carries an interest

³ No amount is outstanding under this facility as on the date of this Offering Circular.

rate of 9.45% per annum linked to PFC's IR-3 interest rate, less 170 bps, subject to a floor rate of 9.20% per annum, with annual resets.

The facility is secured by first ranking mortgage and hypothecation on the assets of VPL and second pari passu charge on current assets of the company, both present and future, assignment by way of security of all rights, titles, interest of VPL in material project documents, insurance policies, etc. along with an unconditional and irrevocable corporate guarantee by Vedanta Limited. The facility agreement contains usual covenants including financial covenants in relation to DSCR (minimum 1.10x) and Debt to Equity Ratio (maximum 70:30), covenants in relation to promoter shareholding and management control, and restrictions on creation of further security, additional indebtedness, disposal of shares and payment of dividends while in breach. The facility agreement also provides for usual events of default, including payment default, failure to timely create security, cross-default, insolvency and change in ownership.

Non-Convertible Debentures

Our Company had non-convertible debentures ("NCDs") aggregating to ₹180.64 billion (\$2,044.42 million) principal outstanding as at March 31, 2026. The details of the material NCDs are as follows:

Issuer	Principal Outstanding as at March 31, 2026	Interest Rate	Maturity Date
Vedanta Limited	₹20 billion (\$226.35 million)	9.20%	February 25, 2030
Vedanta Limited	₹40.89 billion (\$462.78 million)	9.24%	June 29, 2032
		3-month overnight index swap	
Vedanta Limited	₹8.5 billion (\$96.2 million)	rate plus 3.28%	June 4, 2027
Vedanta Limited	₹24 billion (\$271.62 million)	9.31%	December 3, 2027
Vedanta Limited	₹17.5 billion (\$198.06 million)	9.45%	June 5, 2028
Vedanta Limited	₹20.6 billion (\$233.14 million)	9.4%	February 20, 2027
Vedanta Limited	₹5.4 billion (\$61.12 million)	9.5%	August 20, 2027
Vedanta Limited	₹25.75 billion (\$291.43 million)	8.95%	March 16, 2029
Hindustan Zinc Limited	₹4.2 billion (\$47.53 million)	7.15%	February 02, 2028
Hindustan Zinc Limited	₹9.8 billion (\$110.91 million)	7.15%	February 02, 2029
Hindustan Zinc Limited	₹1 billion (\$11.32 million)	7.75%	March 20, 2027
Hindustan Zinc Limited	₹3 billion (\$33.95 million)	7.75%	March 20, 2028

Please see below summary of key terms of a few non-convertible debentures issued by the Indian Material Subsidiaries, Vedanta Limited, BALCO, VPL and HZL.

Vedanta Limited

Non-Convertible Debentures of ₹ 2,000 crores issued by Vedanta Limited

Vedanta Limited has issued rated, listed, secured, redeemable non-convertible debentures aggregating INR 2,000 crores. The proceeds of the debentures are proposed to be utilised for its general corporate/capex requirements. The debentures have a tenure of 10 years from the deemed date of allotment and are redeemable in full on the final redemption date. The debentures carry a coupon rate of 9.20%, payable annually.

The debentures are secured by a first *pari passu* mortgage on the immovable assets and a first *pari passu* charge on the movable fixed assets of the aluminium division of Vedanta Limited (1.6 MTPA aluminium smelter and 1 MTPA alumina refinery, both located in Odisha), with a minimum security cover of 1.25 times the outstanding principal and interest. The debenture trust deed contains usual covenants including financial covenants in relation to maintenance of the security cover (minimum 1.25x), and restrictions on creating further charges or declaring dividends while in default. The debenture trust deed also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, the debentures have been transferred to VAML.

Non-Convertible Debentures of ₹ 4,089 crores issued by Vedanta Limited

Vedanta Limited has issued rated, listed, secured, redeemable non-convertible debentures aggregating INR 4,089 crores. The proceeds of the debentures are proposed to be utilised for repayment / prepayment of existing debt, various capex / operational payments and for general corporate purposes. The debentures have a tenure of 10 years from the deemed date of allotment and are redeemable in full on the final redemption date. The debentures carry a coupon rate of 9.24%, payable annually.

The debentures are secured by a first *pari passu* charge on the movable fixed assets and a first *pari passu* mortgage on the immovable fixed assets of the aluminium division of Vedanta Limited (1.6 MTPA aluminium smelter and 1 MTPA alumina refinery, Odisha and 1800 MW power plant), with a minimum security cover of 1.25x. The debenture trust deed contains usual covenants including financial covenants in relation to maintenance of the security cover (minimum 1.25x), and restrictions on creating further charges or declaring dividends while in default. The debenture trust deed also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, the debentures have been transferred to VAML.

Non-Convertible Debentures of ₹ 2,600 crores issued by Vedanta Limited

In February 2025, Vedanta Limited has issued unsecured, listed, rated, redeemable non-convertible debentures in two series, not exceeding INR 2,600 crores. The proceeds of the debentures are proposed to be utilised for general corporate purposes including debt repayment, and capital expenditure. The debentures carry a series-specific coupon, with series I carrying a coupon of 9.40 per annum, and series II carrying a coupon of 9.50 per annum.

The debentures are unsecured. The debenture trust deed contains usual covenants including financial covenants in relation to financial indebtedness, environmental laws, and potential demerger-related matters, covenants in relation to shareholding and management control. The debenture trust deed also provides for usual events of default, including payment default, cessation of business and cross default.

As of the effective date of the Scheme of Arrangement, the debentures have been retained at Vedanta Limited.

Non-Convertible Debentures of ₹ 5,000 crores by Vedanta Limited

Vedanta Limited has issued unsecured, listed, rated, redeemable non-convertible debentures in three series, not exceeding INR 5,000 crores. The proceeds of the debentures are proposed to be utilised for general corporate purposes. The Debentures carry a series-specific coupon, with series I, carrying a coupon of 9.31% per annum, series II carrying a coupon of 9.45% per annum, and series III carrying a floating coupon equal to the applicable benchmark rate plus a spread of 3.28% per annum.

The Debentures are unsecured instruments. The debenture trust deed contains usual covenants including financial covenants in relation to financial indebtedness, covenants in relation to shareholding and management control by the promoter, and restrictions on creating further encumbrances while in default. The debenture trust deed also provides for usual events of default, including payment default and insolvency.

As of the effective date of the Scheme of Arrangement, the debentures have been retained at Vedanta Limited.

Non-Convertible of ₹ 2,575 crores by Vedanta Limited

In March 2026, Vedanta Limited has issued unsecured, listed, rated, redeemable non-convertible debentures not exceeding INR 2,575 crores for general corporate purposes, including repayment/prepayment of existing debt and capital expenditure requirements. The debentures carry a coupon rate of 8.95% per annum, payable annually.

The debentures are unsecured instruments. The debenture trust deed contains usual covenants including financial covenants in relation to consolidated net debt and guarantee to EBITDA, covenants in relation to compliance with applicable laws and demerger-related matters, covenants in relation to continued holding and control over HZL shares, and restrictions on creating encumbrances over such shares. The debenture trust deed also provides for usual events of default, including payment default, cross-default and insolvency.

As of the effective date of the Scheme of Arrangement, the debentures have been retained at Vedanta Limited.

Non-Convertible of ₹ 1,400 crores by HZL

Hindustan Zinc Limited has issued unsecured, redeemable, listed, rated, non-convertible debentures aggregating up to INR 1,400 crores for reimbursement of capital expenditure, business operations including payment of operating expenses/creditors and repayment of short-term debt. The debentures carry a coupon rate of 7.15% per annum, payable annually.

The debentures are unsecured instruments. The debenture trust deed contains usual covenants including restrictions on disposal of all or substantially all assets, limitation on certain acquisitions/mergers/amalgamations except within the Vedanta Group, maintenance of a minimum DSCR of 1.2x. The debenture trust deed also provides for usual events of default, including payment default, misrepresentation, and breach of material covenants.

Others

In addition to the above indebtedness, Vedanta Limited, BALCO, HZL and VPL have entered into various arrangements with their lenders in relation to borrowings (which include commercial papers and credit lines) to fund their working capital requirements. Some of these financing arrangements are secured, *inter alia*, by the assets of the relevant borrower including the capital stock of the relevant borrower and/or its subsidiaries.

TERMS AND CONDITIONS OF THE BONDS

The terms and conditions of the 2032 Bonds, the 2034 Bonds and the 2037 Bonds are set out in the following pages.

TERMS AND CONDITIONS OF THE 2032 BONDS

*The following, other than the paragraphs in italics, is the text of the terms and conditions of the 2032 Bonds which will be endorsed on the individual certificates (“**Individual Certificates**”) issued in respect of the 2032 Bonds.*

The issue of the U.S.\$500,000,000 7.000 per cent. guaranteed senior bonds due 2032 (the “**2032 Bonds**”, and for the purposes of these terms and conditions, the “**Bonds**”), which expression shall, unless the context requires, include any bonds issued pursuant to Condition 16 and forming a single series with the Bonds issued on July 13, 2026 (the “**Closing Date**”) was authorised by resolutions of the board of directors of Vedanta Resources Finance II PLC (the “**Issuer**”). The Bonds are guaranteed jointly and severally by Vedanta Resources Limited (the “**Parent Guarantor**”) and will be guaranteed jointly and severally by the Subsidiary Guarantors (as defined in Condition 1(c)) (collectively, the “**Guarantors**”) in accordance with the Conditions (as defined below). The Bonds are constituted by a Trust Deed (as amended and supplemented from time to time, the “**Trust Deed**”) to be dated on or about the Closing Date among the Issuer, the Parent Guarantor and GLAS Agency (Hong Kong) Limited as trustee for the Bondholders (as defined in Condition 1(b)) (the “**Trustee**”, which expression shall include all persons for the time being acting as trustee or trustees under the Trust Deed) and GLAS Agency (Hong Kong) Limited (the “**Security Agent**”). These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed (which includes the form of the Bonds), the Security Document (as defined below) and the Security Sharing Agreement (as defined below). The Issuer and the Parent Guarantor will enter into an agency agreement to be dated on or about the Closing Date (the “**Agency Agreement**”) among the Issuer, the Guarantors, the Trustee, GLAS Trust Company LLC as paying agent (the “**Paying Agent**”) and transfer agent (the “**Transfer Agent**”), GLAS Trust Company LLC as registrar (the “**Registrar**”), and any other paying agents, transfer agents and registrars appointed under it. The Paying Agent, the Transfer Agent, the Registrar and any other paying agents, transfer agents and registrars, each of which expressions shall include the successors and assigns from time to time of the relevant persons, in such capacities, under the Agency Agreement, are collectively referred to herein as the “**Agents**”. Copies of the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement are available for inspection at all reasonable times during usual business hours (being between 9:00 a.m. (local time) and 3:00 p.m. (local time) at the specified office of the Paying Agent and (ii) electronically to a requesting Bondholder. The Bondholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed, the Security Document and the Security Sharing Agreement, and are deemed to have notice of the provisions of the Agency Agreement applicable to them. Except where the context otherwise requires, all references herein to the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement shall be deemed to refer to such documents as amended, restated, novated and/or supplemented from time to time (to the extent such amendment, restatement, novation and/or supplement is permitted by these Conditions and the Trust Deed).

1 **Form, Denomination, Title, Status and Guarantees**

(a) **Form and denomination**

The Bonds are in registered form in the minimum denomination of U.S.\$200,000 each and in integral multiples of U.S.\$1,000 in excess thereof, without coupons attached. A bond certificate (each, a “**Certificate**”) will be issued to each Bondholder in respect of its registered holding of Bonds. Each Bond and each Certificate will have an identifying number which will be recorded on the relevant Certificate and in the Register (as defined in Condition 2(a)).

Certificates issued with respect to Rule 144A Bonds will bear the Securities Act Legend (as defined in the Trust Deed), unless determined otherwise in accordance with the provisions of the Agency Agreement by reference to applicable law. Certificates issued with respect to the Regulation S Bonds will not bear

the Securities Act Legend. Upon issue, the Rule 144A Bonds will be represented by the Restricted Global Certificate and the Regulation S Bonds will be represented by the Unrestricted Global Certificate. The Global Certificates will be registered in the name of a nominee of, and shall be deposited on or about the Closing Date with, a common depositary for Euroclear Bank SA/NV and Clearstream Banking S.A. The Conditions are modified by certain provisions contained in the Global Certificates. See “Summary of Provisions relating to the Bonds while in Global Form.”

Except in the limited circumstances described in the Global Certificates owners of interests in Bonds represented by the Global Certificates will not be entitled to receive Individual Certificates in respect of their individual holdings of Bonds. The Bonds are not issuable in bearer form.

(b) **Title**

Title to the Bonds passes only by transfer and registration in the Register (as defined in Condition 2(a)). The holder of any Bond will (except as otherwise required by law or as ordered by a court of competent jurisdiction) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or the theft or loss of, the Certificate (if any) issued in respect of it or anything written on it or on the relevant Certificate) and no person will be liable for so treating the holder. In these Conditions, “**Bondholder**” and (in relation to a Bond) “holder” mean the person in whose name a Bond is registered in the Register from time to time.

(c) **Guarantees**

The Parent Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds.

By no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors (as defined below) and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by each of Twin Star Holdings Ltd. (“**Twin Star**”), Welter Trading Limited (“**Welter**”) and Vedanta Holdings Mauritius II Limited (“**VHM II**”) will, and the Parent Guarantor will cause each of Twin Star, Welter and VHM II to, execute and deliver to the Trustee (i) a supplemental trust deed to the Trust Deed (a “**Supplemental Trust Deed**”) pursuant to which each of Twin Star, Welter and VHM II will unconditionally and irrevocably guarantee, on a joint and several basis with the Parent Guarantor, the payment of amounts payable under the Bonds or the Trust Deed (and upon the execution of the Supplemental Trust Deed, each of Twin Star, Welter and VHM II will be a “**Subsidiary Guarantor**”) and (ii) a supplemental agency agreement to the Agency Agreement.

The obligations of each Guarantor in respect of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds (each a “**Guarantee**” and collectively the “**Guarantees**”) are contained in the Trust Deed. The obligations of each Guarantor under its Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 3(a), at all times rank at least equally with all of its other present and future unsecured and unsubordinated obligations.

The Parent Guarantor may, in its sole discretion, from time to time, cause any of its Subsidiaries to execute and deliver to the Trustee a supplemental trust deed pursuant to which such Subsidiary will guarantee, on a joint and several basis with the Parent Guarantor and the then existing Subsidiary Guarantors, the payment of amounts payable under the Bonds or the Trust Deed. Each such Subsidiary that guarantees the Bonds after the Closing Date, upon execution of the applicable supplemental trust deed, will be a “**Subsidiary Guarantor**”.

(d) **Status**

The Bonds constitute senior, secured (subject to Condition 4), unsubordinated, direct and unconditional obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to these Conditions, (i) at all times rank at least *pari passu* with all its other present and future unsubordinated and unsecured obligations and (ii) (subject to Condition 4) be effectively senior in right of payment to all of its other present and future unsecured obligations with respect to the value of the Collateral (as defined below).

2 **Transfer of Bonds**

(a) **The Register**

The Issuer will cause to be kept at the specified office of the Registrar and in accordance with the terms of the Agency Agreement a register (the “Register”) on which shall be entered, on behalf of the Issuer, the names and addresses of the Bondholders from time to time and the particulars of the Bonds held by them and of all transfers and redemptions of Bonds. Each Bondholder shall be entitled to receive only one Certificate in respect of its entire holding.

(b) **Transfers**

Subject to the terms of the Agency Agreement and to Conditions 2(e) and 2(f), a Bond may be transferred by delivering the Certificate issued in respect of it, with the form of transfer on the back duly completed and signed, to the specified office of the Registrar or any of the Transfer Agents. No transfer of a Bond will be valid unless and until entered on the Register.

Transfers of interests in the Bonds evidenced by the Global Certificates will be effected in accordance with the rules of the relevant clearing systems. Notwithstanding anything to the contrary herein, for so long as the Bonds are represented by a Global Certificate held through Euroclear Bank SA/NV and Clearstream Banking S.A. (or any successor clearing system), all transfers, tenders, payments, notices and other operations in respect of the Bonds shall be effected in accordance with the rules and procedures of Euroclear and Clearstream.

Upon the transfer, exchange or replacement of a Rule 144A Bond, a Transfer Agent will only deliver Certificates with respect to Rule 144A Bonds that bear the Securities Act Legend unless there is delivered to such Transfer Agent such satisfactory evidence, which may include an opinion of legal counsel, as may be required by the Issuer or the Transfer Agent, that neither the Securities Act Legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the US Securities Act of 1933, as amended (the “Securities Act”).

Interests in Bonds represented by the Restricted Global Certificate may be transferred to a person who wishes to take delivery of any such interest in the form of an interest in Bonds represented by the Unrestricted Global Certificate only if a Transfer Agent receives a written certificate from the transferor (in the form provided in the Agency Agreement) to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S under the Securities Act (“Regulation S”) or Rule 144 under the Securities Act (“Rule 144A”) (if available).

Prior to the 40th day after the day of issue of the Bonds (the “Restricted Period”), an interest in Bonds represented by the Unrestricted Global Certificate may be exchanged for an interest in Bonds represented by the Restricted Global Certificate only if a Transfer Agent receives a written certificate from the transferee of the interest in Bonds represented by the Unrestricted Global Certificate (in the form provided in the Agency Agreement) to the effect that the transferee is a qualified institutional buyer

(as defined in Rule 144A) and is obtaining such interest in a transaction meeting the requirements of Rule 144A and any applicable securities laws of any state of the United States or any other jurisdiction. After the expiration of the Restricted Period, this certification requirement will no longer apply to such transfers.

Transfers of Bonds are also subject to the restrictions described under “Plan of Distribution” and “Transfer Restrictions”.

(c) Delivery of new Certificates

Each new Certificate to be issued on transfer of a Bond or Bonds will, within five Business Days of receipt by the relevant Transfer Agent of the duly completed and signed form of transfer, be made available for collection at the specified office of the relevant Transfer Agent or, if so requested in the form of transfer, be mailed by uninsured mail at the risk of the holder entitled to the Bonds transferred (free of charge to the holder), to the address specified in the form of transfer.

Except in the limited circumstances described in “Summary of Provisions relating to the Bonds while in Global Form – Registration of Title”, owners of interests in Bonds represented by the Global Certificates will not be entitled to receive physical delivery of Individual Certificates. Issues of Certificates upon transfers of Bonds are subject to compliance by the transferor and transferee with the certification procedures described above and in the Agency Agreement and, in the case of Rule 144A Bonds, compliance with the Securities Act Legend.

Where some but not all of the Bonds in respect of which a Certificate is issued are to be transferred or redeemed, a new Certificate in respect of the Bonds not so transferred or redeemed, will, within five Business Days of delivery or surrender of the original Certificate to the relevant Transfer Agent or Registrar, be made available for collection at the specified office of the Registrar or, if so requested by the holder, be mailed by uninsured mail at the risk of the holder of the Bonds not so transferred or redeemed (free of charge to the holder), to the address of such holder appearing on the Register.

In this Condition 2, “**Business Day**” means a day (other than a Saturday or a Sunday or public holiday) on which banks are open for business in the city in which the specified office of the Registrar and the relevant Transfer Agent to which the Certificate in respect of the Bonds to be transferred or relevant form of transfer is delivered is situated.

(d) Formalities free of charge

Registration of transfer of Bonds will be effected without charge by or on behalf of the Issuer or any of the Transfer Agents, but only upon the person making such application for transfer, paying or procuring the payment (or the giving of such indemnity and/or security and/or pre-funding as the Issuer or any of the Transfer Agents may require) of any tax, duty or other governmental charges which may be imposed in relation to such transfer.

(e) Closed periods

No Bondholder may require the transfer of a Bond to be registered during the period of fifteen (15) days ending on (and including) the due date for any payment of principal of that Bond or seven days ending on (and including) any Interest Record Date (as defined in Condition 7(a)).

(f) Regulations

All transfers of Bonds and entries on the Register will be made subject to the detailed regulations concerning transfer of Bonds scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Registrar. A copy of the current

regulations will be mailed (free of charge) or be provided in an electronic copy by the Registrar to any Bondholder upon written request.

3 Covenants

(a) Negative pledge

- (i) The Parent Guarantor will not cause or permit VRIL to, directly or indirectly, create or permit to subsist any Lien of any kind on the Collateral (other than Permitted Liens).
- (ii) Neither the Issuer nor any Guarantor will create or permit to subsist any Lien (other than Permitted Liens) upon any assets directly held by the Issuer or any Guarantor, present or future, to secure any Indebtedness or any guarantee or indemnity in respect of any Indebtedness, unless, at the same time or prior thereto, the Issuer's obligations under the Bonds and the Trust Deed (x) are secured equally and rateably therewith in substantially identical terms thereto or (y) have the benefit of such other security or other arrangement as shall have been approved by an Extraordinary Resolution of the Bondholders; *provided* that this clause (a)(ii) shall not apply to Liens (x) arising by operation of law or (y) created in respect of Indebtedness (which, for this purpose, shall exclude (1) Relevant Debt, (2) any Indebtedness secured over any debt service reserve account(s), (3) any Indebtedness secured over any inter-group loans, (4) the Bonds and (5) any Permitted Pari Passu Secured Borrowings) in an aggregate principal amount not exceeding 10 per cent. of Total Assets (or the Dollar Equivalent thereof).

For the avoidance of doubt, the foregoing restriction with respect solely to this clause (a)(ii) shall not apply to Liens upon assets held by any Subsidiary (other than the Issuer or any Subsidiary Guarantor) (other than assets that are jointly held with the Issuer or any Guarantor).

- (iii) The Guarantors shall make such disclosures as may be required in connection with negative pledge and other encumbrances created over the shares of any Listed Indian Subsidiary, in accordance with and within the timelines prescribed under the Indian Takeover Regulations.

As used in these Conditions:

"Excluded Indebtedness" means any Indebtedness to finance or refinance the ownership, acquisition, development and/or operation of projects, assets or installations (the **"Relevant Property"**) in respect of which the person or persons (in this definition the **"Lender"**) to whom any Indebtedness is or may be owed by the relevant borrower (whether or not a member of the Group) has or have no recourse whatsoever to any member of the Group for the repayment of all or any portion of such Indebtedness other than recourse to:

- (i) such borrower for amounts limited to the present and future cash flow or net cash flow from the Relevant Property; and/or
- (ii) the proceeds of enforcement of any Lien given by such borrower over the Relevant Property or the income, cash flow or other proceeds deriving therefrom (or given by any shareholder or the like in the borrower over its shares or the like in the capital of the borrower) to secure such Indebtedness, *provided* that:
 - (A) the extent of such recourse to such borrower is limited solely to the amount of any recoveries made on any such enforcement; and
 - (B) such Lender is not entitled, by virtue of any right or claim arising out of or in connection with such Indebtedness, to commence proceedings for the winding-up or dissolution of such borrower or to appoint or procure the appointment of any receiver, trustee or similar

person or officer in respect of such borrower generally or any of its projects, assets or installations (save for the Relevant Property the subject of such security); and/or

- (C) such borrower generally, or directly or indirectly to a member of the Group, under any form of assurance, undertaking or support, which recourse is limited to a claim for damages (other than liquidated damages and damages required to be calculated in a specified way) for breach of an obligation (not being a payment obligation or an obligation to procure payment by another person or an indemnity in respect thereof or an obligation to comply or to procure compliance by another person with any financial ratios or other tests of financial condition) by the person against whom such recourse is available; and/or
- (D) any Subsidiary of the Parent Guarantor by way of guarantee of such Indebtedness (but not benefiting from any security or quasi-security from that Subsidiary of the Parent Guarantor);

“Group” means the Parent Guarantor and its Subsidiaries;

“Indebtedness” means any obligation (whether present or future, actual or contingent, secured or unsecured, as principal, surety or otherwise) for the payment or repayment of money;

“Indian Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and all circulars, notifications and clarifications issued thereunder, each as amended and replaced, from time to time.

“Relevant Debt” means any present or future indebtedness (other than Excluded Indebtedness) of the Issuer, any Guarantor or any other person in the form of, or represented by, bonds, notes, debentures, loan stock or other securities, which are for the time being, or are capable of being, quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other securities market, have an original maturity of more than one year from their date of issue and are denominated, payable or optionally payable in a currency other than Rupees or are denominated in Rupees and more than 50 per cent. of the aggregate principal amount of which is initially distributed outside India by or with the authority of the Parent Guarantor;

“Subsidiary” means (a) any corporation or other entity of which securities or other ownership interests having ordinary voting power to elect a majority of the board of directors or other persons performing similar functions are at the time directly or indirectly owned by the Parent Guarantor or (b) any subsidiary subject to consolidation with the Parent Guarantor’s financial statements prepared in accordance with Applicable Accounting Principles or applicable law; and

“Total Assets” means the aggregate of consolidated total current assets and consolidated total non-current assets of:

- (i) the Parent Guarantor as shown in the balance sheet of the latest available audited consolidated financial statements of the Parent Guarantor; and
- (ii) any Subsidiary of the Parent Guarantor acquired by the Parent Guarantor or any Subsidiary of the Parent Guarantor since the date of the latest available audited consolidated financial statements of the Parent Guarantor as shown in the balance sheet of the latest available audited consolidated financial statements of such Subsidiary.

(b) **Dividend restriction**

The Issuer shall not, each Guarantor shall not, and the Parent Guarantor shall procure that each of the Material Subsidiaries shall not, create or otherwise cause or permit to exist or become effective any consensual encumbrance or restriction on the ability of the Issuer, any Subsidiary Guarantor or any

Material Subsidiary to pay dividends or make any other distribution with respect to its Capital Stock or to make or repay loans to the Issuer, any Guarantor or any Material Subsidiary, other than:

- (a) the subordination of any Indebtedness made to the Issuer, any Guarantor or any of the Material Subsidiaries to any other Indebtedness of the Issuer, any Guarantor or any of the Material Subsidiaries; *provided* that:
 - (i) such other Indebtedness is permitted under these Conditions; and
 - (ii) such subordination would not singly or in the aggregate have a materially adverse effect on the ability of the Issuer or any Guarantor to meet its obligations under the Bonds and the Guarantees;
- (b) such encumbrance or restriction in relation to any Indebtedness of the Issuer, any Subsidiary Guarantor or any Material Subsidiary or other assurance against financial loss where such encumbrance or restriction relates to payment of dividends or other distributions during the continuance of an event of default (howsoever described) which has occurred pursuant to the terms of that Indebtedness;
- (c) such encumbrance or restriction arising by operation of law;
- (d) such encumbrance or restriction as is in existence on the Closing Date; or
- (e) in respect of any Person (including any existing Subsidiary of the Parent Guarantor) which becomes a Material Subsidiary after the Closing Date, any encumbrance or restrictions on such Person as may be in existence on the date such Person becomes a Material Subsidiary, provided such restrictions were not imposed in contemplation of such Person becoming a Material Subsidiary;

provided that this Condition 3(b) shall not restrict any Material Subsidiary from issuing Preferred Stock otherwise in accordance with these terms of the Conditions.

(c) **Limitation on Borrowings**

- (i) The Parent Guarantor shall not, and shall procure that each of its Subsidiaries shall not, Incur directly or indirectly any Borrowings, and the Parent Guarantor shall procure that each of its Subsidiaries shall not issue any Preferred Stock; *provided* that the Parent Guarantor may Incur Borrowings and any Subsidiary of the Parent Guarantor may Incur Borrowings or issue Preferred Stock if, after giving pro forma effect to the Incurrence of such Borrowings or issuance of Preferred Stock and the application of the proceeds thereof, the Fixed Charge Coverage Ratio would be not less than:
 - (x) 2.25 to 1.0 if such Incurrence occurs prior to the date when the Parent Guarantor's consolidated financial statements as of, and for the fiscal year ending, 31 March 2027, become available (prepared in accordance with Applicable Accounting Principles and which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts); and
 - (y) 2.50 to 1.0 if such Incurrence occurs thereafter.
- (ii) Notwithstanding the foregoing, the Parent Guarantor and any Subsidiary of the Parent Guarantor may Incur, to the extent provided below, each and all of the following ("**Permitted Borrowings**"):
 - (a) Borrowings represented by the Bonds issued on the Closing Date and the Guarantees;

- (b) Borrowings of the Parent Guarantor or any Subsidiary of the Parent Guarantor outstanding on the Closing Date;
- (c) Borrowings Incurred:
 - (w) by the Parent Guarantor or any Subsidiary of the Parent Guarantor which is issued in exchange for, or the net proceeds of which are used to refinance or refund, replace, exchange, renew, repay, defease, discharge or extend (collectively, “refinance”, and “refinancing”, “refinances” and “refinanced” shall have correlative meanings) (**“Permitted Refinancing Borrowings”**) then outstanding Borrowings (or Borrowings that are no longer outstanding, but that were refinanced substantially concurrently with the Incurrence of such Permitted Refinancing Borrowings) Incurred under clause (c)(i) or sub-clauses (c)(ii)(a), (c)(ii)(b), (c)(ii)(c) or (c)(ii)(e) and any refinancing thereof in an amount not to exceed the amount so refinanced (plus premiums, accrued interest, fees and expenses), *provided* that such Borrowings to be refinanced are fully and irrevocably repaid no later than ninety (90) days after the Incurrence of such Permitted Refinancing Borrowings;
 - (x) by the Parent Guarantor or any Subsidiary of the Parent Guarantor used to pay any accrued interest on then outstanding Borrowings; and
 - (y) by Hindustan Zinc Limited (or any of its successors or assigns) (“HZL”) in an aggregate principal amount at any one time outstanding (together with refinancings thereof) not exceeding the product of (I) the amount of any Borrowings of Vedanta Limited (or any of its successors or assigns) which have been refinanced (together with any accrued interest and premium, if any, paid thereon) from dividends received directly or indirectly from HZL no earlier than ninety (90) days before and no later than ninety (90) days after the Incurrence of such Borrowings by HZL and (II) the quotient of (A) 100 per cent. *divided by* (B) the percentage ownership of Capital Stock in HZL held directly by Vedanta Limited (or any of its successors or assigns) or any of its wholly-owned Subsidiaries at the time such dividends were paid by HZL;
- (d) Borrowings incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor with a maturity of one (1) year or less used by the Parent Guarantor or any Subsidiary of the Parent Guarantor for working capital purposes (or any guarantee or indemnity given by the Parent Guarantor or any Subsidiary of the Parent Guarantor in relation thereto) (together with refinancings thereof);
- (e) Borrowings Incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor represented by Capitalized Lease Obligations or purchase money obligations in the ordinary course of business to finance all or any part of the Incurred or to be Incurred purchase price or cost of construction, installation or improvement of property (real or personal) (including the lease purchase price of land use rights), plant or equipment (including through the acquisition of Capital Stock of any Person that owns property, plant or equipment which has or will, upon such acquisition, become a Subsidiary of the Parent Guarantor) to be used in the Permitted Business; *provided that* on the date of Incurrence of such Borrowings and after giving effect thereto, the aggregate principal amount of such Borrowings at any time outstanding (together with refinancings thereof) shall not exceed an amount equal to 5.0 per cent. of Total Assets (or the Dollar Equivalent thereof); and
- (f) guarantees by the Parent Guarantor or any Subsidiary of the Parent Guarantor of Borrowings of the Parent Guarantor or any Subsidiary of the Parent Guarantor that was permitted to be Incurred by another provision of this covenant.

For purposes of determining compliance with this Condition (3)(c), if an item of Borrowings meets the criteria of more than one of the types of Permitted Borrowings or is permitted to be Incurred pursuant to paragraph (c)(i) of this covenant, the Parent Guarantor may, in its sole discretion, classify such item of Borrowings and only be required to include the amount of such Borrowings as one of such types.

Notwithstanding any other provision of this covenant, the maximum amount of Borrowings that the Parent Guarantor or any Subsidiary of the Parent Guarantor may Incur pursuant to this covenant shall not be deemed to be exceeded solely as a result of fluctuations in the exchange rate of currencies. For purposes of determining compliance with any U.S. dollar-denominated restriction on the incurrence of Borrowings, the Dollar Equivalent principal amount of Borrowings denominated in a foreign currency shall be calculated based on the relevant currency exchange rate in effect on the date such Borrowings was incurred (or first committed, in the case of revolving credit debt); *provided* that if such Borrowings is incurred to refinance other Borrowings denominated in a foreign currency, and such refinancing would cause the applicable U.S. dollar denominated restriction to be exceeded if calculated at the relevant currency exchange rate in effect on the date of such refinancing, such U.S. dollar-denominated restriction shall be deemed not to have been exceeded so long as the principal amount of such refinancing Borrowings does not exceed the principal amount (and related expenses) of such Borrowings being refinanced. The principal amount of any Borrowings Incurred to refinance other Borrowings, if Incurred in a different currency from the Borrowings being refinanced, shall be calculated based on the currency exchange rate applicable to the currencies in which such respective Borrowings is denominated that is in effect on the date of such refinancing.

(d) **Accounts**

The Parent Guarantor agrees that:

- (i) as soon as reasonably practicable after the issue or publication thereof and in any event within 180 days after the end of each financial year (beginning with 31 March 2027) it will deliver to the Trustee and the specified office of the Paying Agent a copy of its annual report and audited Accounts (in the English language) as of the end of and for such financial year, and will establish, announce and conduct one conference call with all the holders of Bonds (including the beneficial owners thereof), the contents of which will be limited to such annual report and audited Accounts and any other publicly available information regarding the Parent Guarantor and its Subsidiaries;
- (ii) as soon as reasonably practicable after the issue or publication thereof (and in any event within ninety (90) days after the end of each six-month period ending on 30 September of each financial year if the Common Stock of Vedanta Limited is not listed on an internationally recognized stock exchange), it will deliver to the Trustee and the specified office of the Paying Agent a copy of its unaudited interim Accounts (in the English language) as of the end of and for each six-month period ending on 30 September (beginning with 30 September 2026), *provided* that if and to the extent that the financial statements are not prepared or adjusted on a basis consistent with that used for the preceding relevant semi-annual or annual fiscal period, that fact shall be stated, and will establish, announce and conduct one conference call with all the holders of Bonds (including the beneficial owners thereof), the contents of which will be limited to such unaudited interim Accounts and any other publicly available information regarding the Parent Guarantor and its Subsidiaries;
- (iii) if the Common Stock of Vedanta Limited or any Material Demerged Entity is not listed on an internationally recognized stock exchange, as soon as reasonably practicable after the issue or publication thereof:
 - (A) and in any event within 180 days after the end of each financial year (beginning with 31 March 2027), it will deliver to the Trustee and the specified office of the Paying Agent, a

copy of the annual report and audited accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of the end of and for such financial year, along with key production data for such financial year;

- (B) and in any event within ninety (90) days after the end of each six-month period ending on 30 September of each financial year, it will deliver to the Trustee and the specified office of the Paying Agent, a copy of the unaudited interim accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of the end of and for each six-month period ending on 30 September, along with key production data for such six-month period; and
- (C) and in any event within ninety (90) days after the end of each quarterly period ending 30 June and 31 December of each financial year, it will deliver to the Trustee and the specified office of the Paying Agent, a copy of the unaudited interim accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of and for each quarterly period ending on 30 June and 31 December, along with key production data for each such quarterly period.

The Trustee, the Security Agent and the Paying Agent shall not be under any obligation to review any document delivered to them pursuant to this Condition 3(d) or to monitor compliance by the Parent Guarantor with this Condition 3(d).

Without prejudice to the foregoing, the Trustee, the Security Agent and the Paying Agent shall not be required to request or obtain any English translation of such documents where the same are not in the English language, and shall be entitled to assume that any such documents are in compliance with this Condition 3(d). Neither the Trustee, the Security Agent nor the Paying Agent shall be responsible or liable to any Bondholder or any other person for any failure to review such documents, monitor such compliance, or request or obtain any translation.

(e) **Limitation on Issuer's activities**

The Issuer shall not, and the Parent Guarantor will procure that the Issuer will not, carry on any business activity whatsoever other than in connection with the issue of debt (including the Bonds) and any other activities reasonably incidental thereto (such activities shall, for the avoidance of doubt, include (i) the entry into currency and interest rate swap transactions and the on-lending of the proceeds of the issue of such debt and/or such swap transactions to the Parent Guarantor or any other Subsidiaries of the Parent Guarantor, (ii) activities undertaken to fulfill its obligations under such debt including under the Bonds, the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement, and such swap transactions, (iii) redemptions, purchases, consent solicitations and tender and exchange offers in respect of such debt and (iv) activities directly related to the establishment and maintenance of the Issuer's corporate existence).

(f) **Additional limitations relating to Subsidiary Guarantors**

In addition to the limitations in Condition 3(c), the Subsidiary Guarantors (other than VRIL) shall not, directly or indirectly, Incur any Borrowings (other than (i) Permitted Refinancing Borrowings that refinances outstanding Borrowings of such Subsidiary Guarantor and (ii) Borrowings Incurred by such Subsidiary Guarantor where the obligee is the Issuer, the Parent Guarantor or another Subsidiary Guarantor); *provided* that the Subsidiary Guarantors may Incur Borrowings (other than Borrowings to refinance any Short-Term Acquisition Financing or refinancing thereof) if, (x) such Incurrence (other than the Incurrence of (a) Borrowings existing on the Closing Date and (b) any Permitted Borrowings) does not take place within ten (10) Indian Business Days of any Demerger and (y) after giving *pro forma* effect to such Incurrence and the application of the proceeds thereof:

- (i) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0; and
- (ii) Either
 - (A) the aggregate amount of Borrowings of the Subsidiary Guarantors as of the applicable date of determination would not exceed the amount equal to the product of:
 - (x) U.S.\$5.6 billion (or the Dollar Equivalent thereof), *multiplied by*:
 - (y) the aggregate of:
 - (I) the product of (i) the applicable Weighted Percentage of Resulting Company 1 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 1 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (II) the product of (i) the applicable Weighted Percentage of Resulting Company 2 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 2 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (III) the product of (i) the applicable Weighted Percentage of Resulting Company 3 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 3 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (IV) the product of (i) the applicable Weighted Percentage of Resulting Company 4 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 4 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (V) the product of (i) the difference between (X) 100 per cent. and (Y) the sum of (I) through (IV) above (expressed as a percentage) *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Vedanta Limited directly held by the Subsidiary Guarantors as of such date *plus* (2) the Vedanta Primary Dilution Adjustment, *divided by* (b) 51.93 per cent.; or
 - (B) the Fixed Charge Coverage Ratio would be not less than 3.5 to 1.0.

In addition to the limitations in Condition 3(c), any Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor shall not, and the Parent Guarantor shall procure that any such Subsidiary shall not, directly or indirectly, Incur any Borrowings; provided, however, that any such Subsidiary may Incur Borrowings if the Subsidiary Guarantor Attributable Leverage Ratio, in respect of the most recent two semi-annual periods for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts) are available, after giving pro forma effect to such Incurrence and the Incurrence of all other Borrowings Incurred by such Subsidiary after such two semi-annual periods and the application of the

proceeds thereof would not exceed 5.5 to 1.0. Notwithstanding the foregoing, any such Subsidiary may Incur Permitted Borrowings and Short-Term Acquisition Financing.

The Subsidiary Guarantors and any Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor shall not, and the Parent Guarantor shall procure that such Persons shall not, directly or indirectly, issue, sell, transfer or otherwise dispose of, or purchase or otherwise acquire any Capital Stock; provided, however, that any such Person may issue, sell, transfer or dispose of, or purchase or otherwise acquire, any Capital Stock if, after giving pro forma effect to such transaction and the application of the proceeds thereof, (i) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0 or (ii) (A) in the case of any such transaction in respect of Capital Stock of a Subsidiary Guarantor, the percentage ownership of Capital Stock of such Subsidiary Guarantor owned, directly or indirectly, by the Parent Guarantor would be the same as such percentage ownership immediately prior to such transaction or (B) in the case of any such transaction in respect of Capital Stock of a Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor, the percentage ownership of Capital Stock of such Subsidiary owned, directly or indirectly, by such Subsidiary Guarantor would be the same as such percentage ownership immediately prior to such transaction.

So long as any Bond remains outstanding (as defined in the Trust Deed), no Subsidiary Guarantor will create or permit to subsist any Lien upon any Capital Stock directly held by such Subsidiary Guarantor, present or future; *provided* that this paragraph shall not apply to (i) Lien arising by operation of law and (ii) Lien upon Capital Stock of any borrower of Short-Term Acquisition Financing to secure such Short-Term Acquisition Financing.

For the avoidance of doubt, nothing in this Condition 3(f) shall be construed (and is not intended to be construed) as creating any encumbrance as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the assets of Vedanta Limited and any subsidiary of Vedanta Limited listed in India.

As used in these Conditions:

“Applicable VWAP” means, as of June 29, 2026, the ten (10) Indian Business Day volume weighted average price of the applicable Capital Stock of the applicable Resulting Company determined as of such date.

“Demerged Entity” means Vedanta Limited or any other person to whom any assets of Vedanta Limited are directly or indirectly transferred as part of a demerger or equivalent corporate reorganisation of Vedanta Limited or of any other Demerged Entity (pursuant to a Demerger or otherwise) and, in each case, shares in whom are issued to shareholders of Vedanta Limited or, as applicable, such other Demerged Entity, as consideration for such transfer, and shall include each Resulting Company which has undergone a Demerger.

“Demerged Entity Primary Dilution Adjustment” means with respect to a particular Demerged Entity, for any applicable date of determination, the net decrease, if any, in the percentage of Capital Stock of such Demerged Entity directly held by the Subsidiary Guarantors during the period (x) commencing on the date on which the applicable Demerger is made effective in respect of such Demerged Entity and (y) ending on such date of determination, solely as a result of the dilutive effect from any primary issuance of Capital Stock by such Demerged Entity during such period.

“Demerger” means each transfer of a business undertaking of Vedanta Limited into a Demerged Entity (other than Vedanta Limited) and the listing of equity shares of such Demerged Entity on either the BSE Limited, the National Stock Exchange of India Limited and/or any other internationally recognized stock exchange, pursuant to the implementation of the Scheme.

“EBITDA” for any Person means, for any period, the amount equal to:

- (i) “operating profit”; plus
- (ii) “depreciation”; plus
- (iii) “special items” reducing “operating profit”; minus
- (iv) “special items” increasing “operating profit,”

for such Person, in each case as it is presented on the standalone financial statements of such Person prepared in accordance with Applicable Accounting Principles for such period.

“Fair Market Value” means the price that would be paid in an arm’s-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the board of directors of the Parent Guarantor or the Issuer, whose determination shall be conclusive.

“Scheme” means the Composite Scheme of Arrangement between Vedanta Limited and Vedanta Aluminium Metal Limited and Talwandi Sabo Power Limited and Malco Energy Limited and Vedanta Iron and Steel Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the (Indian) Companies Act, 2013, approved by the board of directors of Vedanta Limited on 20 December 2024, uploaded on and disclosed to shareholders/ creditors on the website of the Vedanta Limited at https://www.vedantalimited.com/eng/investor-relations-shareholder-information.php#scheme_arrangement.

“Short-Term Acquisition Financing” means Borrowings Incurred by any Subsidiary (other than any Subsidiary Guarantor) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor, the net cash proceeds of which are used by such Subsidiary to acquire Capital Stock of any Subsidiary that is listed in India and to pay costs, fees and expenses in connection therewith, *provided* that such Borrowings have a final stated maturity not exceeding four months from the date of such Incurrence.

“Subsidiary Guarantor Attributable Borrowings” means, as of any Transaction Date, the amount equal to the aggregate amount of (i) the Borrowings of each Subsidiary Guarantor (calculated on a standalone basis) outstanding as of such Transaction Date and (ii) the product of (x) the Borrowings of any Person (calculated on a standalone basis) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor outstanding as of such Transaction Date multiplied by (y) the percentage ownership of Capital Stock of such Person owned, directly or indirectly, by the Subsidiary Guarantors as of such Transaction Date; *provided*, however, that (i) any Borrowing Incurred by a Subsidiary that is not a Subsidiary Guarantor and owed to another Subsidiary that is not a Subsidiary Guarantor or owed to a Subsidiary Guarantor and (ii) any Borrowing Incurred by a Subsidiary Guarantor and owed to another Subsidiary Guarantor, shall be excluded from the foregoing calculation; *provided* further that if on any date (a) any Subsidiary to which such Borrowing is owed ceases to be a Subsidiary or (b) such Borrowing is transferred to any Person (other than to another Subsidiary that is not a Subsidiary Guarantor or to a Subsidiary Guarantor), then such Borrowing shall be included in the foregoing calculation and shall be deemed to have been Incurred on such date.

“Subsidiary Guarantor Attributable EBITDA” means, for any period, the amount equal to the aggregate of (i) the EBITDA for each Subsidiary Guarantor (calculated on a standalone basis) and (ii) the product of (x) the EBITDA of any Person (calculated on a standalone basis) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor as of the Transaction Date multiplied by (y) the percentage ownership of Capital Stock of such Person owned, directly or indirectly, by the Subsidiary Guarantors as of such Transaction Date.

“Subsidiary Guarantor Attributable Leverage Ratio” means, on any Transaction Date, the ratio of:

- (i) Subsidiary Guarantor Attributable Borrowings as of such Transaction Date; to
- (ii) the aggregate amount of Subsidiary Guarantor Attributable EBITDA for the most recent two semi-annual periods prior to such Transaction Date for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts) are available.

“Vedanta Primary Dilution Adjustment” means for any applicable date of determination, the net decrease, if any, in the percentage of Capital Stock of Vedanta Limited directly held by the Subsidiary Guarantors during the period (x) commencing on the Closing Date and (y) ending on such date of determination, solely as a result of the dilutive effect from any primary issuance of Capital Stock by Vedanta Limited during such period.

“Weighted Percentage” means:

- (i) in relation to Resulting Company 1, as of June 29, 2026, the product of:
 - (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 1 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 1 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;

- (ii) in relation to Resulting Company 2, as of June 29, 2026, the product of:

- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 2 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 2 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;

- (iii) in relation to Resulting Company 3, as of June 29, 2026, the product of:

- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 3 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 3 as of such date; and

- (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;
- (iv) in relation to Resulting Company 4, as of June 29, 2026, the product of:
- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 4 as of such date, *divided by*::
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 4 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.
- (g) **Limitation on Restricted Affiliate Payments:** The Parent Guarantor will not, and will not permit any of its Subsidiaries to, directly or indirectly (the payments or any other actions described in clauses (1) through (4) below being collectively referred to as “**Restricted Affiliate Payments**”):
- (1) declare or pay any dividend or make any distribution on or with respect to the Parent Guarantor’s or any of its Subsidiaries’ (other than any Listed Indian Subsidiary) Capital Stock (other than dividends or distributions payable solely in shares of the Parent Guarantor’s Capital Stock or by a Subsidiary in its Capital Stock or in options, warrants or other rights to acquire shares of any such Capital Stock) held by any shareholder of the Parent Guarantor or by any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);
 - (2) purchase, call for redemption or redeem, retire or otherwise acquire for value any shares of Capital Stock (or options, warrants or other rights to acquire such shares of Capital Stock) of the Parent Guarantor or any of its Subsidiaries held by any shareholders of the Parent Guarantor or any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);
 - (3) make any voluntary or optional principal payment, or voluntary or optional redemption, repurchase, defeasance, or other acquisition or retirement for value, of Borrowings that is subordinated or junior in right of payment to the Bonds or any Subsidiary Guarantee (“**Subordinated Borrowings**”) (excluding any intercompany Borrowings between or among the Parent Guarantor and any of its Subsidiaries or between or among any such Subsidiaries) where the obligee thereunder is a shareholder of the Parent Guarantor or an Affiliate or the Parent Guarantor (other than any of the Parent Guarantor’s Subsidiaries); or
 - (4) make, on or after the Closing Date, any Investment in any shareholders of the Parent Guarantor or any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);

if, at the time of, and after giving effect to, the proposed Restricted Affiliate Payment, such Restricted Affiliate Payment, together with the aggregate amount of all Restricted Affiliate Payments made by the Parent Guarantor and its Subsidiaries after the Measurement Date, shall exceed 50 per cent. (or 100 per cent., if at the time of, and after giving effect to, the proposed Restricted Affiliate Payment, the Parent Guarantor could Incur at least U.S.\$1.00 of Borrowings, if after giving pro forma effect to the Incurrence of such U.S.\$1.00 and the application of the proceeds thereof, the Fixed Charge Coverage Ratio would

be not less than 3.5 to 1.0) of Net Income accrued on a cumulative basis during the period (taken as one accounting period) beginning on 1 April 2024 and ending on the last day of the Parent Guarantor's most recently ended semi-annual period for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner) are available.

The foregoing provision shall not be violated by reason of:

- (1) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Borrowings of the Parent Guarantor or any Subsidiary Guarantor with the net cash proceeds of, or in exchange for, a substantially concurrent Incurrence of Permitted Refinancing Borrowings;
- (2) any Restricted Affiliate Payment made in exchange for, or out of the net cash proceeds of a substantially concurrent capital contribution to or sale (other than to a Subsidiary of the Parent Guarantor) of, shares of Capital Stock of the Parent Guarantor (or options, warrants or other rights to acquire such Capital Stock);
- (3) (x) the payment of any dividends or distributions declared, paid or made by a Subsidiary or (y) the redemption, repurchase, defeasance or other acquisition by a Subsidiary of any shares of its Capital Stock, in each case payable, on a *pro rata* basis or on a basis more favorable to the Parent Guarantor, to all holders of any class of Capital Stock of such Subsidiary, a majority of which is held, directly or indirectly through Subsidiaries, by the Parent Guarantor;
- (4) repurchases of Capital Stock deemed to occur upon the exercise of stock options, warrants or other rights to acquire Capital Stock to the extent such Capital Stock represents a portion of the exercise price thereof; and
- (5) cash payments in lieu of the issuance of fractional shares in connection with the exercise of warrants, options or other securities convertible or exchangeable for Capital Stock of the Parent Guarantor; *provided* that any such cash payment shall not be for the purpose of evading the limitations of this covenant.

The Parent Guarantor shall and shall procure that the Subsidiaries make relevant filings and disclosures, as may be applicable, under the applicable laws including the Indian Listing Regulations.

"Indian Listing Regulations" means the Securities and Exchange Board of India Act, 1992, the Securities Contracts Regulation Act, 1956 and the rules, regulations, notifications, directions and FAQs issued thereunder (including without limitation, the Indian Takeover Regulations, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) and the rules, regulations and bye-laws of any relevant stock exchange in India, and all circulars, notifications and clarifications issued thereunder, each as amended and replaced, from time to time.

"Measurement Date" means 17 September 2024.

(h) **Limitation on distribution of Net Proceeds of Asset Sales**

The Parent Guarantor shall not, and shall procure that each of its Subsidiaries shall not pay any dividend in respect of or otherwise distribute the Net Proceeds from any Asset Sale to any Person (other than to the Parent Guarantor or any of its Subsidiaries) unless, after giving pro forma effect to such Asset Sale and the application of the Net Proceeds thereof:

- (A) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0; and
- (B) the Parent Guarantor LTV Ratio is greater than 2.0 to 1.0.

- (i) **[Reserved]**
- (j) **Anti-layering:** The Parent Guarantor shall ensure that (x) any Subsidiary of either Welter or Twin Star which directly or indirectly holds Capital Stock in any of the Demerged Entities must be a Wholly Owned Subsidiary of Welter and/or Twin Star (as applicable) and (y) any such Wholly Owned Subsidiary does not Incur any Borrowings.
- (k) **Sale of Brand:** (x) The Parent Guarantor shall not sell, transfer or otherwise dispose of the Brand unless the net proceeds from any such sale, transfer or other disposition will be enough to repay in full (i) the Bonds and (ii) all Permitted Pari Passu Secured Indebtedness and (y) to the extent that any such sale, transfer or other disposition takes place, the Parent Guarantor shall ensure that (i) each of the Bonds and (ii) all Permitted Pari Passu Secured Indebtedness are repaid in full within sixty (60) days of such sale, transfer or other disposition.
- (l) **Limitation on dividends and other restricted payments and on asset sales**

If an Event of Default has occurred and is continuing, the Issuer and the Guarantors shall not:

- (i) declare or pay any dividend or make any other payment or distribution on account of Capital Stock of the Issuer or any Guarantor, or to the direct or indirect holders of any such Capital Stock in their capacity as such;
- (ii) purchase, redeem or otherwise acquire or retire for value any Capital Stock of the Issuer or any Guarantor or any direct or indirect parent of the Issuer or any Guarantor;
- (iii) make any payment on or with respect to, or purchase, redeem, defease or otherwise acquire or retire for value any Borrowings of the Issuer or any Guarantor that is contractually subordinated to the Bonds or the Guarantees, except a payment of interest, principal or premium at the stated maturity thereof;
- (iv) make any Investment; or
- (v) sell, lease, lend, convey, transfer or otherwise dispose of any asset unless the Issuer or such Guarantor, as applicable, receives consideration, in the form of cash or cash equivalents, at the time of such transaction at least equal to such asset's Fair Market Value (for the avoidance of doubt, the issuance of Capital Stock by the Issuer or any Guarantor shall not be subject to this clause (v)).

For the avoidance of doubt, nothing in this Condition 3(l) shall be construed (and is not intended to be construed) as creating any encumbrance as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the assets of any subsidiary of Vedanta Limited listed in India.

- (m) **Covenant suspension**

If, on any date following the date of the Trust Deed, the Bonds have an Investment Grade rating, (i) if the Bonds are rated by no more than two (2) Rating Agencies, from any Rating Agency or (ii) if the Bonds are rated by more than two (2) Rating Agencies, from two (2) Rating Agencies, and no Event of Default or Potential Event of Default has occurred and is continuing (a "**Suspension Event**"), then, beginning on that day and continuing until such time, if any, at which the Bonds cease to have an Investment Grade rating from such Rating Agency(ies), the provisions of the Trust Deed summarised under the following captions will not apply to the Bonds:

- (a) Condition 3(c) "Limitation on Borrowings";
- (b) Condition 3(f) "Additional limitations relating to Subsidiary Guarantors";

- (c) Condition 3(h) “Limitation on distribution of Net Proceeds of Asset Sales”;
- (d) Condition 3(j) “Anti-layering”;
- (e) Condition 3(k) “Sale of Brand”; and
- (f) Condition 3(l) “Limitation on dividends and other restricted payments and on asset sales”.

Such covenants will be reinstituted and apply according to their terms as at and from the first day on which a Suspension Event ceases to be in effect. Such covenants will not, however, be of any effect with regard to actions of the Issuer properly taken in compliance with the provisions of the Trust Deed during the continuance of the Suspension Event.

(n) **Definitions**

As used in these Conditions:

“**Accounts**” means:

- (i) as of each 31 March and for the twelve-month period then ending, the audited consolidated profit and loss account and balance sheet of the Parent Guarantor prepared in accordance with Applicable Accounting Principles; and
- (ii) as of each 30 September and for the six-month period then ending, the unaudited consolidated profit and loss account and balance sheet of the Parent Guarantor prepared in accordance with Applicable Accounting Principles.

“**Adjusted Treasury Rate**” means, with respect to any redemption date:

- (i) the average of the yields in each statistical release for the immediately preceding week (from the calculation date) designated “H.15” or any successor release published by the Board of Governors of the Federal Reserve System which establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the heading “U.S. government securities – Treasury constant maturities – nominal,” for the maturity corresponding to the Comparable Treasury Issue; *provided* that if no maturity is within three months before or after the period from the redemption date to the maturity of the Comparable Treasury Issue, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Adjusted Treasury Rate will be interpolated or extrapolated from those yields on a straight-line basis rounding to the nearest month; provided further that if the period from the redemption date to July 13, 2030 is less than one year, the weekly average yield on actually traded U.S. Treasury securities adjusted to a constant maturity of one year will be used; or
- (ii) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Adjusted Treasury Rate shall be calculated on the third Business Day preceding the redemption date. None of the Agents, the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Adjusted Treasury Rate and none of them shall be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

“**Affiliate**” means, with respect to any Person, any other Person, directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person. For purposes of this definition, “control” (including, with correlative meanings, the terms “controlling,” “controlled by” and

“under common control with”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

“**Applicable Accounting Principles**” means the accounting principles and provisions of International Financial Reporting Standards applicable to the Parent Guarantor and its Subsidiaries as in effect from time to time.

“**Applicable Premium**” means, with respect to the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date, the greater of:

- (i) 1.00 per cent. of the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date; and
- (ii) an amount equal to the difference between:
 - a. the sum of:
 - i. the present value of the product of (x) 103.500 per cent. and (y) the aggregate principal amount of the Bonds to be redeemed as would otherwise have been outstanding as at July 12, 2028 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out in Condition 5 after the applicable redemption date and on or prior to July 12, 2028), discounted back from July 12, 2028 to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points;
 - ii. the present value of the aggregate principal amount of the Bonds to be redeemed as would otherwise have been redeemed on each Amortization Payment Date occurring after the applicable redemption date and on or prior to July 12, 2028 in accordance with the amortization profile set out under Condition 5 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out under Condition 5 after the applicable redemption date and on or prior to July 12, 2028) discounted back from the applicable Amortization Payment Date to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points; and
 - iii. the present value of the corresponding amount of each scheduled payment of interest on the aggregate principal amount of Bonds to be redeemed (exclusive of interest accrued and unpaid to (but not including) the applicable redemption date) up to July 12, 2028 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out under Condition 5 after the applicable redemption date and on or prior to July 12, 2028) discounted back from the applicable Interest Payment Date to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points; and
 - b. the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date.

“**Asset Sale**” means any sale, transfer or other disposition (including by way of merger, consolidation or sale leaseback transactions) of any Assets of the Parent Guarantor and the Holdco Subsidiaries in one or a series of transactions in any twelve-month period by the Parent Guarantor or any of its Holdco Subsidiaries to any Person other than the Parent Guarantor or any of its Subsidiaries, other than sales, transfers or other dispositions of Assets with a Fair Market Value not in excess of U.S.\$25.0 million (or the Dollar Equivalent thereof) in any transaction or series of related transactions.

“**Assets**” of any Person means all or any of its shares, business, undertaking, property, assets, revenues (including any right to receive revenues) and uncalled capital.

“**Balance Sheet Date**” means each 30 September and 31 March or other semi-annual date at which the Parent Guarantor prepares its audited or unaudited Accounts.

“**Borrowings**” means, with respect to any Person at any date, without duplication:

- (i) all obligations of such Person for borrowed money;
- (ii) all obligations of such Person to pay the deferred purchase price of property or services, except trade accounts payable arising in the ordinary course of business;
- (iii) all obligations of such Person as lessee which are capitalised in accordance with Applicable Accounting Principles;
- (iv) all non-contingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, except in respect of trade accounts payable arising in the ordinary course of business;
- (v) all obligations of such Person representing Disqualified Stock valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price, plus accrued dividends, if any;
- (vi) all Borrowings of others guaranteed by such Person;
- (vii) all Borrowings of others secured by a Lien on any Asset of such Person (whether or not such Borrowings are assumed by such Person); *provided* that the amount of such Borrowings will be the lesser of:
 - (A) the Fair Market Value of such Asset at such date of determination; and
 - (B) the amount of such Borrowings; and
- (viii) in the case of a Subsidiary of the Parent Guarantor, all obligations representing Preferred Stock valued at the greater of its voluntary or involuntary maximum fixed repurchase price, plus accrued dividends, if any;

provided that for the purposes of Condition 3(c), Borrowings shall not include:

- (A) Borrowings of the Parent Guarantor or any of its Subsidiaries owed to the Parent Guarantor or any of its Subsidiaries; *provided* that if on any date:
 - (1) any Subsidiary of the Parent Guarantor to which such Borrowing is owed ceases to be a Subsidiary of the Parent Guarantor; or
 - (2) such Borrowing is transferred to any Person (other than the Parent Guarantor or any of its Subsidiaries),

then such Borrowing shall be deemed to constitute a Borrowing for the purposes of Condition 3(c) and shall be deemed to have been Incurred on such date; and

- (B) Preferred Stock or Disqualified Stock issued by any Subsidiary of the Parent Guarantor to the Parent Guarantor or any other Subsidiary of the Parent Guarantor; *provided further* that for the purposes of Condition 3(c), Borrowings shall not include the Borrowings of any Subsidiary (which is established as a special purpose entity for the sole purpose of engaging in financing activities) of the Parent Guarantor, which are guaranteed by the Parent Guarantor and have no recourse, directly or indirectly, to any other member of the Group;

provided further that for the purposes of Condition 3(f), Borrowings shall not include Borrowings of any Subsidiary Guarantor which, by their terms or the terms of any agreement or instrument pursuant to which they are issued or remain outstanding, (i) are expressly made subordinate to the prior payment in full of the Guarantee of such Subsidiary Guarantor (including upon any default, bankruptcy, reorganization, liquidation, winding up or other disposition of assets of such Subsidiary Guarantor), (ii) do not mature or require any amortization and are not required to be repaid, redeemed, repurchased or otherwise retired, pursuant to a sinking fund obligation, event of default or otherwise (including any redemption, retirement or repurchase which is contingent upon events or circumstance) in whole or in part, on or prior to six months after the earlier of (a) the first date no Bonds are outstanding and (b) the final stated maturity of the Bonds, (iii) do not provide for any cash payment of interest (or premium, if any) prior to six months after the earlier of (a) the first date no Bonds are outstanding and (b) the final stated maturity of the Bonds, (iv) are not secured by any Lien on any assets of the Parent Guarantor or any of its Subsidiaries, and are not guaranteed by the Parent Guarantor or any of its Subsidiaries and (v) do not (including upon the happening of any event) restrict the payment of amounts due in respect of the Bonds or compliance by the Issuer or any of the Guarantors with their respective obligations under the Bonds and the Guarantees; *provided* that if on any date any event or circumstance occurs that results in such Borrowing ceasing to meet the conditions of any of clauses (i) through (v) above, such Borrowing shall constitute a Borrowing for the purposes of Condition 3(f) and shall be deemed to have been Incurred on such date.

“Brand” means the trademark “Vedanta” and its logo, as described in the License Agreement (Brand Fees).

“Brand Fee Adjustment” means in respect of a financial year of a Sub-Licensee, the annual adjustment of Brand Fees for that financial year payable by such Sub-Licensee pursuant to the relevant Brand Fee Agreement to which such Sub-Licensee is party.

“Brand Fee Agreements” means any agreement in respect of the provision of a sub-license for the use of the Brand and the provision of strategic services between the Parent Guarantor and VRIL, on the one hand, and any member of the VEDL Group, on the other hand.

“Brand Fees” means the royalty and brand fee payments and strategic services fee payments payable pursuant to the Brand Fee Agreements (or any of them) by any Sub-Licensee, including all pass-through fees payable by Vedanta Limited to VRIL in respect of amounts received by it from any Demerged Entity (HZL), inclusive of each relevant Brand Fee Adjustment.

“Business Day” means a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open for business in New York City, Hong Kong and London.

“Capital Stock” means, with respect to any Person, any and all shares, interests (including joint venture and partnership interests), participations or other equivalents (however designated, whether voting or non-voting) in equity of such Person, whether outstanding on the date of the Trust Deed or issued thereafter, including, without limitation, all Common Stock and Preferred Stock.

“Capitalized Lease” means, with respect to any Person, any lease of any property (whether real, personal or mixed), which, in conformity with Applicable Accounting Principles, is required to be capitalized on the balance sheet of such Person.

“Capitalized Lease Obligations” means the discounted present value of the rental obligations under a Capitalized Lease.

“Change of Control” means the occurrence of any of the following events:

- (1) the Permitted Holders are the beneficial owners of less than 35 per cent. of the total voting power of the Voting Stock of the Parent Guarantor;
- (2) any “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) is or becomes the “beneficial owner” (as such term is used in Rule 13d-3 of the Exchange Act), directly or indirectly, of total voting power of the Voting Stock of the Parent Guarantor greater than such total voting power held beneficially by the Permitted Holders; or
- (3) the Parent Guarantor or any of its Subsidiaries ceases to (a) have Control over or (b) directly or indirectly own more than 50 per cent. of the issued equity share capital of any Person which was a Material Subsidiary immediately prior to such cessation.

“Change of Control Triggering Event” means the occurrence of both a Change of Control and, if the Bonds are rated, a Rating Decline.

“Common Stock” means, with respect to any Person, any and all shares, interests or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person’s common stock or ordinary shares, whether or not outstanding at the date of the Trust Deed, and include, without limitation, all series and classes of such common stock or ordinary shares.

“Comparable Treasury Issue” means the U.S. Treasury security selected by an Independent Investment Bank having a maturity most nearly equal to the period from the redemption date to July 13, 2030.

“Comparable Treasury Price” means, with respect to any redemption date:

- (1) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations; or
- (2) if the Independent Investment Bank obtains fewer than five Reference Treasury Dealer Quotations, the average of all such quotations.

“Compliance Certificate” means a certificate signed by each of:

- (i) the chief financial officer of the Parent Guarantor; and
- (ii) a director or other authorised signatory of the Parent Guarantor,

confirming compliance with the financial ratios set out in this Condition 3, in each case as of each Balance Sheet Date and in respect of the whole of the financial year for each Balance Sheet Date falling on 31 March and in respect of the whole of the six-month period ending on the Balance Sheet Date for each Balance Sheet Date falling on 30 September, and setting out in reasonable detail the computations necessary to demonstrate such compliance.

“Consolidated EBITDA” means, for any period, the amount equal to:

- (i) “operating profit”; plus
- (ii) “depreciation”; plus
- (iii) “special items” reducing “operating profit”; minus
- (iv) “special items” increasing “operating profit,”

in each case as it is presented on consolidated financial statements of the Parent Guarantor and its Subsidiaries prepared in accordance with Applicable Accounting Principles for such period.

“Consolidated Fixed Charges” means, for any period, the sum (without duplication) of:

- (i) Consolidated Net Interest Expense for such period; and
- (ii) all cash and non-cash dividends accrued or accumulated during such period on any Disqualified Stock or Preferred Stock of the Parent Guarantor or any of its Subsidiaries held by Persons other than the Parent Guarantor or any of its Subsidiaries.

“Consolidated Net Interest Expense” means, for any period, the amount equal to “finance costs” minus “investment revenue,” in each case as it is presented on a consolidated income statement of the Parent Guarantor and its Subsidiaries prepared in accordance with Applicable Accounting Principles for such period.

“Control”, “Controlling” or “Controlled” means the right to appoint and/or remove all or the majority of the members of the board of directors or other governing body or the right to direct or cause the direction of the management and policies, in each case whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

“Demerged Entity (HZL)” means HZL or any other person to whom any assets of HZL are directly or indirectly transferred as part of a demerger or equivalent corporate reorganisation of HZL or of any other Demerged Entity (HZL), in each case, shares in whom are issued to shareholders of HZL or, as applicable, such other Demerged Entity (HZL), as consideration for such transfer.

“Disqualified Stock” means any class or series of Capital Stock of any Person that by its terms or otherwise is:

- (1) required to be redeemed prior to the stated maturity of the Bonds;
- (2) redeemable at the option of the holder of such class or series of Capital Stock at any time prior to the stated maturity of the Bonds; or
- (3) convertible into or exchangeable for Capital Stock referred to in clause (1) or (2) above or Borrowing having a scheduled maturity prior to the stated maturity of the Bonds.

“Dollar Equivalent” means, with respect to any monetary amount in a currency other than U.S. dollars, at any time for the determination thereof, the amount of U.S. dollars obtained by converting such foreign currency into U.S. dollars at the base rate for the purchase of U.S. dollars with such foreign currency as quoted by the Federal Reserve Bank of New York on the date of determination.

“Equity Value” means, as of any determination date:

- (1) with respect to any Subsidiary that is listed on an internationally recognized stock exchange, the product of (a) the volume weighted average price per share of such Subsidiary over the ninety (90) trading day period ending on the trading day immediately preceding the date of determination, *multiplied by* (b) the number of shares of such Subsidiary then held directly by the Parent Guarantor or another Subsidiary of the Parent Guarantor (the “Intermediate Subsidiary”), *multiplied by* (c) if the shares of such Subsidiary that is listed on an internationally recognized stock exchange are not held directly by the Parent Guarantor, the effective percentage ownership interest of the Parent Guarantor in the Intermediate Subsidiary as of the date of determination; or
- (2) with respect to any Subsidiary that is not listed on an internationally recognized stock exchange, the value of such Subsidiary attributable to the Parent Guarantor as of such determination date as determined by an Independent Financial Advisor within ninety (90) days of such date.

“Existing Bonds” means the following bonds issued by the Issuer: (a) the 10.25 per cent bonds due 2028 issued in November 2024; (b) the 10.875 per cent bonds due 2029 issued in September and October

2024; (c) the 9.475 per cent bonds due 2030 issued in January 2025; (d) the 11.25 per cent bonds due 2031 issued in November 2024; (e) the 9.125 per cent bonds due 2032 issued in September 2025; and (f) the 9.850 per cent bonds due 2033 issued in January 2025.

“Existing Loans” means the following loans taken by the Parent Guarantor:

- (1) U.S.\$80 million facility initially provided by Bank of Maharashtra IFSC Banking Unit pursuant to a facility agreement dated 30 December 2025;
- (2) U.S.\$500 million facility initially provided by State Bank of India, London Branch pursuant to a facility agreement;
- (3) U.S.\$600 million facility initially provided by a syndicate of lenders comprising First Abu Dhabi Bank PJSC, Mashreqbank PSC, Standard Chartered Bank, Standard Chartered Bank (Mauritius) Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch pursuant to a facility agreement dated 24 June 2025;
- (4) U.S.\$600 million facility initially provided by a syndicate of lenders comprising DB International (Asia) Limited, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc (London Branch), Mashreqbank PSC, National Development Bank PLC, Standard Chartered Bank (Mauritius) Limited, Standard Chartered Bank (Singapore) Limited, Bank of Maharashtra IFSC Banking Unit and Sumitomo Mitsui Banking Corporation, Singapore Branch pursuant to an amended and restated facility agreement dated 13 May 2026; and
- (5) U.S.\$530 million facility initially provided to Twin Star Holdings Ltd. by Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, First Abu Dhabi PJSC, Mashreqbank PSC, Standard Chartered Bank, GIFT City, and Standard Chartered Bank (Mauritius) Limited pursuant to a facility agreement dated 17 April 2025.

“Fitch” means Fitch Ratings Limited, its affiliates and any successor to or assignee of its ratings business.

“Fixed Charge Coverage Ratio” means, on any Transaction Date, the ratio of:

- (1) the aggregate amount of Consolidated EBITDA for the then most recent two semi-annual periods prior to such Transaction Date for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner) are available (the **“Two Semi-annual Period”**) and have been provided to the Trustee; to
- (2) the aggregate Consolidated Fixed Charges during such Two Semi-annual Period.

“Holdco Net Interest Expense” means, for any period, the amount equal to “finance costs” minus “investment revenue,” in each case as it is presented on the income statement of the Parent Guarantor and its Holdco Subsidiaries prepared on a standalone basis in accordance with Applicable Accounting Principles for such period.

“Holdco Subsidiaries” means the direct and indirect non-operating Subsidiaries of the Parent Guarantor which for the avoidance of doubt does not include any of the Demerged Entities, Konkola Copper Mines plc and their respective Subsidiaries.

“Incur” means, as applied to any obligation, to directly or indirectly, create, incur, issue, assume, guarantee or in any other manner become directly or indirectly liable, contingently or otherwise. Such obligation and “Incurred”, “Incurrence” and “Incurring” shall each have a correlative meaning.

“Independent Financial Advisor” means an accounting, appraisal or investment banking firm or consultant, in each case of nationally recognized standing that is, in the good faith determination of the Parent Guarantor, qualified to perform the task for which it has been engaged.

“Independent Investment Bank” means a Reference Treasury Dealer appointed by the Parent Guarantor as such.

“Indian Business Days” means a day (other than a Saturday or Sunday) on which commercial banks are open for business in Mumbai.

“Intermediate SPV” means Vedanta UK Holdings Limited, a company registered under the laws of England and Wales with company number 15119067.

“Investment” means:

- (1) any direct or indirect advance, loan or other extension of credit to another Person;
- (2) any capital contribution to another Person (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others);
- (3) any purchase or acquisition of Capital Stock (or options, warrants or other rights to acquire such Capital Stock), Borrowings, bonds, notes, debentures or other similar instruments or securities issued by another Person;
- (4) any guarantee of any obligation of another Person to the extent such obligation is outstanding and to the extent guaranteed by such Person; or
- (5) all other items that would be classified as investments (including purchases of assets outside the ordinary course of business) on a statement of financial position of such Person prepared in accordance with Applicable Accounting Principles.

“Investment Grade” means a long term credit rating of “AAA,” “AA,” “A” or “BBB,” as modified by a “±” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by S&P or a long term credit rating of “Aaa,” or “Aa,” “A” or “Baa,” as modified by a “1,” “2” or “3” indication, or an equivalent rating representing one of the four highest rating categories, by Moody’s or a long term credit rating of “AAA,” or “AA,” “A” or “BBB,” as modified by a “±,” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by Fitch or the equivalent long term credit ratings of any internationally recognised rating agency or agencies, as the case may be, which shall have been designated by the Parent Guarantor as having been substituted for S&P, Moody’s or Fitch or all of them, as the case may be.

“License Agreement (Brand Fees)” means the license agreement between the Parent Guarantor, the Intermediate SPV and VRIL dated on or prior to 8 February 2024 under which the Parent Guarantor grants to the Intermediate SPV (which grants to VRIL) a five year exclusive license of the Brand (with a potential extension for an additional five years pursuant to the terms thereof).

“Lien” means any mortgage or deed of trust, charge, pledge, lien (statutory or otherwise), privilege, security interest, hypothecation, assignment for or by way of security or other encumbrance upon or with respect to any property of any kind, real or personal, movable or immovable, now owned or hereafter acquired.

“Listed Indian Subsidiary” means any Subsidiary of the Parent Guarantor in India whose Capital Stock is listed on a stock exchange.

“Material Demerged Entity” means a Demerged Entity which is a Material Subsidiary.

“Material Subsidiary” has the meaning specified in Condition 9.

“**Moody’s**” means Moody’s Investors Service, Inc., its affiliates and any successor to or assignee of its ratings business.

“**Net Income**” means, for any period, without duplication (A) the aggregate of (i) the Brand Fees received by the Parent Guarantor, VRIL or any other Holdco Subsidiary for such period and (ii) the dividends received by the Parent Guarantor and the Holdco Subsidiaries for such period less (B) the aggregate of (i) Holdco Net Interest Expense for such period and (ii) administrative expenses of the Parent Guarantor and the Holdco Subsidiaries for such period.

“**Net Proceeds**” means the aggregate cash proceeds received by the Parent Guarantor or any Subsidiary of the Parent Guarantor in respect of any Asset Sale (including, without limitation, any cash received upon the sale or other disposition of any non-cash consideration received in any Asset Sale), net of the direct costs relating to such Asset Sale.

“**Offer to Purchase**” means an offer to purchase the Bonds by the Issuer from the Bondholders commenced by mailing a notice by first class mail, postage prepaid, to the Trustee and each Bondholder at its last address appearing in the Register stating:

- (1) the provision of the Trust Deed pursuant to which the offer is being made and that all Bonds validly tendered will be accepted for payment on a *pro rata* basis;
- (2) the purchase price and the date of purchase (which shall be a Business Day no earlier than five (5) days nor later than sixty (60) days from the date such notice is mailed) (the “Offer to Purchase Payment Date”);
- (3) that any Bond not tendered will continue to accrue interest pursuant to its terms;
- (4) that, unless the Issuer or the Guarantors, as the case may be, defaults in the payment of the purchase price, any Bond accepted for payment pursuant to the Offer to Purchase shall cease to accrue interest on and after the Offer to Purchase Payment Date;
- (5) that Bondholders electing to have a Bond purchased pursuant to the Offer to Purchase will be required to surrender the Bond, together with the form entitled “Option of the Holder to Elect Purchase” on the reverse side of the Bond completed, to the Paying Agent at the address specified in the notice prior to the close of business on the Business Day immediately preceding the Offer to Purchase Payment Date;
- (6) that Bondholders will be entitled to withdraw their election if the Paying Agent receives, not later than the close of business on the third Business Day immediately preceding the Offer to Purchase Payment Date, an email or letter setting forth the name of such Bondholder, the principal amount of Bonds delivered for purchase and a statement that such Bondholder is withdrawing his election to have such Bonds purchased; and
- (7) that Bondholders whose Bonds are being purchased only in part will be issued new Bonds equal in principal amount to the unpurchased portion of the Bonds surrendered; *provided* that each Bond purchased and each new Bond issued shall be in a minimum principal amount of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof.

On one Business Day prior to the Offer to Purchase Payment Date, the Issuer shall deposit with the Paying Agent money sufficient to pay the purchase price of all Bonds or portions thereof so accepted.

On the Offer to Purchase Payment Date, the Issuer shall:

- (a) accept for payment on a *pro rata* basis Bonds or portions thereof tendered pursuant to an Offer to Purchase; and

- (b) deliver, or cause to be delivered, to the Trustee all Bonds or portions thereof so accepted together with a certificate signed by two directors of the Issuer specifying the or portions thereof accepted for payment by the Issuer.

The Paying Agent shall promptly mail at the cost of the Issuer to the Bondholders so accepted payment in an amount equal to the purchase price, and the Registrar shall promptly authenticate and mail to such Bondholders a new Bond equal in principal amount to any unpurchased portion of the Bond surrendered; *provided* that each Bond purchased and each new Bond issued shall be in a principal amount of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof. The Issuer will publicly announce the results of an Offer to Purchase as soon as practicable after the Offer to Purchase Payment Date. The Issuer will comply with all applicable securities laws and regulations if it is required to repurchase Bonds pursuant to an Offer to Purchase and, to the extent any applicable securities laws and regulations conflict with the Offer to Purchase obligations, the Issuer will not be deemed to have breached such obligations by virtue of such compliance.

The materials used in connection with an Offer to Purchase are required to contain or incorporate by reference information concerning the business of the Parent Guarantor and its Subsidiaries which the Issuer in good faith believes will assist the Bondholders to make an informed decision with respect to the Offer to Purchase, including a brief description of the events requiring the Issuer to make the Offer to Purchase, and any other information required by applicable law to be included therein. The offer is required to contain all instructions and materials necessary to enable the Bondholders to tender Bonds pursuant to the Offer to Purchase.

“Parent Guarantor LTV Ratio” means as of any determination date, the ratio of (a) the aggregate of the Equity Values as of such determination date, without duplication, of all Subsidiaries of the Parent Guarantor that are not Holdco Subsidiaries to (b) the total amount of Borrowings (on a standalone basis) of the Parent Guarantor and the Holdco Subsidiaries, without duplication, as of such determination date.

“Permitted Business” means any business, service or activity conducted or proposed to be conducted (as described in the offering memorandum relating to the Bonds dated June 25, 2026 (the **“OM Date”**)) by the Parent Guarantor and its Subsidiaries and any other business, service or activity conducted by the Parent Guarantor and its Subsidiaries on the OM Date and other businesses reasonably related, complementary or ancillary thereto as approved by the board of directors of the Parent Guarantor from time to time.

“Permitted Holders” means any or all of the following:

- (1) Mr Anil Agarwal;
- (2) any Affiliate or a direct family member of the Person specified in clause (1) of this definition; and
- (3) any Person both the Capital Stock and the Voting Stock of which (or in the case of a trust, the beneficial interests in which) are more than 80 per cent. owned by Persons specified in clauses (1) and (2) of this definition.

“Permitted Liens” means:

- (1) Liens in favor of the Security Agent created pursuant to the Trust Deed and the Security Document with respect to the Bonds (including any Additional Bonds);
- (2) Liens to secure the performance of statutory obligations incurred in the ordinary course of business;

- (3) Liens for taxes, assessments or governmental charges or claims that are not yet delinquent or that are being contested in good faith by appropriate proceedings promptly instituted and diligently concluded; *provided* that any reserve or other appropriate provision as is required in conformity with GAAP has been made therefor;
- (4) Liens imposed by law, such as suppliers', carriers', warehousemen's, landlord's and mechanics' Liens, in each case, incurred in the ordinary course of business;
- (5) survey exceptions, easements or reservations of, or rights of others for, licenses, rights-of-way, sewers, electric lines, telegraph and telephone lines and other similar purposes, or zoning or other restrictions as to the use of real property that were not incurred in connection with Indebtedness and that do not in the aggregate materially adversely affect the value of said properties or materially impair their use in the operation of the business of such Person;
- (6) Liens securing Permitted Refinancing Borrowings which is Incurred to refinance secured Borrowings which is permitted to be Incurred under Condition (3)(c)(ii)(c)(w); *provided* that such Liens do not extend to or cover any property or assets other than the property or assets securing such secured Borrowings;
- (7) Liens on property of a Person existing at the time such Person is merged with or into or consolidated with the Parent Guarantor or any of its Subsidiaries; *provided* that such Liens were in existence prior to the contemplation of such merger or consolidation and do not extend to any assets other than those of the Person merged into or consolidated with such Person;
- (8) Liens on property (including Capital Stock) existing at the time of acquisition of the property by the Parent Guarantor or any of its Subsidiaries; *provided* that such Liens were in existence prior to such acquisition, and not incurred in contemplation of, such acquisition;
- (9) Liens on the Collateral securing Permitted Pari Passu Secured Indebtedness; and
- (10) Liens outstanding as of the Closing Date;

provided that, the only Liens permitted on the Collateral are (1), (2), (3), (4), (9) and (10).

"Person" means any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organisation.

"Potential Event of Default" means an event or circumstance which would with the giving of notice, lapse of time and/or issuing of a certificate become an Event of Default.

"Preferred Stock" as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation, winding up or dissolution of such Person, over any other class of Capital Stock of such Person.

"Primary Treasury Dealer" means a primary U.S. government securities dealer in New York City.

"Rating Agency" means, to the extent that such agency was solicited by the Issuer to provide a rating for the Bonds, any of (i) S&P, (ii) Moody's and (iii) Fitch.

"Rating Date" means the date which is ninety (90) days prior to the earlier of the date of consummation of Change of Control and a public announcement of a Change of Control.

"Rating Decline" means on, or within six months after, the earlier of the date of consummation of a Change of Control or public announcement of a Change of Control (which period shall be extended so long as the rating of the Bonds is under publicly announced consideration for possible ratings change by

any of the Rating Agencies), the notification by any of the Rating Agencies that such proposed actions will result in any of the events listed below:

- (1) if the Bonds are rated by three (3) Rating Agencies on the Rating Date as Investment Grade, the rating of the Bonds by at least two (2) such Rating Agencies shall be below Investment Grade;
- (2) if the Bonds are rated by only two (2) Rating Agencies on the Rating Date as Investment Grade, the rating of the Bonds by either such Rating Agency shall be below Investment Grade;
- (3) if the Bonds are rated by only one Rating Agency on the Rating Date as Investment Grade, the rating of the Bonds by such Rating Agency shall be below Investment Grade; or
- (4) if the Bonds are not rated as Investment Grade by any Rating Agency on the Rating Date, the rating of the Bonds by any Rating Agency shall be below the rating it provided on the Rating Date.

“Receivables Account” means the account held by VRIL with account number 46686516.

“Reference Treasury Dealer” means:

- (1) each of Axis Bank Limited, Singapore Branch, Barclays Bank PLC, Credit Suisse (Hong Kong) Limited, DBS Bank Ltd., First Abu Dhabi Bank PJSC, ICICI Bank Limited - IFSC Banking Unit, J.P. Morgan Securities plc and Standard Chartered Bank and their respective successors or any of their respective affiliates, so long as it is Primary Treasury Dealer; *provided* that, if any such Person ceases to be a Primary Treasury Dealer, the Parent Guarantor will substitute another Primary Treasury Dealer; and
- (2) any other Primary Treasury Dealer selected by the Parent Guarantor.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Bank, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Bank by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

“Requisite Consents” means the receipt of the consents in relation to the 2030 Bonds, 2031 Bonds, 2032 Bonds and the 2033 Bonds (such bonds, the **“Relevant Bonds”**) for (i) the adjustment of certain parameters in the “Additional limitations relating to Subsidiary Guarantors” covenant (Condition 3(f)) from each series of Relevant Bonds and (ii) the removal of the applicability of the “VRL Offshore Entities Secured Borrowings” covenant (Condition 3(i)) from each series of Relevant Bonds, as described in the tender offer and consent solicitation memorandum dated 9 June 2026.

“Resulting Companies” means Resulting Company 1, Resulting Company 2, Resulting Company 3 and Resulting Company 4.

“Resulting Company 1” means Vedanta Aluminium Metal Limited, a company registered under the laws of India with its registered address at C-103 Atul Projects, Corporate Avenue, New Link, Chakala MIDC, Mumbai 400093.

“Resulting Company 2” means Vedanta Power Limited a company registered under the laws of India with its registered address at Village Banawala, Mansa-Talwandi Sabo Road, Mansa, Punjab – 151302).

“Resulting Company 3” means Vedanta Oil and Gas Limited, a company registered under the laws of India with its registered address at SIPCOT Industrial Complex, Madurai Bypass Road, T.V. Puram P.O., Tuticorin, Tamil Nadu.

“Resulting Company 4” means Vedanta Iron and Steel Limited, a company registered under the laws of India with its registered address at C-103 Atul Projects, Corporate Avenue, New Link, Chakala MIDC, Mumbai 400093.

“S&P” means S&P Global Ratings, a division of the McGraw Hill Companies, Inc., its affiliates and any successor to or assignee of its ratings business.

“Sub-Licensee” means (in its capacity as sub-licensee under a particular Brand Fee Agreement):

- (1) Black Mountain Mining (Pty) Ltd (a company incorporated under the laws of South Africa, having its registered office at 1 Penge Road, Aggeneys, Northern Cape Province, South Africa);
- (2) Cairn Energy Hydrocarbons Limited (a company incorporated in Scotland with registration number SC172470);
- (3) HZL (or any Demerged Entity (HZL);
- (4) Vedanta Limited;
- (5) any Resulting Company; or,
- (6) any other Demerged Entity or Subsidiary thereof which has entered into a Brand Fee Agreement with the Parent Guarantor and/or the Intermediate SPV and VRIL.

“Tax” means any tax, levy, impost, duty or other charge or withholding of a similar nature (including any penalty or interest payable in connection with any failure to pay or any delay in paying any of the same).

“Transaction Date” means, with respect to the Incurrence of any Borrowing, the date such Borrowing is to be Incurred and, with respect to the issuance, sale, transfer or other disposition of, or purchase or other acquisition of Capital Stock, the date such Capital Stock is to be issued, sold, transferred or otherwise disposed of, or purchased or otherwise acquired.

“VEDL Group” means each Demerged Entity and each of their respective (direct and indirect) Subsidiaries (including Vedanta Limited and its (direct and indirect) Subsidiaries).

“Voting Stock” means, with respect to any Person, Capital Stock of any class or kind ordinarily having the power to vote for the election of directors, managers or other voting members of the governing body of such Person.

“VRIL” means Vedanta Resources Investments Limited.

“Wholly Owned” means, with respect to any Subsidiary, the ownership of all of the outstanding Capital Stock of such Subsidiary (other than any director’s qualifying shares or Investments by foreign nationals mandated by applicable law) by Welter or Twin Star (as applicable) or one or more Wholly Owned Subsidiaries of Welter or Twin Star (as applicable).

4 Security

The obligations of the Issuer with respect to the Bonds will, by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (as defined below) and (ii) (x) the receipt of the Requisite Consents (to the extent that the Bonds are secured over the Collateral, such date where the Bonds are so secured, the **“Security Creation Date”**) and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (as defined below), be secured by a first ranking Lien over (x) the receivables and

other rights under each of the Brand Fee Agreements and (y) the Receivables Account, in each case, held by VRIL (the “**Collateral**”). The security document, as amended and supplemented from time to time, to be executed in respect of the Collateral between VRIL, the Trustee and the Security Agent, is hereby referred to as the “**Security Document**”.

Permitted Pari Passu Secured Indebtedness

On or after the Closing Date, the Parent Guarantor will not permit VRIL to create Liens on the Collateral, other than:

(1) Liens incurred on and after the Security Creation Date (and which Liens are *pari passu* with the Lien for the benefit of the Bondholders) to secure Indebtedness of the Parent Guarantor and any of its Subsidiaries (including, but not limited to, any Existing Bonds, any Existing Loans and any Additional Bonds) (such secured Indebtedness, “**Permitted Pari Passu Secured Indebtedness**”); *provided* that:

a. the Parent Guarantor or any such Subsidiary was permitted to Incur such Indebtedness under these Conditions and any Permitted Refinancing Borrowings thereof;

b. the holders of such Indebtedness (or their representative), other than any Additional Bonds and any Indebtedness in respect of which the relevant holders or representative is already a party to the Security Sharing Agreement, become party to the Security Sharing Agreement;

c. the agreement in respect of such Indebtedness contains provisions with respect to releases of the Lien over the Collateral no more restrictive on the Issuer than the provisions of the Trust Deed and the Security Document; and

d. the Issuer delivers to the Trustee and the Security Agent an Opinion of Counsel and an Officer’s Certificate with respect to corporate and collateral matters in connection with the Security Document; and

(2) certain Permitted Liens.

The Trustee and the Security Agent will be permitted and authorized, without the consent of any Holder, to enter into any amendments to the Security Document, the Trust Deed and/or the Security Sharing Agreement and to take any other action necessary to permit the creation and registration of Liens on the Collateral to secure Permitted Pari Passu Secured Indebtedness in accordance with this paragraph and the terms of the Trust Deed.

Security Sharing Agreement and Priority

On or prior to the first Incurrence of any Permitted Pari Passu Secured Indebtedness (other than Additional Bonds), the Trustee and the Security Agent will, among others, enter into a security sharing agreement (the “**Security Sharing Agreement**”), each, without requiring any instruction or consent from the Holders, with the Issuer and the lender(s) under the Permitted Pari Passu Secured Indebtedness (or their representative).

The Security Sharing Agreement will provide for, among other things:

(1) that the parties thereto shall share equal priority and *pro rata* entitlement in and to the Collateral;

(2) the conditions that are applicable to the release of, or granting of, any Lien on the Collateral; and

(3) the conditions under which the parties thereto will enforce their rights with respect to the Collateral and the Indebtedness secured thereby.

Under the Security Sharing Agreement, the holders of any Permitted Pari Passu Secured Indebtedness (or their representative) and the Trustee on behalf of the Bondholders (such holders of any Permitted Pari Passu Secured Indebtedness (or their representative) together with the Trustee and the Security Agent collectively, the “**Pari Passu Secured Parties**”) will (subject to agreement of the terms and provisions of such appointment) appoint the Security Agent (or any successor Security Agent appointed under the Security Document if such a successor

has been so appointed) to act as the Security Agent with respect to the Collateral, to exercise remedies (subject to the terms of the Trust Deed and any document governing Permitted Pari Passu Secured Indebtedness) in respect thereof upon the occurrence of an Event of Default under the Trust Deed or an event of default under any document governing Permitted Pari Passu Secured Indebtedness, and to act as further provided in the Security Sharing Agreement.

By accepting the Bonds, each Holder shall be deemed to have consented to the execution of the Security Sharing Agreement, any supplements, amendments or modifications thereto, and any future Security Sharing Agreement permitted under the Trust Deed.

Enforcement of the Collateral

The first-ranking Liens over the Collateral will be granted to the Security Agent. The Security Agent will hold such Liens and security interests in the Collateral granted pursuant to the Security Document with sole authority as directed by the Trustee pursuant to written instruction of the majority of the Pari Passu Secured Parties to exercise remedies under the Security Document. The Security Agent has agreed to act as secured party on behalf of the Pari Passu Secured Parties under the Security Document, to follow the instructions provided to it under the Security Sharing Agreement and the Security Document and to carry out certain other duties.

The Security Agent may decline to foreclose on the Collateral, or exercise remedies available if it does not receive indemnification and/or security and/or pre-funding to its satisfaction. None of the Security Agent nor the Trustee, nor any of their respective officers, directors, employees, attorneys or agents will be responsible or liable for the existence, genuineness, value, adequacy or protection or perfection of the Collateral, for the legality, enforceability, effectiveness or sufficiency of the Security Document, for the creation, perfection, priority, sufficiency or protection or perfection of any of the Liens, or for any defect or deficiency as to any such matters, or for any failure to demand, collect, foreclose or realize upon or otherwise enforce any of the Liens or the Security Document, or any delay in doing so.

The Security Document will provide that the Issuer, Parent Guarantor and VRIL will jointly and severally indemnify the Security Agent and the Trustee for all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind imposed against the Security Agent arising out of the Security Document except to the extent that any of the foregoing are finally judicially determined to have directly resulted from the gross negligence or willful default of the Security Agent.

All payments received and all amounts held by the Security Agent in respect of the Collateral under the Security Document will, in accordance with the terms of the Security Sharing Agreement, be applied as follows:

first, to the Trustee, the Security Agent, the Agents to the extent necessary to reimburse the Trustee, the Security Agent, the Agents for any fees, costs and expenses (including any fees and expenses of legal counsel) incurred in connection with the collection or distribution of such amounts held or realized or in connection with expenses (including any fees and expenses of legal counsel) incurred in enforcing its remedies under the Security Document and preserving the Collateral and all amounts for which the Trustee, the Security Agent, the Agents and any such representative are entitled to indemnification under the Trust Deed, Agency Agreement, Security Document and the Security Sharing Agreement;

second, to the Trustee for the benefit of Holders and holders of any Permitted Pari Passu Secured Indebtedness (or their representative) on a *pro rata* and *pari passu* basis; and

third, any surplus remaining after such payments will be paid to the Issuer or whomever may be lawfully entitled thereto.

Release of Lien over the Collateral

The Liens created by the Security Document to secure the obligations of the Issuer under the Bonds will be released upon (1) the full and final payment and performance of the obligations of the Issuer under the Trust

Deed and the Bonds; (2) as provided in the Security Sharing Agreement and Security Document; (3) in connection with an enforcement sale pursuant to the Security Sharing Agreement or (4) any change in or amendment to any law, rule or regulation (or any interpretation thereto) or by any relevant government, judicial or administrative authority agency, court or similar body as a result of which (i) the Brand Fees are no longer permitted or able to be paid pursuant to any Brand Fee Agreement by a Sub-Licensee or (ii) the Lien over any Collateral is no longer permitted or able to be maintained to secure the obligations of the Issuer under the Bonds.

No release of the Collateral shall be effective against the Security Agent, the Trustee or the Holders until the Issuer shall have delivered to the Security Agent and the Trustee an Officer's Certificate and an Opinion of Counsel stating that all requirements relating to such release have been complied with and that such release has been authorized by, permitted by, and made in accordance with, the provisions of the Trust Deed, the Security Document and the Security Sharing Agreement.

5 **Interest and Amortization of Principal**

Interest

The Bonds will bear interest from the Closing Date at the rate of 7.000 per cent. per annum, payable semi-annually in arrear, on January 13 and July 13 of each year, commencing on January 13, 2027 (each such interest payment date, an “**Interest Payment Date**”). Interest on the Bonds shall accrue from (and including) the Closing Date or the most recent date to which interest has been paid (as applicable) and ending on (but excluding) the next Interest Payment Date for the Bonds. Each Bond will cease to bear interest from the due date for redemption unless, upon surrender in accordance with Condition 7, payment of the full amount of principal is improperly withheld or refused or unless default is otherwise made in respect of any such payment. In such event the Bonds shall continue to bear interest at the applicable rate (both before and after judgment) until, but excluding whichever is the earlier of:

- (a) the day on which all sums due in respect of the Bonds up to that day are received by or on behalf of the relevant holder; and
- (b) the day which is seven calendar days after the Trustee or the Paying Agent has notified Bondholders of receipt of all sums due in respect of all the Bonds up to that seventh calendar day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

If interest is required to be calculated for a period of less than one year, it will be calculated on the basis of a 360-day year consisting of twelve (12) months of thirty (30) days each and, in the case of an incomplete month, the number of days elapsed.

Amortization of Principal

Installments of principal on the Bonds are payable (each, a “**Mandatory Amortization Redemption**”) on each of the dates shown below (each, an “**Amortization Payment Date**”), on a *pro rata* pass through distribution of principal basis, to the Holders thereof on the immediately preceding Interest Record Date. The amount to be redeemed on the applicable Amortization Payment Date (such amount, the “**Amortization Amount**”) shall be equal to the product of (x) the applicable Amortization Ratio (outlined in the table below) on the applicable Amortization Payment Date *times* (y) the principal amount of Bonds outstanding immediately prior to the applicable Amortization Payment Date. The redemption price shall be the principal amount thereof, plus accrued and unpaid interest to, but not including, the applicable Amortization Payment Date.

Amortization Payment Date	Amortization Ratio
January 13, 2031.....	20.0%

Amortization Payment Date	Amortization Ratio
July 13, 2031.....	20.0%
January 13, 2032.....	30.0%
July 13, 2032.....	30.0%

No notice of Mandatory Amortization Redemption will be required to be delivered to the Holders. Neither the Trustee, the Security Agent nor the Agents shall be responsible for monitoring, verifying or calculating the Amortization Amount and will not be responsible to the Holders for any loss arising from any failure by it to do so.

6 Redemption and Purchase

(a) Final redemption

Unless previously redeemed, or purchased and cancelled as provided herein, the Bonds will be redeemed at their principal amount on July 13, 2032.

The Bonds may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.

(b) Redemption at the option of the Issuer

At any time and from time to time prior to July 13, 2028, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to 100 per cent. of the principal amount of the Bonds being redeemed, plus the Applicable Premium, plus accrued and unpaid interest, if any, to (but excluding) the redemption date. None of the Agents or the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Applicable Premium or any amounts payable under any notice of redemption and none of them shall be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

At any time and from time to time on or after July 13, 2028, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the following redemption prices (expressed as percentages of principal amount of the Bonds) plus accrued and unpaid interest, if any, to (but excluding) the redemption date, if redeemed during the twelve-month period beginning on July 13 of the years indicated below:

Year	Redemption Price
	<i>(Per cent.)</i>
2028	103.500%
2029	101.750%
2030	100.000%

At any time and from time to time, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written

notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the Bonds (calculated after giving effect to any issuance of Additional Bonds) at a redemption price (expressed as a percentage of the principal amount of the Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

Any optional redemption of Bonds and notice of redemption under this Condition 6(b) may, at the Issuer's discretion, be subject to the satisfaction (or waiver by the Issuer in its sole discretion) of one or more conditions precedent. If any such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice may state that, in the Issuer's sole discretion, the redemption date may be delayed until such time as any or all such conditions shall be satisfied, or such redemption may not occur and such notice may be rescinded if any or all such conditions shall not have been satisfied by the redemption date, or by the redemption date so delayed.

If fewer than all the Bonds are to be redeemed, the Bonds for redemption will be selected on a *pro rata* pass through distribution of principal basis or by such other method as required by law or requirement of any stock exchange on which the Bonds are listed or Euroclear Bank SA/NV and Clearstream Banking S.A. or any alternative clearing system; *provided* that Bonds with a principal amount of U.S.\$200,000 will not be redeemed in part.

(c) Redemption for taxation reasons

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Bondholders, the Paying Agent, the Trustee and the Security Agent, at their principal amount (together with interest accrued and unpaid to (but excluding) the date fixed for redemption), if:

- (i) the Issuer (or any Guarantor) has or will become obliged to pay additional amounts as provided or referred to in Condition 8 as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction (as defined in Condition 8), or any authority therein or thereof having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date hereof; and
- (ii) such obligation cannot be avoided by the Issuer (or as the case may be, the relevant Guarantor) taking reasonable measures available to it (*provided* that changing the jurisdiction of organisation of the Issuer (or as the case may be, the relevant Guarantor) is not a reasonable measure for purposes of this section),

provided that no such notice of redemption shall be given earlier than ninety (90) calendar days prior to the earliest date on which the Issuer (or, as the case may be, the relevant Guarantor) would be obliged to pay such additional amounts were a payment in respect of the Bonds or the Guarantees then due and, unless at the time such notice is given, the obligation to pay additional amounts remains in effect. Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer (or, as the case may be, the relevant Guarantor) shall deliver to the Trustee a certificate signed by two directors of the Issuer (or, as the case may be, the relevant Guarantor) stating that the obligation referred to in (i) above cannot be avoided by the Issuer (or, as the case may be, the relevant Guarantor) taking reasonable measures available to it and the Trustee shall be entitled to accept such certificate as sufficient evidence of the satisfaction of the condition precedent set out in (i) and (ii) above in which event it shall be conclusive and binding on the Bondholders.

Any redemption of Bonds and notice of redemption under this Condition 6(c) may, at the Issuer's discretion, be subject to the satisfaction (or waiver by the Issuer in its sole discretion) of one or more conditions precedent. If any such redemption or notice is subject to satisfaction of one or more conditions

precedent, such notice may state that, in the Issuer's sole discretion, the redemption date may be delayed until such time as any or all such conditions shall be satisfied, or such redemption may not occur and such notice may be rescinded if any or all such conditions shall not have been satisfied by the redemption date, or by the redemption date so delayed.

(d) **Repurchase of Bonds Upon a Change of Control Triggering Event**

Not later than thirty (30) days following the occurrence of a Change of Control Triggering Event, the Issuer will make an Offer to Purchase all outstanding Bonds (a "**Change of Control Offer**") at a purchase price equal to 101.0 per cent. of the principal amount thereof, plus accrued and unpaid interest, if any, to (but excluding) the applicable Offer to Purchase Payment Date.

Notwithstanding the above, the Issuer will not be required to make a Change of Control Offer following a Change of Control if a third party makes the Change of Control Offer in the same manner and at the same time and purchases all Bonds validly tendered and not withdrawn under such Change of Control Offer.

Except as described above with respect to a Change of Control, the Trust Deed does not contain provisions that permit the Bondholders to require that the Issuer purchase or redeem the Bonds in the event of a takeover, recapitalisation or similar transaction.

Neither the Trustee, the Security Agent nor the Agents shall be required to take any steps to ascertain whether a Change of Control Triggering Event or any event which could lead to a Change of Control Triggering Event has occurred or may occur and shall be entitled to assume that no such event has occurred until it has received written notice to the contrary from the Issuer. The Trustee, the Security Agent and Agents shall not be required to take any steps to ascertain whether the condition for the exercise of the rights herein has occurred. The Trustee, the Security Agent and Agents shall not be responsible for determining or verifying whether a Bond is to be accepted for redemption and will not be responsible to the Bondholders for any loss arising from any failure by it to do so. The Trustee, the Security Agent and Agents shall not be under any duty to determine, calculate or verify the redemption amount payable hereunder and will not be responsible to the Bondholders for any loss arising from any failure by it to do so.

(e) **Purchase**

Subject to the requirements (if any) of any stock exchange on which the Bonds may be listed at the relevant time, the Parent Guarantor and any of its Subsidiaries may at any time purchase Bonds in the open market or otherwise (including through tender or exchange offers). The Bonds so purchased, while held by or on behalf of the Issuer, the Parent Guarantor or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Bondholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Bondholders or for the purposes of Condition 13(a).

(f) **Cancellation**

All Bonds so redeemed will be cancelled and may not be re-issued or resold. All Bonds purchased pursuant to this Condition may be cancelled at the discretion of the relevant purchaser. Bonds may be surrendered for cancellation by surrendering each such Bond to the Paying Agent and if so surrendered shall be cancelled as soon as reasonably practicable (and may not be reissued or resold) and the obligations of the Issuer in respect of any such Bonds shall be discharged.

7 **Payments**

(a) **Principal and Interest**

Payment of principal and interest due other than on an Interest Payment Date will be made in United States dollars by transfer to the registered account of the Bondholder. Payment of principal will only be made after surrender of the relevant Certificate at the specified office of any of the Paying Agents.

Interest on Bonds due on an Interest Payment Date will be paid in United States dollars by wire transfer on the due date for the payment of interest to the holder shown on the Register at the close of business on the fifteenth day before the due date for the payment of interest (the “**Interest Record Date**”). Payments of interest on each Bond will be made by transfer to the registered account of the Bondholder.

(b) **Registered accounts**

For the purposes of this Condition, a Bondholder’s registered account means the United States dollar account maintained by or on behalf of it with a bank in New York City, details of which appear on the Register at the close of business on the second business day (as defined below) before the due date for payment, and a Bondholder’s registered address means its address appearing on the Register at that time.

(c) **Payments subject to fiscal laws**

All payments are subject in all cases to:

- (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 8; and
- (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Bondholders in respect of such payments.

(d) **Payment initiation**

Where payment is to be made by transfer to a registered account, payment instructions (for value on the due date or, if that is not a business day (as defined below), for value on the first following day which is a business day) will be initiated on the due date for payment (or, if it is not a business day, the first following day which is a business day) or, in the case of a payment of principal, if later, on the business day on which the relevant Certificate is surrendered at the specified office of a Paying Agent.

Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a business day or if the Bondholder is late in surrendering its Certificate (if required to do so).

(e) **Business Day**

If any date for payment in respect of any Bond is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this Condition 7, “business day” means:

- (i) in the case of payment by transfer to a registered account, a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open for business in New York City, Hong Kong and the place of the specified office of the Paying Agent; and
- (ii) in the case of the surrender of a Certificate, a day in which commercial banks are open for business in the place of the specified office of the Paying Agent to whom the Certificate is

surrendered. If an amount which is due on the Bonds is not paid in full, the Registrar will annotate the Register with a record of the amount (if any) in fact paid.

(f) **Paying Agents**

The initial Paying Agent, Transfer Agent and Registrar and their initial specified offices are listed below. The Issuer reserves the right at any time with the approval of the Trustee to vary or terminate the appointment of any Paying Agent, Transfer Agent or Registrar and appoint additional or other paying agents, transfer agents or registrars; *provided* that it will maintain:

- (i) a Paying Agent;
- (ii) a paying agent in Singapore so long as the Bonds are listed on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and the rules of the SGX-ST so require; and
- (iii) a Registrar.

Notice of any change in the Paying Agent, Transfer Agent or Registrar or their specified offices will promptly be given to the Bondholders and the SGX-ST (so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require).

8 **Taxation**

All payments of principal and interest by or on behalf of the Issuer or the Guarantors in respect of the Bonds or the Guarantees, as applicable, shall be made free and clear of, and without set off or counterclaim and withholding or deduction for or on account of, any taxes, duties, assessments or governmental charges (including, without limitation, penalties and interest and other amounts related thereto) of whatever nature imposed, levied, collected, withheld or assessed by or within the United Kingdom, Mauritius or Cyprus or any other jurisdiction in which the Issuer or any Guarantor is then incorporated, organised, engaged in business for tax purposes or resident for tax purposes or through which any payment on the Bonds or the Guarantees is made on behalf of the Issuer or a Guarantor (each, a “**Tax Jurisdiction**”) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. If such withholding or deduction is required by law, the Issuer, or as the case may be, the Guarantors shall pay such additional amounts as will result in receipt by the Bondholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Bond:

- (a) to a holder (or to a third party on behalf of a holder) who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of such holder (or its beneficial owner or equity holder) having some connection with a Tax Jurisdiction other than the mere holding of such Bond or exercising any rights or obligations relating thereto;
- (b) in the case of payment of principal or interest (other than interest due on an Interest Payment Date) if the Certificate in respect of such Bond is presented for payment more than thirty (30) days after the Relevant Date except to the extent that the holder of it would have been entitled to such additional amounts on presenting such Certificate for payment on the last day of such period of thirty (30) days;
- (c) with respect to taxes, duties, assessments or governmental charges in respect of such Bond imposed as a result of the failure of the holder or beneficial owner of such Bond to comply with a written request of the Issuer or the relevant Guarantor at least sixty (60) days before any such withholding or deduction would be payable to provide timely or accurate information concerning the nationality, residence or identity of the holder or beneficial owner or to make any valid or timely declaration or similar claim or satisfy any certification, information or other reporting requirement (to the extent such holder or beneficial owner is legally eligible to do so), which is required or imposed by a statute, treaty, regulation

or administrative practice of a Tax Jurisdiction or any authority therein or thereof having the power to tax as a condition to exemption from all or part of such taxes;

- (d) for any estate, inheritance, gift, sale, transfer, personal property or similar tax or assessment;
- (e) for any Taxes imposed or required to be withheld under Sections 1471 to 1474 (or any successor provisions or amendments thereof) of the Code, any regulations or other official guidance thereunder, any intergovernmental agreement entered into in connection therewith or any law or regulation (or any official interpretation thereof) implementing an intergovernmental approach thereto, or any agreements entered into pursuant to Section 1471(b) of the Code; or
- (f) for any taxes, duties, assessments or governmental charges payable otherwise than by deduction or withholding on payments under such Bond or the Guarantees.

Such additional amounts shall also not be payable where, had the beneficial owner of the Bond been the holder of the Bond, it would not have been entitled to payment of additional amounts by reason of clauses (a) through (f) inclusive above.

“Relevant Date” means whichever is the later of:

- (ix) the date on which such payment first becomes due; and
- (x) if the full amount payable has not been received by the Paying Agent or the Trustee on or prior to such due date, the date on which, the full amount having been so received, notice to that effect shall have been given to the Bondholders and payment made.

Any reference in these Conditions to principal and/or interest in respect of the Bonds shall be deemed to include any additional amounts which may be payable under this Condition or any undertaking given in addition to or substitution for it under the Trust Deed.

9 Events of Default

The Trustee at its discretion may, and if so requested by holders of not less than 25 per cent. in principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution shall (subject in each case to it being indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction), give notice in writing to the Issuer and the Parent Guarantor that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest, if applicable, if any of the following events (each, an **“Event of Default”**) shall have occurred:

(a) **Non-Payment:**

- (i) the Issuer and the Guarantors fail to pay all or any part of the principal of any of the Bonds when the same shall become due and payable, whether at maturity, upon redemption or otherwise and such failure continues for a period of seven calendar days; or
- (ii) the Issuer and the Guarantors fail to pay any instalment of interest upon any of the Bonds as and when the same shall become due and payable, and such failure continues for a period of fourteen (14) calendar days; or

(b) **Breach of Other Obligations:**

- (i) the Issuer fails to make or consummate an Offer to Purchase with respect to any of the Bonds in the manner set out in Condition 6(d); or
- (ii) the Issuer or any Guarantor defaults in the performance or observance of or compliance with any of its other obligations set out in the Bonds or the Trust Deed or under the Guarantees (other than

under Condition 4), which default is incapable of remedy or, if in the opinion of the Trustee such default is capable of remedy, is not remedied within forty-five (45) calendar days after the date on which written notice specifying such failure, stating that such notice is a “Notice of Default” under the Bonds and demanding that the Issuer or, as the case may be, the relevant Guarantor remedy the same, shall have been given to the Issuer and the Parent Guarantor by the Trustee; or

(c) **Cross-Default:**

- (i) any other present or future indebtedness of the Issuer, any Guarantor or any of the Material Subsidiaries for or in respect of moneys borrowed or raised becomes due and payable prior to its stated maturity (otherwise than at the option of the Issuer, any Guarantor or any Material Subsidiary, as the case may be) by reason of any actual or potential default, event of default or the like (howsoever described); or
- (ii) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period originally provided for; or
- (iii) the Issuer, any Guarantor or any of the Material Subsidiaries fails to pay when due (or within any applicable grace period originally provided for) any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised;

provided that the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which any one or more of the events mentioned above in this Condition 9(c) has or have occurred equals or exceeds U.S.\$100,000,000 (or the Dollar Equivalent thereof); or

(d) **Enforcement Proceedings:** A distress, attachment, execution or other legal process (other than distraint or attachment imposed by any government, authority or agent prior to enforcement foreclosure) is levied, enforced or sued out, as the case may be, on or against all or a substantial part of the property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries and is not:

- (i) either discharged or stayed within sixty (60) calendar days or in circumstances where the levy, enforcement or suing out, as the case may be, of such legal process is not, or does not become, materially prejudicial to the interests of the Bondholders, within 120 calendar days; or
- (ii) being contested in good faith on the basis of appropriate legal advice provided by reputable independent counsel in the relevant jurisdiction or jurisdictions and by appropriate proceedings; or

(e) **Security Enforced:** An encumbrancer takes possession or a receiver, administrator, administrative receiver, liquidator, examiner, manager, receiver and manager or other similar person (any of the foregoing, an “**Administrator or Receiver**”) is appointed over, or an attachment order is issued in respect of, the whole or a substantial part of the undertaking, property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries and in any such case such possession or appointment is not stayed or terminated or the debt on account of which such possession was taken or appointment made is not discharged or satisfied within sixty (60) calendar days of such appointment or the issue of such order; or

(f) **Insolvency:** The Issuer, any Guarantor or any of the Material Subsidiaries:

- (iii) is insolvent or bankrupt or is deemed to be insolvent as a result of a court being satisfied that the value of the Issuer, any Guarantor or any of the Material Subsidiaries’ assets is less than the amount of its liabilities, taking into account contingent and prospective liabilities, or unable to pay its debts or stops, suspends or threatens to stop or suspend payment of all or a substantial part of (or of a particular type of) its debts as they mature; or

- (iv) applies for or consents to or suffers the appointment of an Administrator or Receiver in respect of the Issuer, any Guarantor or any of the Material Subsidiaries or over the whole or a substantial part of the undertaking, property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries; or
- (v) proposes or makes or enters into a general assignment or an arrangement or composition with or for the benefit of its creditors in respect of any of such debts or a moratorium is agreed or declared or comes into effect in respect of or affecting all or a substantial part of (or of a particular type of) the debts of the Issuer, any Guarantor or any of the Material Subsidiaries, except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by an Extraordinary Resolution; or
- (g) **Winding-up, Disposals:** An Administrator or Receiver is appointed, an order is made or an effective resolution is passed for the winding-up, dissolution, striking off the register, examinership or administration of the Issuer, any Guarantor or any of the Material Subsidiaries, or the Issuer, any Guarantor or any of the Material Subsidiaries ceases or threatens to cease to carry on all or a substantial part of its business or operations, or the Issuer, any Guarantor or any of the Material Subsidiaries sells or disposes of all or a substantial part of its assets or business whether as a single transaction or a number of transactions, related or not; except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger, consolidation or other similar arrangement:
 - (i) on terms previously approved by an Extraordinary Resolution; or
 - (ii) in the case of a Material Subsidiary, not including arising out of the insolvency of such Material Subsidiary and under which all or substantially all of its assets are transferred to another member or members of the Group or to a transferee or transferees which immediately upon such transfer become(s) a Subsidiary or Subsidiaries of the Parent Guarantor; or
- (h) **Expropriation:** Any governmental authority or agency condemns, seizes, compulsorily purchases or expropriates (excluding any distraint or attachment prior to enforcement or foreclosure) all or a substantial part of the assets or shares of the Issuer, any Guarantor or any of the Material Subsidiaries; or
- (i) **Issuer or Subsidiary Guarantor ceases to be Subsidiary:** The Issuer ceases to be a Subsidiary wholly-owned and controlled, directly or indirectly, by the Parent Guarantor or any Subsidiary Guarantor ceases to be a Subsidiary; or
- (j) **Analogous Events:** Any event occurs which under the laws of the Issuer's, the relevant Guarantor's or the relevant Material Subsidiary's (as the case may be) place of incorporation or principal place of business has an analogous effect to any of the events referred to in paragraphs (d) to (i) above; or
- (k) **Guarantees:** The Guarantee of any Guarantor is not (or is claimed by any Guarantor not to be) in full force and effect.

In addition, in the case of paragraph (a), the holders of not less than 25 per cent. in principal amount of the Bonds then outstanding may give notice in writing to the Issuer and the Parent Guarantor (with a copy to the Trustee) that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest, if applicable.

Upon any such notice being given by the Trustee or such holders to the Issuer and the Parent Guarantor, the Bonds will immediately become due and payable at their principal amount, together with accrued interest as provided in the Trust Deed, *provided* that no such notice may be given unless an Event of Default shall have occurred.

“Material Subsidiary” means, at any particular time, a Subsidiary of the Parent Guarantor:

- (a) whose:
 - (i) total assets; or
 - (ii) gross revenues,

(in each case on an unconsolidated basis) attributable to the Parent Guarantor are equal to or greater than 10 per cent. of the consolidated total assets or consolidated gross revenues of the Parent Guarantor, as applicable (in each case as calculated based on the latest annual unconsolidated financial statements of the Subsidiary and the latest audited annual consolidated financial statements of the Parent Guarantor); or
- (b) to which is transferred all or substantially all of the business, assets and undertaking of a Subsidiary of the Parent Guarantor which immediately prior to such transfer is a Material Subsidiary, whereupon the transferor Subsidiary of the Parent Guarantor shall immediately cease to be a Material Subsidiary and the transferee Subsidiary shall immediately become a Material Subsidiary (subject to the provisions of paragraph (a) above).

A report by two directors of the Parent Guarantor that in their opinion a Subsidiary of the Parent Guarantor is or is not, or was or was not, at any particular time or throughout any specified period a Material Subsidiary shall, in the absence of manifest error, be conclusive and binding on the Trustee and the Bondholders.

10 Consolidation, Amalgamation or Merger

The Parent Guarantor will not consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to, any corporation or convey or transfer its properties and assets substantially as an entirety to any person (the consummation of any such event, a “Merger”), unless:

- (a) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets shall expressly assume, by a supplemental trust deed in form and substance satisfactory to the Trustee, all obligations of the Parent Guarantor under the Trust Deed and the Bonds and the performance of every covenant and agreement applicable to it contained therein;
- (b) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets, if not organised under the law of the United Kingdom, shall expressly agree, by a supplemental trust deed in form and substance satisfactory to the Trustee, that its jurisdiction of organisation (or any authority therein or thereof having power to tax) will be added as a Tax Jurisdiction to Condition 8 and clause (c) of Condition 6, subject to clause (d) of the first paragraph of this Condition 10;
- (c) immediately after giving effect to any such Merger, no Event of Default or Potential Event of Default shall have occurred or be continuing or would result therefrom as confirmed to the Trustee by:
 - (i) a certificate signed by two directors of the Parent Guarantor; and
 - (ii) a certificate signed by two directors of the Person that would result from such Merger or that would acquire such properties and assets; and
- (d) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets shall expressly agree, among other things, not to redeem the Bonds pursuant to Condition 6(c) as a result of it becoming obliged to pay any additional amounts (as provided or referred to in Condition 8) arising solely as a result of such Merger.

Each Subsidiary Guarantor will not, and the Parent Guarantor will not permit any Subsidiary Guarantor to, consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to,

any corporation or convey or transfer its properties and assets substantially as an entirety to any Person other than the Parent Guarantor or another Subsidiary Guarantor (the consummation of any such event, a “**Subsidiary Merger**”), unless:

- (a) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets shall expressly assume, by a supplemental trust deed in form and substance satisfactory to the Trustee, all obligations of such Subsidiary Guarantor under the Trust Deed and the Bonds and the performance of every covenant and agreement applicable to it contained therein;
- (b) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets, if not organised under the law of the jurisdiction of organisation of such Subsidiary Guarantor, shall expressly agree, by a supplemental trust deed in form and substance satisfactory to the Trustee, that its jurisdiction of organisation (or any authority therein or thereof having power to tax) will be added as a Tax Jurisdiction to Condition 8 and clause (c) of Condition 6, subject to clause (d) of the second paragraph of this Condition 10;
- (c) immediately after giving effect to any such Subsidiary Merger, no Event of Default or Potential Event of Default shall have occurred or be continuing or would result therefrom as confirmed to the Trustee by:
 - (i) a certificate signed by two directors of the Parent Guarantor; and
 - (ii) a certificate signed by two directors of the Person that would result from such Subsidiary Merger or that would acquire such properties and assets;
- (d) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets shall expressly agree, among other things, not to redeem the Bonds pursuant to Condition 6(c) as a result of it becoming obliged to pay any additional amounts (as provided or referred to in Condition 8) arising solely as a result of such Subsidiary Merger; and
- (e) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets would, on the date of such transaction after giving pro forma effect thereto, be permitted to Incur at least U.S.\$1.00 of additional Borrowings pursuant to the Subsidiary Guarantor Attributable Leverage Ratio test set forth in the first paragraph of Condition 3(f).

The Issuer will not, and the Parent Guarantor will not permit the Issuer to, consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to, any corporation or convey or transfer its properties and assets substantially as an entirety to any person (other than the Parent Guarantor).

11 Prescription

Claims in respect of principal and interest will become void unless made within a period of 10 years in the case of principal and five years in the case of interest from the appropriate Relevant Date.

12 Replacement of Certificates

If any Certificate representing a Bond is lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the Registrar subject to all applicable laws and stock exchange or other relevant authority requirements, upon payment by the claimant of the costs and expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer and the Parent

Guarantor may require (*provided* that the requirement is reasonable in the light of prevailing market practice). Mutilated or defaced Certificates must be surrendered before replacements will be issued.

13 Meetings of Bondholders, Modification and Waiver

(a) Meetings of Bondholders

The Trust Deed contains provisions for convening meetings of Bondholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of any of these Conditions or any provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement and the Security Document. Such a meeting may be convened by the Issuer, the Parent Guarantor or the Trustee at any time and shall be convened by the Trustee if it receives a written request by Bondholders holding not less than 15 per cent. in principal amount of the Bonds for the time being outstanding. The quorum for any such meeting convened to consider an Extraordinary Resolution will be two (2) or more persons holding or representing a clear majority in principal amount of the Bonds for the time being outstanding, or at any adjourned meeting two (2) or more persons being or representing Bondholders whatever the principal amount of the Bonds held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*:

- (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds;
- (ii) to reduce or cancel the principal amount of, or interest on, the Bonds;
- (iii) to change the currency of payment of the Bonds;
- (iv) to cancel or modify any Guarantee in relation to the Bonds (other than any modification described in Condition 13(b));
- (v) to modify or discharge any Lien on the Collateral securing the Bonds (other than in accordance with Condition 4);
- (vi) to impair or affect the contractual right of any Bondholder of Bonds to bring suit for the enforcement of any contractual right to payment, on or after the due date expressed in the Bonds; and
- (vii) to modify the provisions concerning the quorum required at any meeting of Bondholders or the majority required to pass an Extraordinary Resolution,

in which case the necessary quorum will be two (2) or more persons holding or representing not less than two-thirds, or at any adjourned meeting not less than one-third, in principal amount of the Bonds for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Bondholders of Bonds (whether or not they were present at the meeting at which such resolution was passed and whether or not they voted in favour).

The expression “**Extraordinary Resolution**” means a resolution passed at a meeting of Bondholders duly convened and held in accordance with these provisions by a majority consisting of not less than two-thirds of the votes cast.

(b) Modification and Waiver

The Trustee may agree, without the consent of the Bondholders, to:

- (i) any modification to these Conditions or to the provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document which is in its opinion of a formal, minor or technical nature or is made to correct a manifest error, and

- (ii) any other modification (except as provided for in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of these Conditions, the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document which is in the opinion of the Trustee not materially prejudicial to the interests of the Bondholders, and
- (iii) add any guarantor or any guarantee of the Bonds or any collateral to secure the Bonds, in each case, at the cost of the Issuer.

Any such modification, authorisation or waiver shall be binding on the Bondholders and such modification shall be notified to the Bondholders as soon as practicable.

(c) Written resolutions of 75 per cent. holders

The Trust Deed provides that (i) a written resolution signed, and (ii) consent given by way of electronic consents through the relevant clearing system(s) in accordance with their operating rules and procedures, by or on behalf of the holders of not less than 75 per cent. of the aggregate principal amount outstanding of Bonds who for the time being are entitled to receive notice of a meeting in accordance with the provisions of the Trust Deed shall, in each case, be as valid and effective as a duly passed Extraordinary Resolution at a meeting of bondholders duly convened and held. Such written resolution and/or consent given by way of electronic consents will be binding on all Bondholders whether or not they participated in such written resolution and/or electronic consent, as the case may be.

(d) Entitlement of the Trustee

In connection with the exercise of its powers, trusts, authorisations or discretions (including but not limited to those referred to in this Condition), the Trustee shall have regard to the interests of the Bondholders as a class and shall not have regard to the consequences of such exercise for individual Bondholders (including as a result of their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory) and the Trustee shall not be entitled to require, nor shall any Bondholder be entitled to claim, from the Issuer or the Guarantors, or in the case of a claim by any Bondholder, the Trustee, any indemnification or payment in respect of any tax consequence of any such exercise upon individual Bondholders.

14 Enforcement

At any time after the Bonds become due and payable, the Trustee and the Security Agent may, at its discretion and without further notice, take such steps and/or actions and/or institute such proceedings against the Issuer and/or the Guarantors as it may think fit to enforce the terms of the Trust Deed, the Security Document, the Security Sharing Agreement, the Bonds and/or the Guarantees of Bonds, and direct the Security Agent to take steps to enforce on the Collateral, but it need not take any such proceedings unless:

- (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Bondholders holding at least one-quarter in principal amount of the Bonds outstanding; and
- (b) it shall have been first indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction.

No Bondholder may proceed directly against the Issuer and/or the Guarantors unless the Trustee or the Security Agent (as the case may be), having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing. However, such limitation does not apply to the contractual right of any Bondholder to bring suit for the enforcement of any contractual right to payment, on or after the due date expressed in the Bonds.

The Security Agent may at its discretion take possession of and/or realize all or any part of the Collateral and/or take action or proceedings against any person liable in respect of all or any part of the Collateral and/or any rights in relation to the Security Document and take any steps and/or actions and/or proceedings provided for in or pursuant, and/or subject to, the Security Document and applicable laws, but without any liability to any person as to the consequences of such steps and/or actions and/or proceedings and without having regard to the effect of such steps and/or actions and/or proceedings on the Issuer or individual Bondholders, and *provided* that the Security Agent shall not be required to take any steps and/or actions and/or proceedings without first being indemnified and/or secured and/or prefunded to its satisfaction.

Following any realization of the Lien over the Collateral, the Security Agent and the Trustee will procure that the proceeds are applied pursuant to the Trust Deed.

15 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and the Security Agent and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment unless first indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction. Each of the Trustee and the Security Agent is entitled to enter into business transactions with the Issuer, any Guarantor and any entity related to the Issuer or any Guarantor without accounting for any profit.

Each of the Trustee and the Security Agent may rely without liability to Bondholders, the Issuer, the Guarantor or any other person on any certificate, report or advice prepared by any legal counsel, the auditors, professional advisers or any other expert or person pursuant to these Conditions and/or the Trust Deed, whether or not addressed to the Trustee or the Security Agent and whether or not the auditors liability in respect thereof is limited by a monetary cap or otherwise; any such certificate, report or advice shall be conclusive and binding on the Issuer, the Guarantors, the Trustee, the Security Agent and the Bondholders.

None of the Trustee, the Security Agent or any of the Agents shall be responsible for the performance by the Issuer, the Guarantor or any other person appointed by the Issuer or the Guarantor in relation to the Bonds of the duties and obligations on their part expressed in respect of the same and, unless it has express written notice from the Issuer or the Guarantor to the contrary, the Trustee, the Security Agent and each Agent shall be entitled to assume that the same are being duly performed. None of the Trustee, the Security Agent or any Agent shall be liable to any Bondholder, the Issuer, the Guarantor or any other person for any action taken by the Trustee, the Security Agent or such Agent in accordance with the instructions of the Bondholders. The Trustee and the Security Agent shall be entitled to rely conclusively on any direction, request or resolution of Bondholders given by holders of the requisite principal amount of Bonds outstanding or passed at a meeting of Bondholders convened and held in accordance with the Trust Deed or passed as otherwise provided in the Trust Deed.

Whenever the Trustee or the Security Agent is required or entitled by the terms of the Trust Deed, the Agency Agreement, the Security Sharing Agreement, the Security Document or these Conditions to exercise any discretion or power, take or refrain from any action, make any decision or give any direction, the Trustee and the Security Agent is entitled, prior to its exercising any such discretion or power, taking or refraining from any such action, making any such decision, or giving any such direction, to seek directions or clarification of directions from the Bondholders by way of an Extraordinary Resolution, and the Trustee and the Security Agent shall not be responsible for any loss or liability incurred by any person as a result of any delay in it exercising such discretion or power, taking or refraining from such action, making such decision, or giving such direction where the Trustee and the Security Agent is seeking such directions or clarification of directions from Bondholders or in the event that no such directions or clarification of directions are received.

None of the Trustee, the Security Agent or the Agents shall be under any obligation to monitor compliance with the provisions of the Trust Deed, the Agency Agreement, or these Conditions. The Trustee, the Security Agent and the Agents shall have no obligation to calculate or monitor anything in relation to the covenants in Condition

3. None of the Trustee, the Security Agent or the Agents shall be under any obligation to ascertain whether an Event of Default, Potential Event of Default, Change of Control or breach of covenant or any event which could lead to the occurrence of any such events has occurred, and shall not be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

Each Bondholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer and its Subsidiaries, and the Trustee and Security Agent shall not at any time have any responsibility for the same and each Bondholder shall not rely on the Trustee and Security Agent in respect thereof.

16 Further Issues

The Issuer may from time to time without the consent of the Bondholders create and issue further securities (“**Additional Bonds**”) having the same terms and conditions as the Bonds in all respects (or in all respects except for the issue date, the issue price, the first payment of interest on them, the first payment date of an Amortization Amount on them, the first date on which interest will accrue and Amortization Amounts which will be owing, and, to the extent necessary, certain temporary securities law transfer restrictions), and so that such further issue shall be consolidated and form a single series with the outstanding securities (including the Bonds) or upon such terms as the Issuer may determine at the time of their issue, *provided that*, if the securities of such further issue are not fungible with the Bonds for U.S. federal income tax purposes, such securities will have a separate ISIN from those of the Bonds. References in these Conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Bonds. Any further securities forming a single series with the outstanding securities (including the Bonds) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed.

17 Notices

Notices to Bondholders will be valid if published in a leading newspaper having general circulation in Singapore (which is expected to be *The Business Times*). Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the first date on which publication is made.

So long as the Bonds are represented by the Global Certificates and the Global Certificates are held on behalf of Euroclear Bank SA/NV and Clearstream Banking S.A. or the alternative clearing system (as defined in the Global Certificates), notices to Bondholders shall be given by delivery of the relevant notice to Euroclear Bank SA/NV or Clearstream Banking S.A., as the case may be, or the alternative clearing system, for communication by it to entitled accountholders in substitution for notification as required by the Conditions.

18 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999.

19 Governing Law and Jurisdiction

(a) Governing Law

The Trust Deed, the Agency Agreement, the Security Sharing Agreement, the Security Document and the Bonds and all non-contractual matters arising therefrom or in connection therewith are (or, once executed (if at all), shall be) governed by and construed in accordance with English law.

(b) **Jurisdiction**

The courts of England have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising from or connected with the Trust Deed or the Bonds and all non-contractual matters arising therefrom or in connection therewith (including a dispute regarding the existence, validity or termination of the Trust Deed or the Bonds or the consequences of their nullity). The submission to the jurisdiction of the courts of England is for the benefit of the Trustee, the Security Agent and the Bondholders only and shall not (and shall not be construed so as to) limit the right of the Trustee, the Security Agent or any Bondholder to take proceedings relating to a Dispute (“**Proceedings**”) in any other courts with jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not) if any to the extent permitted by law.

(c) **Process Agent**

Upon becoming a Subsidiary Guarantor, each Subsidiary Guarantor will irrevocably appoint the Parent Guarantor, located at 30 Berkeley Square, London W1J 6EX, as its agent in England and Wales to receive service of process in any Proceedings in England. If the Parent Guarantor ceases to be able to accept service of process in England and Wales, each Subsidiary Guarantor shall immediately appoint a new agent to accept such service of process in England and notify the Trustee of the same. Nothing herein shall affect the right to serve process in any other manner permitted by law.

TERMS AND CONDITIONS OF THE 2034 BONDS

*The following, other than the paragraphs in italics, is the text of the terms and conditions of the 2034 Bonds which will be endorsed on the individual certificates (“**Individual Certificates**”) issued in respect of the 2034 Bonds.*

The issue of the U.S.\$700,000,000 7.375 per cent. guaranteed senior bonds due 2034 (the “**2034 Bonds**”, and for the purposes of these terms and conditions, the “**Bonds**”), which expression shall, unless the context requires, include any bonds issued pursuant to Condition 16 and forming a single series with the Bonds issued on July 13, 2026 (the “**Closing Date**”) was authorised by resolutions of the board of directors of Vedanta Resources Finance II PLC (the “**Issuer**”). The Bonds are guaranteed jointly and severally by Vedanta Resources Limited (the “**Parent Guarantor**”) and will be guaranteed jointly and severally by the Subsidiary Guarantors (as defined in Condition 1(c)) (collectively, the “**Guarantors**”) in accordance with the Conditions (as defined below). The Bonds are constituted by a Trust Deed (as amended and supplemented from time to time, the “**Trust Deed**”) to be dated on or about the Closing Date among the Issuer, the Parent Guarantor and GLAS Agency (Hong Kong) Limited as trustee for the Bondholders (as defined in Condition 1(b)) (the “**Trustee**”, which expression shall include all persons for the time being acting as trustee or trustees under the Trust Deed) and GLAS Agency (Hong Kong) Limited (the “**Security Agent**”). These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed (which includes the form of the Bonds), the Security Document (as defined below) and the Security Sharing Agreement (as defined below). The Issuer and the Parent Guarantor will enter into an agency agreement to be dated on or about the Closing Date (the “**Agency Agreement**”) among the Issuer, the Guarantors, the Trustee, GLAS Trust Company LLC as paying agent (the “**Paying Agent**”) and transfer agent (the “**Transfer Agent**”), GLAS Trust Company LLC as registrar (the “**Registrar**”), and any other paying agents, transfer agents and registrars appointed under it. The Paying Agent, the Transfer Agent, the Registrar and any other paying agents, transfer agents and registrars, each of which expressions shall include the successors and assigns from time to time of the relevant persons, in such capacities, under the Agency Agreement, are collectively referred to herein as the “**Agents**”. Copies of the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement are available for inspection at all reasonable times during usual business hours (being between 9:00 a.m. (local time) and 3:00 p.m. (local time) at the specified office of the Paying Agent and (ii) electronically to a requesting Bondholder. The Bondholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed, the Security Document and the Security Sharing Agreement, and are deemed to have notice of the provisions of the Agency Agreement applicable to them. Except where the context otherwise requires, all references herein to the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement shall be deemed to refer to such documents as amended, restated, novated and/or supplemented from time to time (to the extent such amendment, restatement, novation and/or supplement is permitted by these Conditions and the Trust Deed).

1 **Form, Denomination, Title, Status and Guarantees**

(a) **Form and denomination**

The Bonds are in registered form in the minimum denomination of U.S.\$200,000 each and in integral multiples of U.S.\$1,000 in excess thereof, without coupons attached. A bond certificate (each, a “**Certificate**”) will be issued to each Bondholder in respect of its registered holding of Bonds. Each Bond and each Certificate will have an identifying number which will be recorded on the relevant Certificate and in the Register (as defined in Condition 2(a)).

Certificates issued with respect to Rule 144A Bonds will bear the Securities Act Legend (as defined in the Trust Deed), unless determined otherwise in accordance with the provisions of the Agency Agreement by reference to applicable law. Certificates issued with respect to the Regulation S Bonds will not bear

the Securities Act Legend. Upon issue, the Rule 144A Bonds will be represented by the Restricted Global Certificate and the Regulation S Bonds will be represented by the Unrestricted Global Certificate. The Global Certificates will be registered in the name of a nominee of, and shall be deposited on or about the Closing Date with, a common depositary for Euroclear Bank SA/NV and Clearstream Banking S.A. The Conditions are modified by certain provisions contained in the Global Certificates. See “Summary of Provisions relating to the Bonds while in Global Form.”

Except in the limited circumstances described in the Global Certificates owners of interests in Bonds represented by the Global Certificates will not be entitled to receive Individual Certificates in respect of their individual holdings of Bonds. The Bonds are not issuable in bearer form.

(b) **Title**

Title to the Bonds passes only by transfer and registration in the Register (as defined in Condition 2(a)). The holder of any Bond will (except as otherwise required by law or as ordered by a court of competent jurisdiction) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or the theft or loss of, the Certificate (if any) issued in respect of it or anything written on it or on the relevant Certificate) and no person will be liable for so treating the holder. In these Conditions, “**Bondholder**” and (in relation to a Bond) “holder” mean the person in whose name a Bond is registered in the Register from time to time.

(c) **Guarantees**

The Parent Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds.

By no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors (as defined below) and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by each of Twin Star Holdings Ltd. (“**Twin Star**”), Welter Trading Limited (“**Welter**”) and Vedanta Holdings Mauritius II Limited (“**VHM II**”) will, and the Parent Guarantor will cause each of Twin Star, Welter and VHM II to, execute and deliver to the Trustee (i) a supplemental trust deed to the Trust Deed (a “**Supplemental Trust Deed**”) pursuant to which each of Twin Star, Welter and VHM II will unconditionally and irrevocably guarantee, on a joint and several basis with the Parent Guarantor, the payment of amounts payable under the Bonds or the Trust Deed (and upon the execution of the Supplemental Trust Deed, each of Twin Star, Welter and VHM II will be a “**Subsidiary Guarantor**”) and (ii) a supplemental agency agreement to the Agency Agreement.

The obligations of each Guarantor in respect of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds (each a “**Guarantee**” and collectively the “**Guarantees**”) are contained in the Trust Deed. The obligations of each Guarantor under its Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 3(a), at all times rank at least equally with all of its other present and future unsecured and unsubordinated obligations.

The Parent Guarantor may, in its sole discretion, from time to time, cause any of its Subsidiaries to execute and deliver to the Trustee a supplemental trust deed pursuant to which such Subsidiary will guarantee, on a joint and several basis with the Parent Guarantor and the then existing Subsidiary Guarantors, the payment of amounts payable under the Bonds or the Trust Deed. Each such Subsidiary that guarantees the Bonds after the Closing Date, upon execution of the applicable supplemental trust deed, will be a “**Subsidiary Guarantor**”.

(d) **Status**

The Bonds constitute senior, secured (subject to Condition 4), unsubordinated, direct and unconditional obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to these Conditions, (i) at all times rank at least *pari passu* with all its other present and future unsubordinated and unsecured obligations and (ii) (subject to Condition 4) be effectively senior in right of payment to all of its other present and future unsecured obligations with respect to the value of the Collateral (as defined below).

2 **Transfer of Bonds**

(a) **The Register**

The Issuer will cause to be kept at the specified office of the Registrar and in accordance with the terms of the Agency Agreement a register (the “Register”) on which shall be entered, on behalf of the Issuer, the names and addresses of the Bondholders from time to time and the particulars of the Bonds held by them and of all transfers and redemptions of Bonds. Each Bondholder shall be entitled to receive only one Certificate in respect of its entire holding.

(b) **Transfers**

Subject to the terms of the Agency Agreement and to Conditions 2(e) and 2(f), a Bond may be transferred by delivering the Certificate issued in respect of it, with the form of transfer on the back duly completed and signed, to the specified office of the Registrar or any of the Transfer Agents. No transfer of a Bond will be valid unless and until entered on the Register.

Transfers of interests in the Bonds evidenced by the Global Certificates will be effected in accordance with the rules of the relevant clearing systems. Notwithstanding anything to the contrary herein, for so long as the Bonds are represented by a Global Certificate held through Euroclear Bank SA/NV and Clearstream Banking S.A. (or any successor clearing system), all transfers, tenders, payments, notices and other operations in respect of the Bonds shall be effected in accordance with the rules and procedures of Euroclear and Clearstream.

Upon the transfer, exchange or replacement of a Rule 144A Bond, a Transfer Agent will only deliver Certificates with respect to Rule 144A Bonds that bear the Securities Act Legend unless there is delivered to such Transfer Agent such satisfactory evidence, which may include an opinion of legal counsel, as may be required by the Issuer or the Transfer Agent, that neither the Securities Act Legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the US Securities Act of 1933, as amended (the “Securities Act”).

Interests in Bonds represented by the Restricted Global Certificate may be transferred to a person who wishes to take delivery of any such interest in the form of an interest in Bonds represented by the Unrestricted Global Certificate only if a Transfer Agent receives a written certificate from the transferor (in the form provided in the Agency Agreement) to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S under the Securities Act (“Regulation S”) or Rule 144 under the Securities Act (“Rule 144A”) (if available).

Prior to the 40th day after the day of issue of the Bonds (the “Restricted Period”), an interest in Bonds represented by the Unrestricted Global Certificate may be exchanged for an interest in Bonds represented by the Restricted Global Certificate only if a Transfer Agent receives a written certificate from the transferee of the interest in Bonds represented by the Unrestricted Global Certificate (in the form provided in the Agency Agreement) to the effect that the transferee is a qualified institutional buyer

(as defined in Rule 144A) and is obtaining such interest in a transaction meeting the requirements of Rule 144A and any applicable securities laws of any state of the United States or any other jurisdiction. After the expiration of the Restricted Period, this certification requirement will no longer apply to such transfers.

Transfers of Bonds are also subject to the restrictions described under “Plan of Distribution” and “Transfer Restrictions”.

(c) Delivery of new Certificates

Each new Certificate to be issued on transfer of a Bond or Bonds will, within five Business Days of receipt by the relevant Transfer Agent of the duly completed and signed form of transfer, be made available for collection at the specified office of the relevant Transfer Agent or, if so requested in the form of transfer, be mailed by uninsured mail at the risk of the holder entitled to the Bonds transferred (free of charge to the holder), to the address specified in the form of transfer.

Except in the limited circumstances described in “Summary of Provisions relating to the Bonds while in Global Form – Registration of Title”, owners of interests in Bonds represented by the Global Certificates will not be entitled to receive physical delivery of Individual Certificates. Issues of Certificates upon transfers of Bonds are subject to compliance by the transferor and transferee with the certification procedures described above and in the Agency Agreement and, in the case of Rule 144A Bonds, compliance with the Securities Act Legend.

Where some but not all of the Bonds in respect of which a Certificate is issued are to be transferred or redeemed, a new Certificate in respect of the Bonds not so transferred or redeemed, will, within five Business Days of delivery or surrender of the original Certificate to the relevant Transfer Agent or Registrar, be made available for collection at the specified office of the Registrar or, if so requested by the holder, be mailed by uninsured mail at the risk of the holder of the Bonds not so transferred or redeemed (free of charge to the holder), to the address of such holder appearing on the Register.

In this Condition 2, “**Business Day**” means a day (other than a Saturday or a Sunday or public holiday) on which banks are open for business in the city in which the specified office of the Registrar and the relevant Transfer Agent to which the Certificate in respect of the Bonds to be transferred or relevant form of transfer is delivered is situated.

(d) Formalities free of charge

Registration of transfer of Bonds will be effected without charge by or on behalf of the Issuer or any of the Transfer Agents, but only upon the person making such application for transfer, paying or procuring the payment (or the giving of such indemnity and/or security and/or pre-funding as the Issuer or any of the Transfer Agents may require) of any tax, duty or other governmental charges which may be imposed in relation to such transfer.

(e) Closed periods

No Bondholder may require the transfer of a Bond to be registered during the period of fifteen (15) days ending on (and including) the due date for any payment of principal of that Bond or seven days ending on (and including) any Interest Record Date (as defined in Condition 7(a)).

(f) Regulations

All transfers of Bonds and entries on the Register will be made subject to the detailed regulations concerning transfer of Bonds scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Registrar. A copy of the current

regulations will be mailed (free of charge) or be provided in an electronic copy by the Registrar to any Bondholder upon written request.

3 Covenants

(a) Negative pledge

- (i) The Parent Guarantor will not cause or permit VRIL to, directly or indirectly, create or permit to subsist any Lien of any kind on the Collateral (other than Permitted Liens).
- (ii) Neither the Issuer nor any Guarantor will create or permit to subsist any Lien (other than Permitted Liens) upon any assets directly held by the Issuer or any Guarantor, present or future, to secure any Indebtedness or any guarantee or indemnity in respect of any Indebtedness, unless, at the same time or prior thereto, the Issuer's obligations under the Bonds and the Trust Deed (x) are secured equally and rateably therewith in substantially identical terms thereto or (y) have the benefit of such other security or other arrangement as shall have been approved by an Extraordinary Resolution of the Bondholders; *provided* that this clause (a)(ii) shall not apply to Liens (x) arising by operation of law or (y) created in respect of Indebtedness (which, for this purpose, shall exclude (1) Relevant Debt, (2) any Indebtedness secured over any debt service reserve account(s), (3) any Indebtedness secured over any inter-group loans, (4) the Bonds and (5) any Permitted Pari Passu Secured Borrowings) in an aggregate principal amount not exceeding 10 per cent. of Total Assets (or the Dollar Equivalent thereof).

For the avoidance of doubt, the foregoing restriction with respect solely to this clause (a)(ii) shall not apply to Liens upon assets held by any Subsidiary (other than the Issuer or any Subsidiary Guarantor) (other than assets that are jointly held with the Issuer or any Guarantor).

- (iii) The Guarantors shall make such disclosures as may be required in connection with negative pledge and other encumbrances created over the shares of any Listed Indian Subsidiary, in accordance with and within the timelines prescribed under the Indian Takeover Regulations.

As used in these Conditions:

"Excluded Indebtedness" means any Indebtedness to finance or refinance the ownership, acquisition, development and/or operation of projects, assets or installations (the **"Relevant Property"**) in respect of which the person or persons (in this definition the **"Lender"**) to whom any Indebtedness is or may be owed by the relevant borrower (whether or not a member of the Group) has or have no recourse whatsoever to any member of the Group for the repayment of all or any portion of such Indebtedness other than recourse to:

- (i) such borrower for amounts limited to the present and future cash flow or net cash flow from the Relevant Property; and/or
- (ii) the proceeds of enforcement of any Lien given by such borrower over the Relevant Property or the income, cash flow or other proceeds deriving therefrom (or given by any shareholder or the like in the borrower over its shares or the like in the capital of the borrower) to secure such Indebtedness, *provided* that:
 - (A) the extent of such recourse to such borrower is limited solely to the amount of any recoveries made on any such enforcement; and
 - (B) such Lender is not entitled, by virtue of any right or claim arising out of or in connection with such Indebtedness, to commence proceedings for the winding-up or dissolution of such borrower or to appoint or procure the appointment of any receiver, trustee or similar

person or officer in respect of such borrower generally or any of its projects, assets or installations (save for the Relevant Property the subject of such security); and/or

- (C) such borrower generally, or directly or indirectly to a member of the Group, under any form of assurance, undertaking or support, which recourse is limited to a claim for damages (other than liquidated damages and damages required to be calculated in a specified way) for breach of an obligation (not being a payment obligation or an obligation to procure payment by another person or an indemnity in respect thereof or an obligation to comply or to procure compliance by another person with any financial ratios or other tests of financial condition) by the person against whom such recourse is available; and/or
- (D) any Subsidiary of the Parent Guarantor by way of guarantee of such Indebtedness (but not benefiting from any security or quasi-security from that Subsidiary of the Parent Guarantor);

“Group” means the Parent Guarantor and its Subsidiaries;

“Indebtedness” means any obligation (whether present or future, actual or contingent, secured or unsecured, as principal, surety or otherwise) for the payment or repayment of money;

“Indian Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and all circulars, notifications and clarifications issued thereunder, each as amended and replaced, from time to time.

“Relevant Debt” means any present or future indebtedness (other than Excluded Indebtedness) of the Issuer, any Guarantor or any other person in the form of, or represented by, bonds, notes, debentures, loan stock or other securities, which are for the time being, or are capable of being, quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other securities market, have an original maturity of more than one year from their date of issue and are denominated, payable or optionally payable in a currency other than Rupees or are denominated in Rupees and more than 50 per cent. of the aggregate principal amount of which is initially distributed outside India by or with the authority of the Parent Guarantor;

“Subsidiary” means (a) any corporation or other entity of which securities or other ownership interests having ordinary voting power to elect a majority of the board of directors or other persons performing similar functions are at the time directly or indirectly owned by the Parent Guarantor or (b) any subsidiary subject to consolidation with the Parent Guarantor’s financial statements prepared in accordance with Applicable Accounting Principles or applicable law; and

“Total Assets” means the aggregate of consolidated total current assets and consolidated total non-current assets of:

- (i) the Parent Guarantor as shown in the balance sheet of the latest available audited consolidated financial statements of the Parent Guarantor; and
- (ii) any Subsidiary of the Parent Guarantor acquired by the Parent Guarantor or any Subsidiary of the Parent Guarantor since the date of the latest available audited consolidated financial statements of the Parent Guarantor as shown in the balance sheet of the latest available audited consolidated financial statements of such Subsidiary.

(b) **Dividend restriction**

The Issuer shall not, each Guarantor shall not, and the Parent Guarantor shall procure that each of the Material Subsidiaries shall not, create or otherwise cause or permit to exist or become effective any consensual encumbrance or restriction on the ability of the Issuer, any Subsidiary Guarantor or any

Material Subsidiary to pay dividends or make any other distribution with respect to its Capital Stock or to make or repay loans to the Issuer, any Guarantor or any Material Subsidiary, other than:

- (a) the subordination of any Indebtedness made to the Issuer, any Guarantor or any of the Material Subsidiaries to any other Indebtedness of the Issuer, any Guarantor or any of the Material Subsidiaries; *provided* that:
 - (iii) such other Indebtedness is permitted under these Conditions; and
 - (iv) such subordination would not singly or in the aggregate have a materially adverse effect on the ability of the Issuer or any Guarantor to meet its obligations under the Bonds and the Guarantees;
- (b) such encumbrance or restriction in relation to any Indebtedness of the Issuer, any Subsidiary Guarantor or any Material Subsidiary or other assurance against financial loss where such encumbrance or restriction relates to payment of dividends or other distributions during the continuance of an event of default (howsoever described) which has occurred pursuant to the terms of that Indebtedness;
- (c) such encumbrance or restriction arising by operation of law;
- (d) such encumbrance or restriction as is in existence on the Closing Date; or
- (e) in respect of any Person (including any existing Subsidiary of the Parent Guarantor) which becomes a Material Subsidiary after the Closing Date, any encumbrance or restrictions on such Person as may be in existence on the date such Person becomes a Material Subsidiary, provided such restrictions were not imposed in contemplation of such Person becoming a Material Subsidiary;

provided that this Condition 3(b) shall not restrict any Material Subsidiary from issuing Preferred Stock otherwise in accordance with these terms of the Conditions.

(c) **Limitation on Borrowings**

- (i) The Parent Guarantor shall not, and shall procure that each of its Subsidiaries shall not, Incur directly or indirectly any Borrowings, and the Parent Guarantor shall procure that each of its Subsidiaries shall not issue any Preferred Stock; *provided* that the Parent Guarantor may Incur Borrowings and any Subsidiary of the Parent Guarantor may Incur Borrowings or issue Preferred Stock if, after giving pro forma effect to the Incurrence of such Borrowings or issuance of Preferred Stock and the application of the proceeds thereof, the Fixed Charge Coverage Ratio would be not less than:
 - (x) 2.25 to 1.0 if such Incurrence occurs prior to the date when the Parent Guarantor's consolidated financial statements as of, and for the fiscal year ending, 31 March 2027, become available (prepared in accordance with Applicable Accounting Principles and which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts); and
 - (y) 2.50 to 1.0 if such Incurrence occurs thereafter.
- (ii) Notwithstanding the foregoing, the Parent Guarantor and any Subsidiary of the Parent Guarantor may Incur, to the extent provided below, each and all of the following ("**Permitted Borrowings**"):
 - (a) Borrowings represented by the Bonds issued on the Closing Date and the Guarantees;

- (b) Borrowings of the Parent Guarantor or any Subsidiary of the Parent Guarantor outstanding on the Closing Date;
- (c) Borrowings Incurred:
 - (w) by the Parent Guarantor or any Subsidiary of the Parent Guarantor which is issued in exchange for, or the net proceeds of which are used to refinance or refund, replace, exchange, renew, repay, defease, discharge or extend (collectively, “refinance”, and “refinancing”, “refinances” and “refinanced” shall have correlative meanings) (**“Permitted Refinancing Borrowings”**) then outstanding Borrowings (or Borrowings that are no longer outstanding, but that were refinanced substantially concurrently with the Incurrence of such Permitted Refinancing Borrowings) Incurred under clause (c)(i) or sub-clauses (c)(ii)(a), (c)(ii)(b), (c)(ii)(c) or (c)(ii)(e) and any refinancing thereof in an amount not to exceed the amount so refinanced (plus premiums, accrued interest, fees and expenses), *provided* that such Borrowings to be refinanced are fully and irrevocably repaid no later than ninety (90) days after the Incurrence of such Permitted Refinancing Borrowings;
 - (x) by the Parent Guarantor or any Subsidiary of the Parent Guarantor used to pay any accrued interest on then outstanding Borrowings; and
 - (y) by Hindustan Zinc Limited (or any of its successors or assigns) (“HZL”) in an aggregate principal amount at any one time outstanding (together with refinancings thereof) not exceeding the product of (I) the amount of any Borrowings of Vedanta Limited (or any of its successors or assigns) which have been refinanced (together with any accrued interest and premium, if any, paid thereon) from dividends received directly or indirectly from HZL no earlier than ninety (90) days before and no later than ninety (90) days after the Incurrence of such Borrowings by HZL and (II) the quotient of (A) 100 per cent. *divided by* (B) the percentage ownership of Capital Stock in HZL held directly by Vedanta Limited (or any of its successors or assigns) or any of its wholly-owned Subsidiaries at the time such dividends were paid by HZL;
- (d) Borrowings incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor with a maturity of one (1) year or less used by the Parent Guarantor or any Subsidiary of the Parent Guarantor for working capital purposes (or any guarantee or indemnity given by the Parent Guarantor or any Subsidiary of the Parent Guarantor in relation thereto) (together with refinancings thereof);
- (e) Borrowings Incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor represented by Capitalized Lease Obligations or purchase money obligations in the ordinary course of business to finance all or any part of the Incurred or to be Incurred purchase price or cost of construction, installation or improvement of property (real or personal) (including the lease purchase price of land use rights), plant or equipment (including through the acquisition of Capital Stock of any Person that owns property, plant or equipment which has or will, upon such acquisition, become a Subsidiary of the Parent Guarantor) to be used in the Permitted Business; *provided that* on the date of Incurrence of such Borrowings and after giving effect thereto, the aggregate principal amount of such Borrowings at any time outstanding (together with refinancings thereof) shall not exceed an amount equal to 5.0 per cent. of Total Assets (or the Dollar Equivalent thereof); and
- (f) guarantees by the Parent Guarantor or any Subsidiary of the Parent Guarantor of Borrowings of the Parent Guarantor or any Subsidiary of the Parent Guarantor that was permitted to be Incurred by another provision of this covenant.

For purposes of determining compliance with this Condition (3)(c), if an item of Borrowings meets the criteria of more than one of the types of Permitted Borrowings or is permitted to be Incurred pursuant to paragraph (c)(i) of this covenant, the Parent Guarantor may, in its sole discretion, classify such item of Borrowings and only be required to include the amount of such Borrowings as one of such types.

Notwithstanding any other provision of this covenant, the maximum amount of Borrowings that the Parent Guarantor or any Subsidiary of the Parent Guarantor may Incur pursuant to this covenant shall not be deemed to be exceeded solely as a result of fluctuations in the exchange rate of currencies. For purposes of determining compliance with any U.S. dollar-denominated restriction on the incurrence of Borrowings, the Dollar Equivalent principal amount of Borrowings denominated in a foreign currency shall be calculated based on the relevant currency exchange rate in effect on the date such Borrowings was incurred (or first committed, in the case of revolving credit debt); *provided* that if such Borrowings is incurred to refinance other Borrowings denominated in a foreign currency, and such refinancing would cause the applicable U.S. dollar denominated restriction to be exceeded if calculated at the relevant currency exchange rate in effect on the date of such refinancing, such U.S. dollar-denominated restriction shall be deemed not to have been exceeded so long as the principal amount of such refinancing Borrowings does not exceed the principal amount (and related expenses) of such Borrowings being refinanced. The principal amount of any Borrowings Incurred to refinance other Borrowings, if Incurred in a different currency from the Borrowings being refinanced, shall be calculated based on the currency exchange rate applicable to the currencies in which such respective Borrowings is denominated that is in effect on the date of such refinancing.

(d) **Accounts**

The Parent Guarantor agrees that:

- (i) as soon as reasonably practicable after the issue or publication thereof and in any event within 180 days after the end of each financial year (beginning with 31 March 2027) it will deliver to the Trustee and the specified office of the Paying Agent a copy of its annual report and audited Accounts (in the English language) as of the end of and for such financial year, and will establish, announce and conduct one conference call with all the holders of Bonds (including the beneficial owners thereof), the contents of which will be limited to such annual report and audited Accounts and any other publicly available information regarding the Parent Guarantor and its Subsidiaries;
- (ii) as soon as reasonably practicable after the issue or publication thereof (and in any event within ninety (90) days after the end of each six-month period ending on 30 September of each financial year if the Common Stock of Vedanta Limited is not listed on an internationally recognized stock exchange), it will deliver to the Trustee and the specified office of the Paying Agent a copy of its unaudited interim Accounts (in the English language) as of the end of and for each six-month period ending on 30 September (beginning with 30 September 2026), *provided* that if and to the extent that the financial statements are not prepared or adjusted on a basis consistent with that used for the preceding relevant semi-annual or annual fiscal period, that fact shall be stated, and will establish, announce and conduct one conference call with all the holders of Bonds (including the beneficial owners thereof), the contents of which will be limited to such unaudited interim Accounts and any other publicly available information regarding the Parent Guarantor and its Subsidiaries;
- (iii) if the Common Stock of Vedanta Limited or any Material Demerged Entity is not listed on an internationally recognized stock exchange, as soon as reasonably practicable after the issue or publication thereof:
 - (A) and in any event within 180 days after the end of each financial year (beginning with 31 March 2027), it will deliver to the Trustee and the specified office of the Paying Agent, a

copy of the annual report and audited accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of the end of and for such financial year, along with key production data for such financial year;

- (B) and in any event within ninety (90) days after the end of each six-month period ending on 30 September of each financial year, it will deliver to the Trustee and the specified office of the Paying Agent, a copy of the unaudited interim accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of the end of and for each six-month period ending on 30 September, along with key production data for such six-month period; and
- (C) and in any event within ninety (90) days after the end of each quarterly period ending 30 June and 31 December of each financial year, it will deliver to the Trustee and the specified office of the Paying Agent, a copy of the unaudited interim accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of and for each quarterly period ending on 30 June and 31 December, along with key production data for each such quarterly period.

The Trustee, the Security Agent and the Paying Agent shall not be under any obligation to review any document delivered to them pursuant to this Condition 3(d) or to monitor compliance by the Parent Guarantor with this Condition 3(d).

Without prejudice to the foregoing, the Trustee, the Security Agent and the Paying Agent shall not be required to request or obtain any English translation of such documents where the same are not in the English language, and shall be entitled to assume that any such documents are in compliance with this Condition 3(d). Neither the Trustee, the Security Agent nor the Paying Agent shall be responsible or liable to any Bondholder or any other person for any failure to review such documents, monitor such compliance, or request or obtain any translation.

(e) **Limitation on Issuer's activities**

The Issuer shall not, and the Parent Guarantor will procure that the Issuer will not, carry on any business activity whatsoever other than in connection with the issue of debt (including the Bonds) and any other activities reasonably incidental thereto (such activities shall, for the avoidance of doubt, include (i) the entry into currency and interest rate swap transactions and the on-lending of the proceeds of the issue of such debt and/or such swap transactions to the Parent Guarantor or any other Subsidiaries of the Parent Guarantor, (ii) activities undertaken to fulfill its obligations under such debt including under the Bonds, the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement, and such swap transactions, (iii) redemptions, purchases, consent solicitations and tender and exchange offers in respect of such debt and (iv) activities directly related to the establishment and maintenance of the Issuer's corporate existence).

(f) **Additional limitations relating to Subsidiary Guarantors**

In addition to the limitations in Condition 3(c), the Subsidiary Guarantors (other than VRIL) shall not, directly or indirectly, Incur any Borrowings (other than (i) Permitted Refinancing Borrowings that refinance outstanding Borrowings of such Subsidiary Guarantor and (ii) Borrowings Incurred by such Subsidiary Guarantor where the obligee is the Issuer, the Parent Guarantor or another Subsidiary Guarantor); *provided* that the Subsidiary Guarantors may Incur Borrowings (other than Borrowings to refinance any Short-Term Acquisition Financing or refinancing thereof) if, (x) such Incurrence (other than the Incurrence of (a) Borrowings existing on the Closing Date and (b) any Permitted Borrowings) does not take place within ten (10) Indian Business Days of any Demerger and (y) after giving *pro forma* effect to such Incurrence and the application of the proceeds thereof:

- (iv) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0; and
- (v) Either
 - (A) the aggregate amount of Borrowings of the Subsidiary Guarantors as of the applicable date of determination would not exceed the amount equal to the product of:
 - (x) U.S.\$5.6 billion (or the Dollar Equivalent thereof), *multiplied by*:
 - (y) the aggregate of:
 - (I) the product of (i) the applicable Weighted Percentage of Resulting Company 1 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 1 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (II) the product of (i) the applicable Weighted Percentage of Resulting Company 2 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 2 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (III) the product of (i) the applicable Weighted Percentage of Resulting Company 3 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 3 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (IV) the product of (i) the applicable Weighted Percentage of Resulting Company 4 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 4 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (V) the product of (i) the difference between (X) 100 per cent. and (Y) the sum of (I) through (IV) above (expressed as a percentage) *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Vedanta Limited directly held by the Subsidiary Guarantors as of such date *plus* (2) the Vedanta Primary Dilution Adjustment, *divided by* (b) 51.93 per cent.; or
 - (B) the Fixed Charge Coverage Ratio would be not less than 3.5 to 1.0.

In addition to the limitations in Condition 3(c), any Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor shall not, and the Parent Guarantor shall procure that any such Subsidiary shall not, directly or indirectly, Incur any Borrowings; provided, however, that any such Subsidiary may Incur Borrowings if the Subsidiary Guarantor Attributable Leverage Ratio, in respect of the most recent two semi-annual periods for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts) are available, after giving pro forma effect to such Incurrence and the Incurrence of all other Borrowings Incurred by such Subsidiary after such two semi-annual periods and the application of the

proceeds thereof would not exceed 5.5 to 1.0. Notwithstanding the foregoing, any such Subsidiary may Incur Permitted Borrowings and Short-Term Acquisition Financing.

The Subsidiary Guarantors and any Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor shall not, and the Parent Guarantor shall procure that such Persons shall not, directly or indirectly, issue, sell, transfer or otherwise dispose of, or purchase or otherwise acquire any Capital Stock; provided, however, that any such Person may issue, sell, transfer or dispose of, or purchase or otherwise acquire, any Capital Stock if, after giving pro forma effect to such transaction and the application of the proceeds thereof, (i) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0 or (ii) (A) in the case of any such transaction in respect of Capital Stock of a Subsidiary Guarantor, the percentage ownership of Capital Stock of such Subsidiary Guarantor owned, directly or indirectly, by the Parent Guarantor would be the same as such percentage ownership immediately prior to such transaction or (B) in the case of any such transaction in respect of Capital Stock of a Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor, the percentage ownership of Capital Stock of such Subsidiary owned, directly or indirectly, by such Subsidiary Guarantor would be the same as such percentage ownership immediately prior to such transaction.

So long as any Bond remains outstanding (as defined in the Trust Deed), no Subsidiary Guarantor will create or permit to subsist any Lien upon any Capital Stock directly held by such Subsidiary Guarantor, present or future; *provided* that this paragraph shall not apply to (i) Lien arising by operation of law and (ii) Lien upon Capital Stock of any borrower of Short-Term Acquisition Financing to secure such Short-Term Acquisition Financing.

For the avoidance of doubt, nothing in this Condition 3(f) shall be construed (and is not intended to be construed) as creating any encumbrance as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the assets of Vedanta Limited and any subsidiary of Vedanta Limited listed in India.

As used in these Conditions:

“Applicable VWAP” means, as of June 29, 2026, the ten (10) Indian Business Day volume weighted average price of the applicable Capital Stock of the applicable Resulting Company determined as of such date.

“Demerged Entity” means Vedanta Limited or any other person to whom any assets of Vedanta Limited are directly or indirectly transferred as part of a demerger or equivalent corporate reorganisation of Vedanta Limited or of any other Demerged Entity (pursuant to a Demerger or otherwise) and, in each case, shares in whom are issued to shareholders of Vedanta Limited or, as applicable, such other Demerged Entity, as consideration for such transfer, and shall include each Resulting Company which has undergone a Demerger.

“Demerged Entity Primary Dilution Adjustment” means with respect to a particular Demerged Entity, for any applicable date of determination, the net decrease, if any, in the percentage of Capital Stock of such Demerged Entity directly held by the Subsidiary Guarantors during the period (x) commencing on the date on which the applicable Demerger is made effective in respect of such Demerged Entity and (y) ending on such date of determination, solely as a result of the dilutive effect from any primary issuance of Capital Stock by such Demerged Entity during such period.

“Demerger” means each transfer of a business undertaking of Vedanta Limited into a Demerged Entity (other than Vedanta Limited) and the listing of equity shares of such Demerged Entity on either the BSE Limited, the National Stock Exchange of India Limited and/or any other internationally recognized stock exchange, pursuant to the implementation of the Scheme.

“EBITDA” for any Person means, for any period, the amount equal to:

- (i) “operating profit”; plus
- (ii) “depreciation”; plus
- (iii) “special items” reducing “operating profit”; minus
- (iv) “special items” increasing “operating profit,”

for such Person, in each case as it is presented on the standalone financial statements of such Person prepared in accordance with Applicable Accounting Principles for such period.

“Fair Market Value” means the price that would be paid in an arm’s-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the board of directors of the Parent Guarantor or the Issuer, whose determination shall be conclusive.

“Scheme” means the Composite Scheme of Arrangement between Vedanta Limited and Vedanta Aluminium Metal Limited and Talwandi Sabo Power Limited and Malco Energy Limited and Vedanta Iron and Steel Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the (Indian) Companies Act, 2013, approved by the board of directors of Vedanta Limited on 20 December 2024, uploaded on and disclosed to shareholders/ creditors on the website of the Vedanta Limited at https://www.vedantalimited.com/eng/investor-relations-shareholder-information.php#scheme_arrangement.

“Short-Term Acquisition Financing” means Borrowings Incurred by any Subsidiary (other than any Subsidiary Guarantor) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor, the net cash proceeds of which are used by such Subsidiary to acquire Capital Stock of any Subsidiary that is listed in India and to pay costs, fees and expenses in connection therewith, *provided* that such Borrowings have a final stated maturity not exceeding four months from the date of such Incurrence.

“Subsidiary Guarantor Attributable Borrowings” means, as of any Transaction Date, the amount equal to the aggregate amount of (i) the Borrowings of each Subsidiary Guarantor (calculated on a standalone basis) outstanding as of such Transaction Date and (ii) the product of (x) the Borrowings of any Person (calculated on a standalone basis) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor outstanding as of such Transaction Date multiplied by (y) the percentage ownership of Capital Stock of such Person owned, directly or indirectly, by the Subsidiary Guarantors as of such Transaction Date; *provided*, however, that (i) any Borrowing Incurred by a Subsidiary that is not a Subsidiary Guarantor and owed to another Subsidiary that is not a Subsidiary Guarantor or owed to a Subsidiary Guarantor and (ii) any Borrowing Incurred by a Subsidiary Guarantor and owed to another Subsidiary Guarantor, shall be excluded from the foregoing calculation; *provided* further that if on any date (a) any Subsidiary to which such Borrowing is owed ceases to be a Subsidiary or (b) such Borrowing is transferred to any Person (other than to another Subsidiary that is not a Subsidiary Guarantor or to a Subsidiary Guarantor), then such Borrowing shall be included in the foregoing calculation and shall be deemed to have been Incurred on such date.

“Subsidiary Guarantor Attributable EBITDA” means, for any period, the amount equal to the aggregate of (i) the EBITDA for each Subsidiary Guarantor (calculated on a standalone basis) and (ii) the product of (x) the EBITDA of any Person (calculated on a standalone basis) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor as of the Transaction Date multiplied by (y) the percentage ownership of Capital Stock of such Person owned, directly or indirectly, by the Subsidiary Guarantors as of such Transaction Date.

“Subsidiary Guarantor Attributable Leverage Ratio” means, on any Transaction Date, the ratio of:

- (i) Subsidiary Guarantor Attributable Borrowings as of such Transaction Date; to
- (ii) the aggregate amount of Subsidiary Guarantor Attributable EBITDA for the most recent two semi-annual periods prior to such Transaction Date for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts) are available.

“Vedanta Primary Dilution Adjustment” means for any applicable date of determination, the net decrease, if any, in the percentage of Capital Stock of Vedanta Limited directly held by the Subsidiary Guarantors during the period (x) commencing on the Closing Date and (y) ending on such date of determination, solely as a result of the dilutive effect from any primary issuance of Capital Stock by Vedanta Limited during such period.

“Weighted Percentage” means:

- (i) in relation to Resulting Company 1, as of June 29, 2026, the product of:
 - (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 1 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 1 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;

- (ii) in relation to Resulting Company 2, as of June 29, 2026, the product of:

- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 2 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 2 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;

- (iii) in relation to Resulting Company 3, as of June 29, 2026, the product of:

- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 3 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 3 as of such date; and

- (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;
- (iv) in relation to Resulting Company 4, as of June 29, 2026, the product of:
 - (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 4 as of such date, *divided by*::
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 4 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.
- (g) **Limitation on Restricted Affiliate Payments:** The Parent Guarantor will not, and will not permit any of its Subsidiaries to, directly or indirectly (the payments or any other actions described in clauses (1) through (4) below being collectively referred to as “**Restricted Affiliate Payments**”):
 - (1) declare or pay any dividend or make any distribution on or with respect to the Parent Guarantor’s or any of its Subsidiaries’ (other than any Listed Indian Subsidiary) Capital Stock (other than dividends or distributions payable solely in shares of the Parent Guarantor’s Capital Stock or by a Subsidiary in its Capital Stock or in options, warrants or other rights to acquire shares of any such Capital Stock) held by any shareholder of the Parent Guarantor or by any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);
 - (2) purchase, call for redemption or redeem, retire or otherwise acquire for value any shares of Capital Stock (or options, warrants or other rights to acquire such shares of Capital Stock) of the Parent Guarantor or any of its Subsidiaries held by any shareholders of the Parent Guarantor or any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);
 - (3) make any voluntary or optional principal payment, or voluntary or optional redemption, repurchase, defeasance, or other acquisition or retirement for value, of Borrowings that is subordinated or junior in right of payment to the Bonds or any Subsidiary Guarantee (“**Subordinated Borrowings**”) (excluding any intercompany Borrowings between or among the Parent Guarantor and any of its Subsidiaries or between or among any such Subsidiaries) where the obligee thereunder is a shareholder of the Parent Guarantor or an Affiliate or the Parent Guarantor (other than any of the Parent Guarantor’s Subsidiaries); or
 - (4) make, on or after the Closing Date, any Investment in any shareholders of the Parent Guarantor or any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);

if, at the time of, and after giving effect to, the proposed Restricted Affiliate Payment, such Restricted Affiliate Payment, together with the aggregate amount of all Restricted Affiliate Payments made by the Parent Guarantor and its Subsidiaries after the Measurement Date, shall exceed 50 per cent. (or 100 per cent., if at the time of, and after giving effect to, the proposed Restricted Affiliate Payment, the Parent Guarantor could Incur at least U.S.\$1.00 of Borrowings, if after giving pro forma effect to the Incurrence of such U.S.\$1.00 and the application of the proceeds thereof, the Fixed Charge Coverage Ratio would

be not less than 3.5 to 1.0) of Net Income accrued on a cumulative basis during the period (taken as one accounting period) beginning on 1 April 2024 and ending on the last day of the Parent Guarantor's most recently ended semi-annual period for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner) are available.

The foregoing provision shall not be violated by reason of:

- (1) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Borrowings of the Parent Guarantor or any Subsidiary Guarantor with the net cash proceeds of, or in exchange for, a substantially concurrent Incurrence of Permitted Refinancing Borrowings;
- (2) any Restricted Affiliate Payment made in exchange for, or out of the net cash proceeds of a substantially concurrent capital contribution to or sale (other than to a Subsidiary of the Parent Guarantor) of, shares of Capital Stock of the Parent Guarantor (or options, warrants or other rights to acquire such Capital Stock);
- (3) (x) the payment of any dividends or distributions declared, paid or made by a Subsidiary or (y) the redemption, repurchase, defeasance or other acquisition by a Subsidiary of any shares of its Capital Stock, in each case payable, on a *pro rata* basis or on a basis more favorable to the Parent Guarantor, to all holders of any class of Capital Stock of such Subsidiary, a majority of which is held, directly or indirectly through Subsidiaries, by the Parent Guarantor;
- (4) repurchases of Capital Stock deemed to occur upon the exercise of stock options, warrants or other rights to acquire Capital Stock to the extent such Capital Stock represents a portion of the exercise price thereof; and
- (5) cash payments in lieu of the issuance of fractional shares in connection with the exercise of warrants, options or other securities convertible or exchangeable for Capital Stock of the Parent Guarantor; *provided* that any such cash payment shall not be for the purpose of evading the limitations of this covenant.

The Parent Guarantor shall and shall procure that the Subsidiaries make relevant filings and disclosures, as may be applicable, under the applicable laws including the Indian Listing Regulations.

"Indian Listing Regulations" means the Securities and Exchange Board of India Act, 1992, the Securities Contracts Regulation Act, 1956 and the rules, regulations, notifications, directions and FAQs issued thereunder (including without limitation, the Indian Takeover Regulations, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) and the rules, regulations and bye-laws of any relevant stock exchange in India, and all circulars, notifications and clarifications issued thereunder, each as amended and replaced, from time to time.

"Measurement Date" means 17 September 2024.

(h) **Limitation on distribution of Net Proceeds of Asset Sales**

The Parent Guarantor shall not, and shall procure that each of its Subsidiaries shall not pay any dividend in respect of or otherwise distribute the Net Proceeds from any Asset Sale to any Person (other than to the Parent Guarantor or any of its Subsidiaries) unless, after giving pro forma effect to such Asset Sale and the application of the Net Proceeds thereof:

- (A) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0; and
- (B) the Parent Guarantor LTV Ratio is greater than 2.0 to 1.0.

- (i) **[Reserved]**
- (j) **Anti-layering:** The Parent Guarantor shall ensure that (x) any Subsidiary of either Welter or Twin Star which directly or indirectly holds Capital Stock in any of the Demerged Entities must be a Wholly Owned Subsidiary of Welter and/or Twin Star (as applicable) and (y) any such Wholly Owned Subsidiary does not Incur any Borrowings.
- (k) **Sale of Brand:** (x) The Parent Guarantor shall not sell, transfer or otherwise dispose of the Brand unless the net proceeds from any such sale, transfer or other disposition will be enough to repay in full (i) the Bonds and (ii) all Permitted Pari Passu Secured Indebtedness and (y) to the extent that any such sale, transfer or other disposition takes place, the Parent Guarantor shall ensure that (i) each of the Bonds and (ii) all Permitted Pari Passu Secured Indebtedness are repaid in full within sixty (60) days of such sale, transfer or other disposition.
- (l) **Limitation on dividends and other restricted payments and on asset sales**

If an Event of Default has occurred and is continuing, the Issuer and the Guarantors shall not:

- (i) declare or pay any dividend or make any other payment or distribution on account of Capital Stock of the Issuer or any Guarantor, or to the direct or indirect holders of any such Capital Stock in their capacity as such;
- (ii) purchase, redeem or otherwise acquire or retire for value any Capital Stock of the Issuer or any Guarantor or any direct or indirect parent of the Issuer or any Guarantor;
- (iii) make any payment on or with respect to, or purchase, redeem, defease or otherwise acquire or retire for value any Borrowings of the Issuer or any Guarantor that is contractually subordinated to the Bonds or the Guarantees, except a payment of interest, principal or premium at the stated maturity thereof;
- (iv) make any Investment; or
- (v) sell, lease, lend, convey, transfer or otherwise dispose of any asset unless the Issuer or such Guarantor, as applicable, receives consideration, in the form of cash or cash equivalents, at the time of such transaction at least equal to such asset's Fair Market Value (for the avoidance of doubt, the issuance of Capital Stock by the Issuer or any Guarantor shall not be subject to this clause (v)).

For the avoidance of doubt, nothing in this Condition 3(l) shall be construed (and is not intended to be construed) as creating any encumbrance as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the assets of any subsidiary of Vedanta Limited listed in India.

- (m) **Covenant suspension**

If, on any date following the date of the Trust Deed, the Bonds have an Investment Grade rating, (i) if the Bonds are rated by no more than two (2) Rating Agencies, from any Rating Agency or (ii) if the Bonds are rated by more than two (2) Rating Agencies, from two (2) Rating Agencies, and no Event of Default or Potential Event of Default has occurred and is continuing (a "**Suspension Event**"), then, beginning on that day and continuing until such time, if any, at which the Bonds cease to have an Investment Grade rating from such Rating Agency(ies), the provisions of the Trust Deed summarised under the following captions will not apply to the Bonds:

- (a) Condition 3(c) "Limitation on Borrowings";
- (b) Condition 3(f) "Additional limitations relating to Subsidiary Guarantors";

- (c) Condition 3(h) “Limitation on distribution of Net Proceeds of Asset Sales”;
- (d) Condition 3(j) “Anti-layering”;
- (e) Condition 3(k) “Sale of Brand”; and
- (f) Condition 3(l) “Limitation on dividends and other restricted payments and on asset sales”.

Such covenants will be reinstituted and apply according to their terms as at and from the first day on which a Suspension Event ceases to be in effect. Such covenants will not, however, be of any effect with regard to actions of the Issuer properly taken in compliance with the provisions of the Trust Deed during the continuance of the Suspension Event.

(n) **Definitions**

As used in these Conditions:

“Accounts” means:

- (i) as of each 31 March and for the twelve-month period then ending, the audited consolidated profit and loss account and balance sheet of the Parent Guarantor prepared in accordance with Applicable Accounting Principles; and
- (ii) as of each 30 September and for the six-month period then ending, the unaudited consolidated profit and loss account and balance sheet of the Parent Guarantor prepared in accordance with Applicable Accounting Principles.

“Adjusted Treasury Rate” means, with respect to any redemption date:

- (i) the average of the yields in each statistical release for the immediately preceding week (from the calculation date) designated “H.15” or any successor release published by the Board of Governors of the Federal Reserve System which establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the heading “U.S. government securities – Treasury constant maturities – nominal,” for the maturity corresponding to the Comparable Treasury Issue; *provided* that if no maturity is within three months before or after the period from the redemption date to the maturity of the Comparable Treasury Issue, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Adjusted Treasury Rate will be interpolated or extrapolated from those yields on a straight-line basis rounding to the nearest month; provided further that if the period from the redemption date to July 13, 2031 is less than one year, the weekly average yield on actually traded U.S. Treasury securities adjusted to a constant maturity of one year will be used; or
- (ii) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Adjusted Treasury Rate shall be calculated on the third Business Day preceding the redemption date. None of the Agents, the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Adjusted Treasury Rate and none of them shall be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

“Affiliate” means, with respect to any Person, any other Person, directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person. For purposes of this definition, “control” (including, with correlative meanings, the terms “controlling,” “controlled by” and

“under common control with”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

“**Applicable Accounting Principles**” means the accounting principles and provisions of International Financial Reporting Standards applicable to the Parent Guarantor and its Subsidiaries as in effect from time to time.

“**Applicable Premium**” means, with respect to the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date, the greater of:

- (i) 1.00 per cent. of the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date; and
- (ii) an amount equal to the difference between:
 - a. the sum of:
 - i. the present value of the product of (x) 103.688 per cent. and (y) the aggregate principal amount of the Bonds to be redeemed as would otherwise have been outstanding as at July 12, 2029 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out in Condition 5 after the applicable redemption date and on or prior to July 12, 2029), discounted back from July 12, 2029 to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points;
 - ii. the present value of the aggregate principal amount of the Bonds to be redeemed as would otherwise have been redeemed on each Amortization Payment Date occurring after the applicable redemption date and on or prior to July 12, 2029 in accordance with the amortization profile set out under Condition 5 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out under Condition 5 after the applicable redemption date and on or prior to July 12, 2029) discounted back from the applicable Amortization Payment Date to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points; and
 - iii. the present value of the corresponding amount of each scheduled payment of interest on the aggregate principal amount of Bonds to be redeemed (exclusive of interest accrued and unpaid to (but not including) the applicable redemption date) up to July 12, 2029 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out under Condition 5 after the applicable redemption date and on or prior to July 12, 2029) discounted back from the applicable Interest Payment Date to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points; and
 - b. the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date.

“**Asset Sale**” means any sale, transfer or other disposition (including by way of merger, consolidation or sale leaseback transactions) of any Assets of the Parent Guarantor and the Holdco Subsidiaries in one or a series of transactions in any twelve-month period by the Parent Guarantor or any of its Holdco Subsidiaries to any Person other than the Parent Guarantor or any of its Subsidiaries, other than sales, transfers or other dispositions of Assets with a Fair Market Value not in excess of U.S.\$25.0 million (or the Dollar Equivalent thereof) in any transaction or series of related transactions.

“**Assets**” of any Person means all or any of its shares, business, undertaking, property, assets, revenues (including any right to receive revenues) and uncalled capital.

“**Balance Sheet Date**” means each 30 September and 31 March or other semi-annual date at which the Parent Guarantor prepares its audited or unaudited Accounts.

“**Borrowings**” means, with respect to any Person at any date, without duplication:

- (i) all obligations of such Person for borrowed money;
- (ii) all obligations of such Person to pay the deferred purchase price of property or services, except trade accounts payable arising in the ordinary course of business;
- (iii) all obligations of such Person as lessee which are capitalised in accordance with Applicable Accounting Principles;
- (iv) all non-contingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, except in respect of trade accounts payable arising in the ordinary course of business;
- (v) all obligations of such Person representing Disqualified Stock valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price, plus accrued dividends, if any;
- (vi) all Borrowings of others guaranteed by such Person;
- (vii) all Borrowings of others secured by a Lien on any Asset of such Person (whether or not such Borrowings are assumed by such Person); *provided* that the amount of such Borrowings will be the lesser of:
 - (A) the Fair Market Value of such Asset at such date of determination; and
 - (B) the amount of such Borrowings; and
- (viii) in the case of a Subsidiary of the Parent Guarantor, all obligations representing Preferred Stock valued at the greater of its voluntary or involuntary maximum fixed repurchase price, plus accrued dividends, if any;

provided that for the purposes of Condition 3(c), Borrowings shall not include:

- (A) Borrowings of the Parent Guarantor or any of its Subsidiaries owed to the Parent Guarantor or any of its Subsidiaries; *provided* that if on any date:
 - (1) any Subsidiary of the Parent Guarantor to which such Borrowing is owed ceases to be a Subsidiary of the Parent Guarantor; or
 - (2) such Borrowing is transferred to any Person (other than the Parent Guarantor or any of its Subsidiaries),

then such Borrowing shall be deemed to constitute a Borrowing for the purposes of Condition 3(c) and shall be deemed to have been Incurred on such date; and

- (B) Preferred Stock or Disqualified Stock issued by any Subsidiary of the Parent Guarantor to the Parent Guarantor or any other Subsidiary of the Parent Guarantor; *provided further* that for the purposes of Condition 3(c), Borrowings shall not include the Borrowings of any Subsidiary (which is established as a special purpose entity for the sole purpose of engaging in financing activities) of the Parent Guarantor, which are guaranteed by the Parent Guarantor and have no recourse, directly or indirectly, to any other member of the Group;

provided further that for the purposes of Condition 3(f), Borrowings shall not include Borrowings of any Subsidiary Guarantor which, by their terms or the terms of any agreement or instrument pursuant to which they are issued or remain outstanding, (i) are expressly made subordinate to the prior payment in full of the Guarantee of such Subsidiary Guarantor (including upon any default, bankruptcy, reorganization, liquidation, winding up or other disposition of assets of such Subsidiary Guarantor), (ii) do not mature or require any amortization and are not required to be repaid, redeemed, repurchased or otherwise retired, pursuant to a sinking fund obligation, event of default or otherwise (including any redemption, retirement or repurchase which is contingent upon events or circumstance) in whole or in part, on or prior to six months after the earlier of (a) the first date no Bonds are outstanding and (b) the final stated maturity of the Bonds, (iii) do not provide for any cash payment of interest (or premium, if any) prior to six months after the earlier of (a) the first date no Bonds are outstanding and (b) the final stated maturity of the Bonds, (iv) are not secured by any Lien on any assets of the Parent Guarantor or any of its Subsidiaries, and are not guaranteed by the Parent Guarantor or any of its Subsidiaries and (v) do not (including upon the happening of any event) restrict the payment of amounts due in respect of the Bonds or compliance by the Issuer or any of the Guarantors with their respective obligations under the Bonds and the Guarantees; *provided* that if on any date any event or circumstance occurs that results in such Borrowing ceasing to meet the conditions of any of clauses (i) through (v) above, such Borrowing shall constitute a Borrowing for the purposes of Condition 3(f) and shall be deemed to have been Incurred on such date.

“Brand” means the trademark “Vedanta” and its logo, as described in the License Agreement (Brand Fees).

“Brand Fee Adjustment” means in respect of a financial year of a Sub-Licensee, the annual adjustment of Brand Fees for that financial year payable by such Sub-Licensee pursuant to the relevant Brand Fee Agreement to which such Sub-Licensee is party.

“Brand Fee Agreements” means any agreement in respect of the provision of a sub-license for the use of the Brand and the provision of strategic services between the Parent Guarantor and VRIL, on the one hand, and any member of the VEDL Group, on the other hand.

“Brand Fees” means the royalty and brand fee payments and strategic services fee payments payable pursuant to the Brand Fee Agreements (or any of them) by any Sub-Licensee, including all pass-through fees payable by Vedanta Limited to VRIL in respect of amounts received by it from any Demerged Entity (HZL), inclusive of each relevant Brand Fee Adjustment.

“Business Day” means a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open for business in New York City, Hong Kong and London.

“Capital Stock” means, with respect to any Person, any and all shares, interests (including joint venture and partnership interests), participations or other equivalents (however designated, whether voting or non-voting) in equity of such Person, whether outstanding on the date of the Trust Deed or issued thereafter, including, without limitation, all Common Stock and Preferred Stock.

“Capitalized Lease” means, with respect to any Person, any lease of any property (whether real, personal or mixed), which, in conformity with Applicable Accounting Principles, is required to be capitalized on the balance sheet of such Person.

“Capitalized Lease Obligations” means the discounted present value of the rental obligations under a Capitalized Lease.

“Change of Control” means the occurrence of any of the following events:

- (1) the Permitted Holders are the beneficial owners of less than 35 per cent. of the total voting power of the Voting Stock of the Parent Guarantor;
- (2) any “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) is or becomes the “beneficial owner” (as such term is used in Rule 13d-3 of the Exchange Act), directly or indirectly, of total voting power of the Voting Stock of the Parent Guarantor greater than such total voting power held beneficially by the Permitted Holders; or
- (3) the Parent Guarantor or any of its Subsidiaries ceases to (a) have Control over or (b) directly or indirectly own more than 50 per cent. of the issued equity share capital of any Person which was a Material Subsidiary immediately prior to such cessation.

“Change of Control Triggering Event” means the occurrence of both a Change of Control and, if the Bonds are rated, a Rating Decline.

“Common Stock” means, with respect to any Person, any and all shares, interests or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person’s common stock or ordinary shares, whether or not outstanding at the date of the Trust Deed, and include, without limitation, all series and classes of such common stock or ordinary shares.

“Comparable Treasury Issue” means the U.S. Treasury security selected by an Independent Investment Bank having a maturity most nearly equal to the period from the redemption date to July 13, 2031.

“Comparable Treasury Price” means, with respect to any redemption date:

- (1) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations; or
- (2) if the Independent Investment Bank obtains fewer than five Reference Treasury Dealer Quotations, the average of all such quotations.

“Compliance Certificate” means a certificate signed by each of:

- (i) the chief financial officer of the Parent Guarantor; and
- (ii) a director or other authorised signatory of the Parent Guarantor,

confirming compliance with the financial ratios set out in this Condition 3, in each case as of each Balance Sheet Date and in respect of the whole of the financial year for each Balance Sheet Date falling on 31 March and in respect of the whole of the six-month period ending on the Balance Sheet Date for each Balance Sheet Date falling on 30 September, and setting out in reasonable detail the computations necessary to demonstrate such compliance.

“Consolidated EBITDA” means, for any period, the amount equal to:

- (i) “operating profit”; plus
- (ii) “depreciation”; plus
- (iii) “special items” reducing “operating profit”; minus
- (iv) “special items” increasing “operating profit,”

in each case as it is presented on consolidated financial statements of the Parent Guarantor and its Subsidiaries prepared in accordance with Applicable Accounting Principles for such period.

“Consolidated Fixed Charges” means, for any period, the sum (without duplication) of:

- (i) Consolidated Net Interest Expense for such period; and
- (ii) all cash and non-cash dividends accrued or accumulated during such period on any Disqualified Stock or Preferred Stock of the Parent Guarantor or any of its Subsidiaries held by Persons other than the Parent Guarantor or any of its Subsidiaries.

“Consolidated Net Interest Expense” means, for any period, the amount equal to “finance costs” minus “investment revenue,” in each case as it is presented on a consolidated income statement of the Parent Guarantor and its Subsidiaries prepared in accordance with Applicable Accounting Principles for such period.

“Control”, “Controlling” or “Controlled” means the right to appoint and/or remove all or the majority of the members of the board of directors or other governing body or the right to direct or cause the direction of the management and policies, in each case whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

“Demerged Entity (HZL)” means HZL or any other person to whom any assets of HZL are directly or indirectly transferred as part of a demerger or equivalent corporate reorganisation of HZL or of any other Demerged Entity (HZL), in each case, shares in whom are issued to shareholders of HZL or, as applicable, such other Demerged Entity (HZL), as consideration for such transfer.

“Disqualified Stock” means any class or series of Capital Stock of any Person that by its terms or otherwise is:

- (1) required to be redeemed prior to the stated maturity of the Bonds;
- (2) redeemable at the option of the holder of such class or series of Capital Stock at any time prior to the stated maturity of the Bonds; or
- (3) convertible into or exchangeable for Capital Stock referred to in clause (1) or (2) above or Borrowing having a scheduled maturity prior to the stated maturity of the Bonds.

“Dollar Equivalent” means, with respect to any monetary amount in a currency other than U.S. dollars, at any time for the determination thereof, the amount of U.S. dollars obtained by converting such foreign currency into U.S. dollars at the base rate for the purchase of U.S. dollars with such foreign currency as quoted by the Federal Reserve Bank of New York on the date of determination.

“Equity Value” means, as of any determination date:

- (1) with respect to any Subsidiary that is listed on an internationally recognized stock exchange, the product of (a) the volume weighted average price per share of such Subsidiary over the ninety (90) trading day period ending on the trading day immediately preceding the date of determination, *multiplied by* (b) the number of shares of such Subsidiary then held directly by the Parent Guarantor or another Subsidiary of the Parent Guarantor (the “Intermediate Subsidiary”), *multiplied by* (c) if the shares of such Subsidiary that is listed on an internationally recognized stock exchange are not held directly by the Parent Guarantor, the effective percentage ownership interest of the Parent Guarantor in the Intermediate Subsidiary as of the date of determination; or
- (2) with respect to any Subsidiary that is not listed on an internationally recognized stock exchange, the value of such Subsidiary attributable to the Parent Guarantor as of such determination date as determined by an Independent Financial Advisor within ninety (90) days of such date.

“Existing Bonds” means the following bonds issued by the Issuer: (a) the 10.25 per cent bonds due 2028 issued in November 2024; (b) the 10.875 per cent bonds due 2029 issued in September and October

2024; (c) the 9.475 per cent bonds due 2030 issued in January 2025; (d) the 11.25 per cent bonds due 2031 issued in November 2024; (e) the 9.125 per cent bonds due 2032 issued in September 2025; and (f) the 9.850 per cent bonds due 2033 issued in January 2025.

“Existing Loans” means the following loans taken by the Parent Guarantor:

- (1) U.S.\$80 million facility initially provided by Bank of Maharashtra IFSC Banking Unit pursuant to a facility agreement dated 30 December 2025;
- (2) U.S.\$500 million facility initially provided by State Bank of India, London Branch pursuant to a facility agreement;
- (3) U.S.\$600 million facility initially provided by a syndicate of lenders comprising First Abu Dhabi Bank PJSC, Mashreqbank PSC, Standard Chartered Bank, Standard Chartered Bank (Mauritius) Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch pursuant to a facility agreement dated 24 June 2025;
- (4) U.S.\$600 million facility initially provided by a syndicate of lenders comprising DB International (Asia) Limited, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc (London Branch), Mashreqbank PSC, National Development Bank PLC, Standard Chartered Bank (Mauritius) Limited, Standard Chartered Bank (Singapore) Limited, Bank of Maharashtra IFSC Banking Unit and Sumitomo Mitsui Banking Corporation, Singapore Branch pursuant to an amended and restated facility agreement dated 13 May 2026; and
- (5) U.S.\$530 million facility initially provided to Twin Star Holdings Ltd. by Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, First Abu Dhabi PJSC, Mashreqbank PSC, Standard Chartered Bank, GIFT City, and Standard Chartered Bank (Mauritius) Limited pursuant to a facility agreement dated 17 April 2025.

“Fitch” means Fitch Ratings Limited, its affiliates and any successor to or assignee of its ratings business.

“Fixed Charge Coverage Ratio” means, on any Transaction Date, the ratio of:

- (1) the aggregate amount of Consolidated EBITDA for the then most recent two semi-annual periods prior to such Transaction Date for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner) are available (the **“Two Semi-annual Period”**) and have been provided to the Trustee; to
- (2) the aggregate Consolidated Fixed Charges during such Two Semi-annual Period.

“Holdco Net Interest Expense” means, for any period, the amount equal to “finance costs” minus “investment revenue,” in each case as it is presented on the income statement of the Parent Guarantor and its Holdco Subsidiaries prepared on a standalone basis in accordance with Applicable Accounting Principles for such period.

“Holdco Subsidiaries” means the direct and indirect non-operating Subsidiaries of the Parent Guarantor which for the avoidance of doubt does not include any of the Demerged Entities, Konkola Copper Mines plc and their respective Subsidiaries.

“Incur” means, as applied to any obligation, to directly or indirectly, create, incur, issue, assume, guarantee or in any other manner become directly or indirectly liable, contingently or otherwise. Such obligation and “Incurred”, “Incurrence” and “Incurring” shall each have a correlative meaning.

“Independent Financial Advisor” means an accounting, appraisal or investment banking firm or consultant, in each case of nationally recognized standing that is, in the good faith determination of the Parent Guarantor, qualified to perform the task for which it has been engaged.

“Independent Investment Bank” means a Reference Treasury Dealer appointed by the Parent Guarantor as such.

“Indian Business Days” means a day (other than a Saturday or Sunday) on which commercial banks are open for business in Mumbai.

“Intermediate SPV” means Vedanta UK Holdings Limited, a company registered under the laws of England and Wales with company number 15119067.

“Investment” means:

- (1) any direct or indirect advance, loan or other extension of credit to another Person;
- (2) any capital contribution to another Person (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others);
- (3) any purchase or acquisition of Capital Stock (or options, warrants or other rights to acquire such Capital Stock), Borrowings, bonds, notes, debentures or other similar instruments or securities issued by another Person;
- (4) any guarantee of any obligation of another Person to the extent such obligation is outstanding and to the extent guaranteed by such Person; or
- (5) all other items that would be classified as investments (including purchases of assets outside the ordinary course of business) on a statement of financial position of such Person prepared in accordance with Applicable Accounting Principles.

“Investment Grade” means a long term credit rating of “AAA,” “AA,” “A” or “BBB,” as modified by a “±” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by S&P or a long term credit rating of “Aaa,” or “Aa,” “A” or “Baa,” as modified by a “1,” “2” or “3” indication, or an equivalent rating representing one of the four highest rating categories, by Moody’s or a long term credit rating of “AAA,” or “AA,” “A” or “BBB,” as modified by a “±,” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by Fitch or the equivalent long term credit ratings of any internationally recognised rating agency or agencies, as the case may be, which shall have been designated by the Parent Guarantor as having been substituted for S&P, Moody’s or Fitch or all of them, as the case may be.

“License Agreement (Brand Fees)” means the license agreement between the Parent Guarantor, the Intermediate SPV and VRIL dated on or prior to 8 February 2024 under which the Parent Guarantor grants to the Intermediate SPV (which grants to VRIL) a five year exclusive license of the Brand (with a potential extension for an additional five years pursuant to the terms thereof).

“Lien” means any mortgage or deed of trust, charge, pledge, lien (statutory or otherwise), privilege, security interest, hypothecation, assignment for or by way of security or other encumbrance upon or with respect to any property of any kind, real or personal, movable or immovable, now owned or hereafter acquired.

“Listed Indian Subsidiary” means any Subsidiary of the Parent Guarantor in India whose Capital Stock is listed on a stock exchange.

“Material Demerged Entity” means a Demerged Entity which is a Material Subsidiary.

“Material Subsidiary” has the meaning specified in Condition 9.

“**Moody’s**” means Moody’s Investors Service, Inc., its affiliates and any successor to or assignee of its ratings business.

“**Net Income**” means, for any period, without duplication (A) the aggregate of (i) the Brand Fees received by the Parent Guarantor, VRIL or any other Holdco Subsidiary for such period and (ii) the dividends received by the Parent Guarantor and the Holdco Subsidiaries for such period less (B) the aggregate of (i) Holdco Net Interest Expense for such period and (ii) administrative expenses of the Parent Guarantor and the Holdco Subsidiaries for such period.

“**Net Proceeds**” means the aggregate cash proceeds received by the Parent Guarantor or any Subsidiary of the Parent Guarantor in respect of any Asset Sale (including, without limitation, any cash received upon the sale or other disposition of any non-cash consideration received in any Asset Sale), net of the direct costs relating to such Asset Sale.

“**Offer to Purchase**” means an offer to purchase the Bonds by the Issuer from the Bondholders commenced by mailing a notice by first class mail, postage prepaid, to the Trustee and each Bondholder at its last address appearing in the Register stating:

- (1) the provision of the Trust Deed pursuant to which the offer is being made and that all Bonds validly tendered will be accepted for payment on a *pro rata* basis;
- (2) the purchase price and the date of purchase (which shall be a Business Day no earlier than five (5) days nor later than sixty (60) days from the date such notice is mailed) (the “Offer to Purchase Payment Date”);
- (3) that any Bond not tendered will continue to accrue interest pursuant to its terms;
- (4) that, unless the Issuer or the Guarantors, as the case may be, defaults in the payment of the purchase price, any Bond accepted for payment pursuant to the Offer to Purchase shall cease to accrue interest on and after the Offer to Purchase Payment Date;
- (5) that Bondholders electing to have a Bond purchased pursuant to the Offer to Purchase will be required to surrender the Bond, together with the form entitled “Option of the Holder to Elect Purchase” on the reverse side of the Bond completed, to the Paying Agent at the address specified in the notice prior to the close of business on the Business Day immediately preceding the Offer to Purchase Payment Date;
- (6) that Bondholders will be entitled to withdraw their election if the Paying Agent receives, not later than the close of business on the third Business Day immediately preceding the Offer to Purchase Payment Date, an email or letter setting forth the name of such Bondholder, the principal amount of Bonds delivered for purchase and a statement that such Bondholder is withdrawing his election to have such Bonds purchased; and
- (7) that Bondholders whose Bonds are being purchased only in part will be issued new Bonds equal in principal amount to the unpurchased portion of the Bonds surrendered; *provided* that each Bond purchased and each new Bond issued shall be in a minimum principal amount of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof.

On one Business Day prior to the Offer to Purchase Payment Date, the Issuer shall deposit with the Paying Agent money sufficient to pay the purchase price of all Bonds or portions thereof so accepted.

On the Offer to Purchase Payment Date, the Issuer shall:

- (a) accept for payment on a *pro rata* basis Bonds or portions thereof tendered pursuant to an Offer to Purchase; and

- (b) deliver, or cause to be delivered, to the Trustee all Bonds or portions thereof so accepted together with a certificate signed by two directors of the Issuer specifying the or portions thereof accepted for payment by the Issuer.

The Paying Agent shall promptly mail at the cost of the Issuer to the Bondholders so accepted payment in an amount equal to the purchase price, and the Registrar shall promptly authenticate and mail to such Bondholders a new Bond equal in principal amount to any unpurchased portion of the Bond surrendered; *provided* that each Bond purchased and each new Bond issued shall be in a principal amount of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof. The Issuer will publicly announce the results of an Offer to Purchase as soon as practicable after the Offer to Purchase Payment Date. The Issuer will comply with all applicable securities laws and regulations if it is required to repurchase Bonds pursuant to an Offer to Purchase and, to the extent any applicable securities laws and regulations conflict with the Offer to Purchase obligations, the Issuer will not be deemed to have breached such obligations by virtue of such compliance.

The materials used in connection with an Offer to Purchase are required to contain or incorporate by reference information concerning the business of the Parent Guarantor and its Subsidiaries which the Issuer in good faith believes will assist the Bondholders to make an informed decision with respect to the Offer to Purchase, including a brief description of the events requiring the Issuer to make the Offer to Purchase, and any other information required by applicable law to be included therein. The offer is required to contain all instructions and materials necessary to enable the Bondholders to tender Bonds pursuant to the Offer to Purchase.

“Parent Guarantor LTV Ratio” means as of any determination date, the ratio of (a) the aggregate of the Equity Values as of such determination date, without duplication, of all Subsidiaries of the Parent Guarantor that are not Holdco Subsidiaries to (b) the total amount of Borrowings (on a standalone basis) of the Parent Guarantor and the Holdco Subsidiaries, without duplication, as of such determination date.

“Permitted Business” means any business, service or activity conducted or proposed to be conducted (as described in the offering memorandum relating to the Bonds dated June 25, 2026 (the **“OM Date”**)) by the Parent Guarantor and its Subsidiaries and any other business, service or activity conducted by the Parent Guarantor and its Subsidiaries on the OM Date and other businesses reasonably related, complementary or ancillary thereto as approved by the board of directors of the Parent Guarantor from time to time.

“Permitted Holders” means any or all of the following:

- (1) Mr Anil Agarwal;
- (2) any Affiliate or a direct family member of the Person specified in clause (1) of this definition; and
- (3) any Person both the Capital Stock and the Voting Stock of which (or in the case of a trust, the beneficial interests in which) are more than 80 per cent. owned by Persons specified in clauses (1) and (2) of this definition.

“Permitted Liens” means:

- (1) Liens in favor of the Security Agent created pursuant to the Trust Deed and the Security Document with respect to the Bonds (including any Additional Bonds);
- (2) Liens to secure the performance of statutory obligations incurred in the ordinary course of business;

- (3) Liens for taxes, assessments or governmental charges or claims that are not yet delinquent or that are being contested in good faith by appropriate proceedings promptly instituted and diligently concluded; *provided* that any reserve or other appropriate provision as is required in conformity with GAAP has been made therefor;
- (4) Liens imposed by law, such as suppliers', carriers', warehousemen's, landlord's and mechanics' Liens, in each case, incurred in the ordinary course of business;
- (5) survey exceptions, easements or reservations of, or rights of others for, licenses, rights-of-way, sewers, electric lines, telegraph and telephone lines and other similar purposes, or zoning or other restrictions as to the use of real property that were not incurred in connection with Indebtedness and that do not in the aggregate materially adversely affect the value of said properties or materially impair their use in the operation of the business of such Person;
- (6) Liens securing Permitted Refinancing Borrowings which is Incurred to refinance secured Borrowings which is permitted to be Incurred under Condition (3)(c)(ii)(c)(w); *provided* that such Liens do not extend to or cover any property or assets other than the property or assets securing such secured Borrowings;
- (7) Liens on property of a Person existing at the time such Person is merged with or into or consolidated with the Parent Guarantor or any of its Subsidiaries; *provided* that such Liens were in existence prior to the contemplation of such merger or consolidation and do not extend to any assets other than those of the Person merged into or consolidated with such Person;
- (8) Liens on property (including Capital Stock) existing at the time of acquisition of the property by the Parent Guarantor or any of its Subsidiaries; *provided* that such Liens were in existence prior to such acquisition, and not incurred in contemplation of, such acquisition;
- (9) Liens on the Collateral securing Permitted Pari Passu Secured Indebtedness; and
- (10) Liens outstanding as of the Closing Date;

provided that, the only Liens permitted on the Collateral are (1), (2), (3), (4), (9) and (10).

"Person" means any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organisation.

"Potential Event of Default" means an event or circumstance which would with the giving of notice, lapse of time and/or issuing of a certificate become an Event of Default.

"Preferred Stock" as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation, winding up or dissolution of such Person, over any other class of Capital Stock of such Person.

"Primary Treasury Dealer" means a primary U.S. government securities dealer in New York City.

"Rating Agency" means, to the extent that such agency was solicited by the Issuer to provide a rating for the Bonds, any of (i) S&P, (ii) Moody's and (iii) Fitch.

"Rating Date" means the date which is ninety (90) days prior to the earlier of the date of consummation of Change of Control and a public announcement of a Change of Control.

"Rating Decline" means on, or within six months after, the earlier of the date of consummation of a Change of Control or public announcement of a Change of Control (which period shall be extended so long as the rating of the Bonds is under publicly announced consideration for possible ratings change by

any of the Rating Agencies), the notification by any of the Rating Agencies that such proposed actions will result in any of the events listed below:

- (1) if the Bonds are rated by three (3) Rating Agencies on the Rating Date as Investment Grade, the rating of the Bonds by at least two (2) such Rating Agencies shall be below Investment Grade;
- (2) if the Bonds are rated by only two (2) Rating Agencies on the Rating Date as Investment Grade, the rating of the Bonds by either such Rating Agency shall be below Investment Grade;
- (3) if the Bonds are rated by only one Rating Agency on the Rating Date as Investment Grade, the rating of the Bonds by such Rating Agency shall be below Investment Grade; or
- (4) if the Bonds are not rated as Investment Grade by any Rating Agency on the Rating Date, the rating of the Bonds by any Rating Agency shall be below the rating it provided on the Rating Date.

“Receivables Account” means the account held by VRIL with account number 46686516.

“Reference Treasury Dealer” means:

- (1) each of Axis Bank Limited, Singapore Branch, Barclays Bank PLC, Credit Suisse (Hong Kong) Limited, DBS Bank Ltd., First Abu Dhabi Bank PJSC, ICICI Bank Limited - IFSC Banking Unit, J.P. Morgan Securities plc and Standard Chartered Bank and their respective successors or any of their respective affiliates, so long as it is Primary Treasury Dealer; *provided* that, if any such Person ceases to be a Primary Treasury Dealer, the Parent Guarantor will substitute another Primary Treasury Dealer; and
- (2) any other Primary Treasury Dealer selected by the Parent Guarantor.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Bank, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Bank by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

“Requisite Consents” means the receipt of the consents in relation to the 2030 Bonds, 2031 Bonds, 2032 Bonds and the 2033 Bonds (such bonds, the **“Relevant Bonds”**) for (i) the adjustment of certain parameters in the “Additional limitations relating to Subsidiary Guarantors” covenant (Condition 3(f)) from each series of Relevant Bonds and (ii) the removal of the applicability of the “VRL Offshore Entities Secured Borrowings” covenant (Condition 3(i)) from each series of Relevant Bonds, as described in the tender offer and consent solicitation memorandum dated 9 June 2026.

“Resulting Companies” means Resulting Company 1, Resulting Company 2, Resulting Company 3 and Resulting Company 4.

“Resulting Company 1” means Vedanta Aluminium Metal Limited, a company registered under the laws of India with its registered address at C-103 Atul Projects, Corporate Avenue, New Link, Chakala MIDC, Mumbai 400093.

“Resulting Company 2” means Vedanta Power Limited a company registered under the laws of India with its registered address at Village Banawala, Mansa-Talwandi Sabo Road, Mansa, Punjab – 151302).

“Resulting Company 3” means Vedanta Oil and Gas Limited, a company registered under the laws of India with its registered address at SIPCOT Industrial Complex, Madurai Bypass Road, T.V. Puram P.O., Tuticorin, Tamil Nadu.

“Resulting Company 4” means Vedanta Iron and Steel Limited, a company registered under the laws of India with its registered address at C-103 Atul Projects, Corporate Avenue, New Link, Chakala MIDC, Mumbai 400093.

“S&P” means S&P Global Ratings, a division of the McGraw Hill Companies, Inc., its affiliates and any successor to or assignee of its ratings business.

“Sub-Licensee” means (in its capacity as sub-licensee under a particular Brand Fee Agreement):

- (1) Black Mountain Mining (Pty) Ltd (a company incorporated under the laws of South Africa, having its registered office at 1 Penge Road, Aggeneys, Northern Cape Province, South Africa);
- (2) Cairn Energy Hydrocarbons Limited (a company incorporated in Scotland with registration number SC172470);
- (3) HZL (or any Demerged Entity (HZL);
- (4) Vedanta Limited;
- (5) any Resulting Company; or,
- (6) any other Demerged Entity or Subsidiary thereof which has entered into a Brand Fee Agreement with the Parent Guarantor and/or the Intermediate SPV and VRIL.

“Tax” means any tax, levy, impost, duty or other charge or withholding of a similar nature (including any penalty or interest payable in connection with any failure to pay or any delay in paying any of the same).

“Transaction Date” means, with respect to the Incurrence of any Borrowing, the date such Borrowing is to be Incurred and, with respect to the issuance, sale, transfer or other disposition of, or purchase or other acquisition of Capital Stock, the date such Capital Stock is to be issued, sold, transferred or otherwise disposed of, or purchased or otherwise acquired.

“VEDL Group” means each Demerged Entity and each of their respective (direct and indirect) Subsidiaries (including Vedanta Limited and its (direct and indirect) Subsidiaries).

“Voting Stock” means, with respect to any Person, Capital Stock of any class or kind ordinarily having the power to vote for the election of directors, managers or other voting members of the governing body of such Person.

“VRIL” means Vedanta Resources Investments Limited.

“Wholly Owned” means, with respect to any Subsidiary, the ownership of all of the outstanding Capital Stock of such Subsidiary (other than any director’s qualifying shares or Investments by foreign nationals mandated by applicable law) by Welter or Twin Star (as applicable) or one or more Wholly Owned Subsidiaries of Welter or Twin Star (as applicable).

4 Security

The obligations of the Issuer with respect to the Bonds will, by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (as defined below) and (ii) (x) the receipt of the Requisite Consents (to the extent that the Bonds are secured over the Collateral, such date where the Bonds are so secured, the **“Security Creation Date”**) and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (as defined below), be secured by a first ranking Lien over (x) the receivables and

other rights under each of the Brand Fee Agreements and (y) the Receivables Account, in each case, held by VRIL (the “**Collateral**”). The security document, as amended and supplemented from time to time, to be executed in respect of the Collateral between VRIL, the Trustee and the Security Agent, is hereby referred to as the “**Security Document**”.

Permitted Pari Passu Secured Indebtedness

On or after the Closing Date, the Parent Guarantor will not permit VRIL to create Liens on the Collateral, other than:

(1) Liens incurred on and after the Security Creation Date (and which Liens are *pari passu* with the Lien for the benefit of the Bondholders) to secure Indebtedness of the Parent Guarantor and any of its Subsidiaries (including, but not limited to, any Existing Bonds, any Existing Loans and any Additional Bonds) (such secured Indebtedness, “**Permitted Pari Passu Secured Indebtedness**”); *provided* that:

a. the Parent Guarantor or any such Subsidiary was permitted to Incur such Indebtedness under these Conditions and any Permitted Refinancing Borrowings thereof;

b. the holders of such Indebtedness (or their representative), other than any Additional Bonds and any Indebtedness in respect of which the relevant holders or representative is already a party to the Security Sharing Agreement, become party to the Security Sharing Agreement;

c. the agreement in respect of such Indebtedness contains provisions with respect to releases of the Lien over the Collateral no more restrictive on the Issuer than the provisions of the Trust Deed and the Security Document; and

d. the Issuer delivers to the Trustee and the Security Agent an Opinion of Counsel and an Officer’s Certificate with respect to corporate and collateral matters in connection with the Security Document; and

(2) certain Permitted Liens.

The Trustee and the Security Agent will be permitted and authorized, without the consent of any Holder, to enter into any amendments to the Security Document, the Trust Deed and/or the Security Sharing Agreement and to take any other action necessary to permit the creation and registration of Liens on the Collateral to secure Permitted Pari Passu Secured Indebtedness in accordance with this paragraph and the terms of the Trust Deed.

Security Sharing Agreement and Priority

On or prior to the first Incurrence of any Permitted Pari Passu Secured Indebtedness (other than Additional Bonds), the Trustee and the Security Agent will, among others, enter into a security sharing agreement (the “**Security Sharing Agreement**”), each, without requiring any instruction or consent from the Holders, with the Issuer and the lender(s) under the Permitted Pari Passu Secured Indebtedness (or their representative).

The Security Sharing Agreement will provide for, among other things:

(1) that the parties thereto shall share equal priority and *pro rata* entitlement in and to the Collateral;

(2) the conditions that are applicable to the release of, or granting of, any Lien on the Collateral; and

(3) the conditions under which the parties thereto will enforce their rights with respect to the Collateral and the Indebtedness secured thereby.

Under the Security Sharing Agreement, the holders of any Permitted Pari Passu Secured Indebtedness (or their representative) and the Trustee on behalf of the Bondholders (such holders of any Permitted Pari Passu Secured Indebtedness (or their representative) together with the Trustee and the Security Agent collectively, the “**Pari Passu Secured Parties**”) will (subject to agreement of the terms and provisions of such appointment) appoint the Security Agent (or any successor Security Agent appointed under the Security Document if such a successor

has been so appointed) to act as the Security Agent with respect to the Collateral, to exercise remedies (subject to the terms of the Trust Deed and any document governing Permitted Pari Passu Secured Indebtedness) in respect thereof upon the occurrence of an Event of Default under the Trust Deed or an event of default under any document governing Permitted Pari Passu Secured Indebtedness, and to act as further provided in the Security Sharing Agreement.

By accepting the Bonds, each Holder shall be deemed to have consented to the execution of the Security Sharing Agreement, any supplements, amendments or modifications thereto, and any future Security Sharing Agreement permitted under the Trust Deed.

Enforcement of the Collateral

The first-ranking Liens over the Collateral will be granted to the Security Agent. The Security Agent will hold such Liens and security interests in the Collateral granted pursuant to the Security Document with sole authority as directed by the Trustee pursuant to written instruction of the majority of the Pari Passu Secured Parties to exercise remedies under the Security Document. The Security Agent has agreed to act as secured party on behalf of the Pari Passu Secured Parties under the Security Document, to follow the instructions provided to it under the Security Sharing Agreement and the Security Document and to carry out certain other duties.

The Security Agent may decline to foreclose on the Collateral, or exercise remedies available if it does not receive indemnification and/or security and/or pre-funding to its satisfaction. None of the Security Agent nor the Trustee, nor any of their respective officers, directors, employees, attorneys or agents will be responsible or liable for the existence, genuineness, value, adequacy or protection or perfection of the Collateral, for the legality, enforceability, effectiveness or sufficiency of the Security Document, for the creation, perfection, priority, sufficiency or protection or perfection of any of the Liens, or for any defect or deficiency as to any such matters, or for any failure to demand, collect, foreclose or realize upon or otherwise enforce any of the Liens or the Security Document, or any delay in doing so.

The Security Document will provide that the Issuer, Parent Guarantor and VRIL will jointly and severally indemnify the Security Agent and the Trustee for all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind imposed against the Security Agent arising out of the Security Document except to the extent that any of the foregoing are finally judicially determined to have directly resulted from the gross negligence or willful default of the Security Agent.

All payments received and all amounts held by the Security Agent in respect of the Collateral under the Security Document will, in accordance with the terms of the Security Sharing Agreement, be applied as follows:

first, to the Trustee, the Security Agent, the Agents to the extent necessary to reimburse the Trustee, the Security Agent, the Agents for any fees, costs and expenses (including any fees and expenses of legal counsel) incurred in connection with the collection or distribution of such amounts held or realized or in connection with expenses (including any fees and expenses of legal counsel) incurred in enforcing its remedies under the Security Document and preserving the Collateral and all amounts for which the Trustee, the Security Agent, the Agents and any such representative are entitled to indemnification under the Trust Deed, Agency Agreement, Security Document and the Security Sharing Agreement;

second, to the Trustee for the benefit of Holders and holders of any Permitted Pari Passu Secured Indebtedness (or their representative) on a *pro rata* and *pari passu* basis; and

third, any surplus remaining after such payments will be paid to the Issuer or whomever may be lawfully entitled thereto.

Release of Lien over the Collateral

The Liens created by the Security Document to secure the obligations of the Issuer under the Bonds will be released upon (1) the full and final payment and performance of the obligations of the Issuer under the Trust

Deed and the Bonds; (2) as provided in the Security Sharing Agreement and Security Document; (3) in connection with an enforcement sale pursuant to the Security Sharing Agreement or (4) any change in or amendment to any law, rule or regulation (or any interpretation thereto) or by any relevant government, judicial or administrative authority agency, court or similar body as a result of which (i) the Brand Fees are no longer permitted or able to be paid pursuant to any Brand Fee Agreement by a Sub-Licensee or (ii) the Lien over any Collateral is no longer permitted or able to be maintained to secure the obligations of the Issuer under the Bonds.

No release of the Collateral shall be effective against the Security Agent, the Trustee or the Holders until the Issuer shall have delivered to the Security Agent and the Trustee an Officer’s Certificate and an Opinion of Counsel stating that all requirements relating to such release have been complied with and that such release has been authorized by, permitted by, and made in accordance with, the provisions of the Trust Deed, the Security Document and the Security Sharing Agreement.

5 **Interest and Amortization of Principal**

Interest

The Bonds will bear interest from the Closing Date at the rate of 7.375 per cent. per annum, payable semi-annually in arrear, on January 13 and July 13 of each year, commencing on January 13, 2027 (each such interest payment date, an “**Interest Payment Date**”). Interest on the Bonds shall accrue from (and including) the Closing Date or the most recent date to which interest has been paid (as applicable) and ending on (but excluding) the next Interest Payment Date for the Bonds. Each Bond will cease to bear interest from the due date for redemption unless, upon surrender in accordance with Condition 7, payment of the full amount of principal is improperly withheld or refused or unless default is otherwise made in respect of any such payment. In such event the Bonds shall continue to bear interest at the applicable rate (both before and after judgment) until, but excluding whichever is the earlier of:

- (a) the day on which all sums due in respect of the Bonds up to that day are received by or on behalf of the relevant holder; and
- (b) the day which is seven calendar days after the Trustee or the Paying Agent has notified Bondholders of receipt of all sums due in respect of all the Bonds up to that seventh calendar day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

If interest is required to be calculated for a period of less than one year, it will be calculated on the basis of a 360-day year consisting of twelve (12) months of thirty (30) days each and, in the case of an incomplete month, the number of days elapsed.

Amortization of Principal

Installments of principal on the Bonds are payable (each, a “**Mandatory Amortization Redemption**”) on each of the dates shown below (each, an “**Amortization Payment Date**”), on a *pro rata* pass through distribution of principal basis, to the Holders thereof on the immediately preceding Interest Record Date. The amount to be redeemed on the applicable Amortization Payment Date (such amount, the “**Amortization Amount**”) shall be equal to the product of (x) the applicable Amortization Ratio (outlined in the table below) on the applicable Amortization Payment Date *times* (y) the principal amount of Bonds outstanding immediately prior to the applicable Amortization Payment Date. The redemption price shall be the principal amount thereof, plus accrued and unpaid interest to, but not including, the applicable Amortization Payment Date.

Amortization Payment Date	Amortization Ratio
January 13, 2032.....	5.0%

Amortization Payment Date	Amortization Ratio
July 13, 2032.....	5.0%
January 13, 2033.....	22.5%
July 13, 2033.....	22.5%
January 13, 2034.....	22.5%
July 13, 2034.....	22.5%

No notice of Mandatory Amortization Redemption will be required to be delivered to the Holders. Neither the Trustee, the Security Agent nor the Agents shall be responsible for monitoring, verifying or calculating the Amortization Amount and will not be responsible to the Holders for any loss arising from any failure by it to do so.

6 Redemption and Purchase

(a) Final redemption

Unless previously redeemed, or purchased and cancelled as provided herein, the Bonds will be redeemed at their principal amount on July 13, 2034.

The Bonds may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.

(b) Redemption at the option of the Issuer

At any time and from time to time prior to July 13, 2029, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to 100 per cent. of the principal amount of the Bonds being redeemed, plus the Applicable Premium, plus accrued and unpaid interest, if any, to (but excluding) the redemption date. None of the Agents or the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Applicable Premium or any amounts payable under any notice of redemption and none of them shall be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

At any time and from time to time on or after July 13, 2029, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the following redemption prices (expressed as percentages of principal amount of the Bonds) plus accrued and unpaid interest, if any, to (but excluding) the redemption date, if redeemed during the twelve-month period beginning on July 13 of the years indicated below:

Year	Redemption Price
	<i>(Per cent.)</i>
2029	103.688%
2030	101.844%
2031	100.000%

At any time and from time to time, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the Bonds (calculated after giving effect to any issuance of Additional Bonds) at a redemption price (expressed as a percentage of the principal amount of the Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

Any optional redemption of Bonds and notice of redemption under this Condition 6(b) may, at the Issuer's discretion, be subject to the satisfaction (or waiver by the Issuer in its sole discretion) of one or more conditions precedent. If any such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice may state that, in the Issuer's sole discretion, the redemption date may be delayed until such time as any or all such conditions shall be satisfied, or such redemption may not occur and such notice may be rescinded if any or all such conditions shall not have been satisfied by the redemption date, or by the redemption date so delayed.

If fewer than all the Bonds are to be redeemed, the Bonds for redemption will be selected on a *pro rata* pass through distribution of principal basis or by such other method as required by law or requirement of any stock exchange on which the Bonds are listed or Euroclear Bank SA/NV and Clearstream Banking S.A. or any alternative clearing system; *provided* that Bonds with a principal amount of U.S.\$200,000 will not be redeemed in part.

(c) Redemption for taxation reasons

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Bondholders, the Paying Agent, the Trustee and the Security Agent, at their principal amount (together with interest accrued and unpaid to (but excluding) the date fixed for redemption), if:

- (i) the Issuer (or any Guarantor) has or will become obliged to pay additional amounts as provided or referred to in Condition 8 as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction (as defined in Condition 8), or any authority therein or thereof having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date hereof; and
- (ii) such obligation cannot be avoided by the Issuer (or as the case may be, the relevant Guarantor) taking reasonable measures available to it (*provided* that changing the jurisdiction of organisation of the Issuer (or as the case may be, the relevant Guarantor) is not a reasonable measure for purposes of this section),

provided that no such notice of redemption shall be given earlier than ninety (90) calendar days prior to the earliest date on which the Issuer (or, as the case may be, the relevant Guarantor) would be obliged to pay such additional amounts were a payment in respect of the Bonds or the Guarantees then due and, unless at the time such notice is given, the obligation to pay additional amounts remains in effect. Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer (or, as the case may be, the relevant Guarantor) shall deliver to the Trustee a certificate signed by two directors of the Issuer (or, as the case may be, the relevant Guarantor) stating that the obligation referred to in (i) above cannot be avoided by the Issuer (or, as the case may be, the relevant Guarantor) taking reasonable measures available to it and the Trustee shall be entitled to accept such certificate as sufficient evidence of the satisfaction of the condition precedent set out in (i) and (ii) above in which event it shall be conclusive and binding on the Bondholders.

Any redemption of Bonds and notice of redemption under this Condition 6(c) may, at the Issuer's discretion, be subject to the satisfaction (or waiver by the Issuer in its sole discretion) of one or more conditions precedent. If any such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice may state that, in the Issuer's sole discretion, the redemption date may be delayed until such time as any or all such conditions shall be satisfied, or such redemption may not occur and such notice may be rescinded if any or all such conditions shall not have been satisfied by the redemption date, or by the redemption date so delayed.

(d) **Repurchase of Bonds Upon a Change of Control Triggering Event**

Not later than thirty (30) days following the occurrence of a Change of Control Triggering Event, the Issuer will make an Offer to Purchase all outstanding Bonds (a "**Change of Control Offer**") at a purchase price equal to 101.0 per cent. of the principal amount thereof, plus accrued and unpaid interest, if any, to (but excluding) the applicable Offer to Purchase Payment Date.

Notwithstanding the above, the Issuer will not be required to make a Change of Control Offer following a Change of Control if a third party makes the Change of Control Offer in the same manner and at the same time and purchases all Bonds validly tendered and not withdrawn under such Change of Control Offer.

Except as described above with respect to a Change of Control, the Trust Deed does not contain provisions that permit the Bondholders to require that the Issuer purchase or redeem the Bonds in the event of a takeover, recapitalisation or similar transaction.

Neither the Trustee, the Security Agent nor the Agents shall be required to take any steps to ascertain whether a Change of Control Triggering Event or any event which could lead to a Change of Control Triggering Event has occurred or may occur and shall be entitled to assume that no such event has occurred until it has received written notice to the contrary from the Issuer. The Trustee, the Security Agent and Agents shall not be required to take any steps to ascertain whether the condition for the exercise of the rights herein has occurred. The Trustee, the Security Agent and Agents shall not be responsible for determining or verifying whether a Bond is to be accepted for redemption and will not be responsible to the Bondholders for any loss arising from any failure by it to do so. The Trustee, the Security Agent and Agents shall not be under any duty to determine, calculate or verify the redemption amount payable hereunder and will not be responsible to the Bondholders for any loss arising from any failure by it to do so.

(e) **Purchase**

Subject to the requirements (if any) of any stock exchange on which the Bonds may be listed at the relevant time, the Parent Guarantor and any of its Subsidiaries may at any time purchase Bonds in the open market or otherwise (including through tender or exchange offers). The Bonds so purchased, while held by or on behalf of the Issuer, the Parent Guarantor or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Bondholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Bondholders or for the purposes of Condition 13(a).

(f) **Cancellation**

All Bonds so redeemed will be cancelled and may not be re-issued or resold. All Bonds purchased pursuant to this Condition may be cancelled at the discretion of the relevant purchaser. Bonds may be surrendered for cancellation by surrendering each such Bond to the Paying Agent and if so surrendered shall be cancelled as soon as reasonably practicable (and may not be reissued or resold) and the obligations of the Issuer in respect of any such Bonds shall be discharged.

7 **Payments**

(a) **Principal and Interest**

Payment of principal and interest due other than on an Interest Payment Date will be made in United States dollars by transfer to the registered account of the Bondholder. Payment of principal will only be made after surrender of the relevant Certificate at the specified office of any of the Paying Agents.

Interest on Bonds due on an Interest Payment Date will be paid in United States dollars by wire transfer on the due date for the payment of interest to the holder shown on the Register at the close of business on the fifteenth day before the due date for the payment of interest (the “**Interest Record Date**”). Payments of interest on each Bond will be made by transfer to the registered account of the Bondholder.

(b) **Registered accounts**

For the purposes of this Condition, a Bondholder’s registered account means the United States dollar account maintained by or on behalf of it with a bank in New York City, details of which appear on the Register at the close of business on the second business day (as defined below) before the due date for payment, and a Bondholder’s registered address means its address appearing on the Register at that time.

(c) **Payments subject to fiscal laws**

All payments are subject in all cases to:

- (iii) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 8; and
- (iv) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Bondholders in respect of such payments.

(d) **Payment initiation**

Where payment is to be made by transfer to a registered account, payment instructions (for value on the due date or, if that is not a business day (as defined below), for value on the first following day which is a business day) will be initiated on the due date for payment (or, if it is not a business day, the first following day which is a business day) or, in the case of a payment of principal, if later, on the business day on which the relevant Certificate is surrendered at the specified office of a Paying Agent.

Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a business day or if the Bondholder is late in surrendering its Certificate (if required to do so).

(e) **Business Day**

If any date for payment in respect of any Bond is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this Condition 7, “business day” means:

- (v) in the case of payment by transfer to a registered account, a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open for business in New York City, Hong Kong and the place of the specified office of the Paying Agent; and
- (vi) in the case of the surrender of a Certificate, a day in which commercial banks are open for business in the place of the specified office of the Paying Agent to whom the Certificate is

surrendered. If an amount which is due on the Bonds is not paid in full, the Registrar will annotate the Register with a record of the amount (if any) in fact paid.

(f) **Paying Agents**

The initial Paying Agent, Transfer Agent and Registrar and their initial specified offices are listed below. The Issuer reserves the right at any time with the approval of the Trustee to vary or terminate the appointment of any Paying Agent, Transfer Agent or Registrar and appoint additional or other paying agents, transfer agents or registrars; *provided* that it will maintain:

- (vii) a Paying Agent;
- (viii) a paying agent in Singapore so long as the Bonds are listed on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and the rules of the SGX-ST so require; and
- (ix) a Registrar.

Notice of any change in the Paying Agent, Transfer Agent or Registrar or their specified offices will promptly be given to the Bondholders and the SGX-ST (so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require).

8 **Taxation**

All payments of principal and interest by or on behalf of the Issuer or the Guarantors in respect of the Bonds or the Guarantees, as applicable, shall be made free and clear of, and without set off or counterclaim and withholding or deduction for or on account of, any taxes, duties, assessments or governmental charges (including, without limitation, penalties and interest and other amounts related thereto) of whatever nature imposed, levied, collected, withheld or assessed by or within the United Kingdom, Mauritius or Cyprus or any other jurisdiction in which the Issuer or any Guarantor is then incorporated, organised, engaged in business for tax purposes or resident for tax purposes or through which any payment on the Bonds or the Guarantees is made on behalf of the Issuer or a Guarantor (each, a “**Tax Jurisdiction**”) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. If such withholding or deduction is required by law, the Issuer, or as the case may be, the Guarantors shall pay such additional amounts as will result in receipt by the Bondholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Bond:

- (a) to a holder (or to a third party on behalf of a holder) who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of such holder (or its beneficial owner or equity holder) having some connection with a Tax Jurisdiction other than the mere holding of such Bond or exercising any rights or obligations relating thereto;
- (b) in the case of payment of principal or interest (other than interest due on an Interest Payment Date) if the Certificate in respect of such Bond is presented for payment more than thirty (30) days after the Relevant Date except to the extent that the holder of it would have been entitled to such additional amounts on presenting such Certificate for payment on the last day of such period of thirty (30) days;
- (c) with respect to taxes, duties, assessments or governmental charges in respect of such Bond imposed as a result of the failure of the holder or beneficial owner of such Bond to comply with a written request of the Issuer or the relevant Guarantor at least sixty (60) days before any such withholding or deduction would be payable to provide timely or accurate information concerning the nationality, residence or identity of the holder or beneficial owner or to make any valid or timely declaration or similar claim or satisfy any certification, information or other reporting requirement (to the extent such holder or beneficial owner is legally eligible to do so), which is required or imposed by a statute, treaty, regulation

or administrative practice of a Tax Jurisdiction or any authority therein or thereof having the power to tax as a condition to exemption from all or part of such taxes;

- (d) for any estate, inheritance, gift, sale, transfer, personal property or similar tax or assessment;
- (e) for any Taxes imposed or required to be withheld under Sections 1471 to 1474 (or any successor provisions or amendments thereof) of the Code, any regulations or other official guidance thereunder, any intergovernmental agreement entered into in connection therewith or any law or regulation (or any official interpretation thereof) implementing an intergovernmental approach thereto, or any agreements entered into pursuant to Section 1471(b) of the Code; or
- (f) for any taxes, duties, assessments or governmental charges payable otherwise than by deduction or withholding on payments under such Bond or the Guarantees.

Such additional amounts shall also not be payable where, had the beneficial owner of the Bond been the holder of the Bond, it would not have been entitled to payment of additional amounts by reason of clauses (a) through (f) inclusive above.

“Relevant Date” means whichever is the later of:

- (i) the date on which such payment first becomes due; and
- (ii) if the full amount payable has not been received by the Paying Agent or the Trustee on or prior to such due date, the date on which, the full amount having been so received, notice to that effect shall have been given to the Bondholders and payment made.

Any reference in these Conditions to principal and/or interest in respect of the Bonds shall be deemed to include any additional amounts which may be payable under this Condition or any undertaking given in addition to or substitution for it under the Trust Deed.

9 Events of Default

The Trustee at its discretion may, and if so requested by holders of not less than 25 per cent. in principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution shall (subject in each case to it being indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction), give notice in writing to the Issuer and the Parent Guarantor that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest, if applicable, if any of the following events (each, an **“Event of Default”**) shall have occurred:

(a) **Non-Payment:**

- (i) the Issuer and the Guarantors fail to pay all or any part of the principal of any of the Bonds when the same shall become due and payable, whether at maturity, upon redemption or otherwise and such failure continues for a period of seven calendar days; or
- (ii) the Issuer and the Guarantors fail to pay any instalment of interest upon any of the Bonds as and when the same shall become due and payable, and such failure continues for a period of fourteen (14) calendar days; or

(b) **Breach of Other Obligations:**

- (i) the Issuer fails to make or consummate an Offer to Purchase with respect to any of the Bonds in the manner set out in Condition 6(d); or
- (ii) the Issuer or any Guarantor defaults in the performance or observance of or compliance with any of its other obligations set out in the Bonds or the Trust Deed or under the Guarantees (other than

under Condition 4), which default is incapable of remedy or, if in the opinion of the Trustee such default is capable of remedy, is not remedied within forty-five (45) calendar days after the date on which written notice specifying such failure, stating that such notice is a “Notice of Default” under the Bonds and demanding that the Issuer or, as the case may be, the relevant Guarantor remedy the same, shall have been given to the Issuer and the Parent Guarantor by the Trustee; or

(c) **Cross-Default:**

- (i) any other present or future indebtedness of the Issuer, any Guarantor or any of the Material Subsidiaries for or in respect of moneys borrowed or raised becomes due and payable prior to its stated maturity (otherwise than at the option of the Issuer, any Guarantor or any Material Subsidiary, as the case may be) by reason of any actual or potential default, event of default or the like (howsoever described); or
- (ii) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period originally provided for; or
- (iii) the Issuer, any Guarantor or any of the Material Subsidiaries fails to pay when due (or within any applicable grace period originally provided for) any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised;

provided that the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which any one or more of the events mentioned above in this Condition 9(c) has or have occurred equals or exceeds U.S.\$100,000,000 (or the Dollar Equivalent thereof); or

(d) **Enforcement Proceedings:** A distress, attachment, execution or other legal process (other than distraint or attachment imposed by any government, authority or agent prior to enforcement foreclosure) is levied, enforced or sued out, as the case may be, on or against all or a substantial part of the property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries and is not:

- (i) either discharged or stayed within sixty (60) calendar days or in circumstances where the levy, enforcement or suing out, as the case may be, of such legal process is not, or does not become, materially prejudicial to the interests of the Bondholders, within 120 calendar days; or
- (ii) being contested in good faith on the basis of appropriate legal advice provided by reputable independent counsel in the relevant jurisdiction or jurisdictions and by appropriate proceedings; or

(e) **Security Enforced:** An encumbrancer takes possession or a receiver, administrator, administrative receiver, liquidator, examiner, manager, receiver and manager or other similar person (any of the foregoing, an “**Administrator or Receiver**”) is appointed over, or an attachment order is issued in respect of, the whole or a substantial part of the undertaking, property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries and in any such case such possession or appointment is not stayed or terminated or the debt on account of which such possession was taken or appointment made is not discharged or satisfied within sixty (60) calendar days of such appointment or the issue of such order; or

(f) **Insolvency:** The Issuer, any Guarantor or any of the Material Subsidiaries:

- (i) is insolvent or bankrupt or is deemed to be insolvent as a result of a court being satisfied that the value of the Issuer, any Guarantor or any of the Material Subsidiaries’ assets is less than the amount of its liabilities, taking into account contingent and prospective liabilities, or unable to pay its debts or stops, suspends or threatens to stop or suspend payment of all or a substantial part of (or of a particular type of) its debts as they mature; or

- (ii) applies for or consents to or suffers the appointment of an Administrator or Receiver in respect of the Issuer, any Guarantor or any of the Material Subsidiaries or over the whole or a substantial part of the undertaking, property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries; or
 - (iii) proposes or makes or enters into a general assignment or an arrangement or composition with or for the benefit of its creditors in respect of any of such debts or a moratorium is agreed or declared or comes into effect in respect of or affecting all or a substantial part of (or of a particular type of) the debts of the Issuer, any Guarantor or any of the Material Subsidiaries, except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by an Extraordinary Resolution; or
- (g) **Winding-up, Disposals:** An Administrator or Receiver is appointed, an order is made or an effective resolution is passed for the winding-up, dissolution, striking off the register, examinership or administration of the Issuer, any Guarantor or any of the Material Subsidiaries, or the Issuer, any Guarantor or any of the Material Subsidiaries ceases or threatens to cease to carry on all or a substantial part of its business or operations, or the Issuer, any Guarantor or any of the Material Subsidiaries sells or disposes of all or a substantial part of its assets or business whether as a single transaction or a number of transactions, related or not; except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger, consolidation or other similar arrangement:
- (i) on terms previously approved by an Extraordinary Resolution; or
 - (ii) in the case of a Material Subsidiary, not including arising out of the insolvency of such Material Subsidiary and under which all or substantially all of its assets are transferred to another member or members of the Group or to a transferee or transferees which immediately upon such transfer become(s) a Subsidiary or Subsidiaries of the Parent Guarantor; or
- (h) **Expropriation:** Any governmental authority or agency condemns, seizes, compulsorily purchases or expropriates (excluding any distraint or attachment prior to enforcement or foreclosure) all or a substantial part of the assets or shares of the Issuer, any Guarantor or any of the Material Subsidiaries; or
- (i) **Issuer or Subsidiary Guarantor ceases to be Subsidiary:** The Issuer ceases to be a Subsidiary wholly-owned and controlled, directly or indirectly, by the Parent Guarantor or any Subsidiary Guarantor ceases to be a Subsidiary; or
- (j) **Analogous Events:** Any event occurs which under the laws of the Issuer's, the relevant Guarantor's or the relevant Material Subsidiary's (as the case may be) place of incorporation or principal place of business has an analogous effect to any of the events referred to in paragraphs (d) to (i) above; or
- (k) **Guarantees:** The Guarantee of any Guarantor is not (or is claimed by any Guarantor not to be) in full force and effect.

In addition, in the case of paragraph (a), the holders of not less than 25 per cent. in principal amount of the Bonds then outstanding may give notice in writing to the Issuer and the Parent Guarantor (with a copy to the Trustee) that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest, if applicable.

Upon any such notice being given by the Trustee or such holders to the Issuer and the Parent Guarantor, the Bonds will immediately become due and payable at their principal amount, together with accrued interest as provided in the Trust Deed, *provided* that no such notice may be given unless an Event of Default shall have occurred.

“Material Subsidiary” means, at any particular time, a Subsidiary of the Parent Guarantor:

- (a) whose:
 - (i) total assets; or
 - (ii) gross revenues,

(in each case on an unconsolidated basis) attributable to the Parent Guarantor are equal to or greater than 10 per cent. of the consolidated total assets or consolidated gross revenues of the Parent Guarantor, as applicable (in each case as calculated based on the latest annual unconsolidated financial statements of the Subsidiary and the latest audited annual consolidated financial statements of the Parent Guarantor); or
- (b) to which is transferred all or substantially all of the business, assets and undertaking of a Subsidiary of the Parent Guarantor which immediately prior to such transfer is a Material Subsidiary, whereupon the transferor Subsidiary of the Parent Guarantor shall immediately cease to be a Material Subsidiary and the transferee Subsidiary shall immediately become a Material Subsidiary (subject to the provisions of paragraph (a) above).

A report by two directors of the Parent Guarantor that in their opinion a Subsidiary of the Parent Guarantor is or is not, or was or was not, at any particular time or throughout any specified period a Material Subsidiary shall, in the absence of manifest error, be conclusive and binding on the Trustee and the Bondholders.

10 **Consolidation, Amalgamation or Merger**

The Parent Guarantor will not consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to, any corporation or convey or transfer its properties and assets substantially as an entirety to any person (the consummation of any such event, a “Merger”), unless:

- (a) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets shall expressly assume, by a supplemental trust deed in form and substance satisfactory to the Trustee, all obligations of the Parent Guarantor under the Trust Deed and the Bonds and the performance of every covenant and agreement applicable to it contained therein;
- (b) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets, if not organised under the law of the United Kingdom, shall expressly agree, by a supplemental trust deed in form and substance satisfactory to the Trustee, that its jurisdiction of organisation (or any authority therein or thereof having power to tax) will be added as a Tax Jurisdiction to Condition 8 and clause (c) of Condition 6, subject to clause (d) of the first paragraph of this Condition 10;
- (c) immediately after giving effect to any such Merger, no Event of Default or Potential Event of Default shall have occurred or be continuing or would result therefrom as confirmed to the Trustee by:
 - (iii) a certificate signed by two directors of the Parent Guarantor; and
 - (iv) a certificate signed by two directors of the Person that would result from such Merger or that would acquire such properties and assets; and
- (d) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets shall expressly agree, among other things, not to redeem the Bonds pursuant to Condition 6(c) as a result of it becoming obliged to pay any additional amounts (as provided or referred to in Condition 8) arising solely as a result of such Merger.

Each Subsidiary Guarantor will not, and the Parent Guarantor will not permit any Subsidiary Guarantor to, consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to,

any corporation or convey or transfer its properties and assets substantially as an entirety to any Person other than the Parent Guarantor or another Subsidiary Guarantor (the consummation of any such event, a “**Subsidiary Merger**”), unless:

- (a) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets shall expressly assume, by a supplemental trust deed in form and substance satisfactory to the Trustee, all obligations of such Subsidiary Guarantor under the Trust Deed and the Bonds and the performance of every covenant and agreement applicable to it contained therein;
- (b) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets, if not organised under the law of the jurisdiction of organisation of such Subsidiary Guarantor, shall expressly agree, by a supplemental trust deed in form and substance satisfactory to the Trustee, that its jurisdiction of organisation (or any authority therein or thereof having power to tax) will be added as a Tax Jurisdiction to Condition 8 and clause (c) of Condition 6, subject to clause (d) of the second paragraph of this Condition 10;
- (c) immediately after giving effect to any such Subsidiary Merger, no Event of Default or Potential Event of Default shall have occurred or be continuing or would result therefrom as confirmed to the Trustee by:
 - (i) a certificate signed by two directors of the Parent Guarantor; and
 - (ii) a certificate signed by two directors of the Person that would result from such Subsidiary Merger or that would acquire such properties and assets;
- (d) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets shall expressly agree, among other things, not to redeem the Bonds pursuant to Condition 6(c) as a result of it becoming obliged to pay any additional amounts (as provided or referred to in Condition 8) arising solely as a result of such Subsidiary Merger; and
- (e) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets would, on the date of such transaction after giving pro forma effect thereto, be permitted to Incur at least U.S.\$1.00 of additional Borrowings pursuant to the Subsidiary Guarantor Attributable Leverage Ratio test set forth in the first paragraph of Condition 3(f).

The Issuer will not, and the Parent Guarantor will not permit the Issuer to, consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to, any corporation or convey or transfer its properties and assets substantially as an entirety to any person (other than the Parent Guarantor).

11 Prescription

Claims in respect of principal and interest will become void unless made within a period of 10 years in the case of principal and five years in the case of interest from the appropriate Relevant Date.

12 Replacement of Certificates

If any Certificate representing a Bond is lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the Registrar subject to all applicable laws and stock exchange or other relevant authority requirements, upon payment by the claimant of the costs and expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer and the Parent

Guarantor may require (*provided* that the requirement is reasonable in the light of prevailing market practice). Mutilated or defaced Certificates must be surrendered before replacements will be issued.

13 **Meetings of Bondholders, Modification and Waiver**

(a) **Meetings of Bondholders**

The Trust Deed contains provisions for convening meetings of Bondholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of any of these Conditions or any provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement and the Security Document. Such a meeting may be convened by the Issuer, the Parent Guarantor or the Trustee at any time and shall be convened by the Trustee if it receives a written request by Bondholders holding not less than 15 per cent. in principal amount of the Bonds for the time being outstanding. The quorum for any such meeting convened to consider an Extraordinary Resolution will be two (2) or more persons holding or representing a clear majority in principal amount of the Bonds for the time being outstanding, or at any adjourned meeting two (2) or more persons being or representing Bondholders whatever the principal amount of the Bonds held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*:

- (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds;
- (ii) to reduce or cancel the principal amount of, or interest on, the Bonds;
- (iii) to change the currency of payment of the Bonds;
- (iv) to cancel or modify any Guarantee in relation to the Bonds (other than any modification described in Condition 13(b));
- (v) to modify or discharge any Lien on the Collateral securing the Bonds (other than in accordance with Condition 4);
- (vi) to impair or affect the contractual right of any Bondholder of Bonds to bring suit for the enforcement of any contractual right to payment, on or after the due date expressed in the Bonds; and
- (vii) to modify the provisions concerning the quorum required at any meeting of Bondholders or the majority required to pass an Extraordinary Resolution,

in which case the necessary quorum will be two (2) or more persons holding or representing not less than two-thirds, or at any adjourned meeting not less than one-third, in principal amount of the Bonds for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Bondholders of Bonds (whether or not they were present at the meeting at which such resolution was passed and whether or not they voted in favour).

The expression “**Extraordinary Resolution**” means a resolution passed at a meeting of Bondholders duly convened and held in accordance with these provisions by a majority consisting of not less than two-thirds of the votes cast.

(b) **Modification and Waiver**

The Trustee may agree, without the consent of the Bondholders, to:

- (i) any modification to these Conditions or to the provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document which is in its opinion of a formal, minor or technical nature or is made to correct a manifest error, and

- (ii) any other modification (except as provided for in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of these Conditions, the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document which is in the opinion of the Trustee not materially prejudicial to the interests of the Bondholders, and
- (iii) add any guarantor or any guarantee of the Bonds or any collateral to secure the Bonds, in each case, at the cost of the Issuer.

Any such modification, authorisation or waiver shall be binding on the Bondholders and such modification shall be notified to the Bondholders as soon as practicable.

(c) Written resolutions of 75 per cent. holders

The Trust Deed provides that (i) a written resolution signed, and (ii) consent given by way of electronic consents through the relevant clearing system(s) in accordance with their operating rules and procedures, by or on behalf of the holders of not less than 75 per cent. of the aggregate principal amount outstanding of Bonds who for the time being are entitled to receive notice of a meeting in accordance with the provisions of the Trust Deed shall, in each case, be as valid and effective as a duly passed Extraordinary Resolution at a meeting of bondholders duly convened and held. Such written resolution and/or consent given by way of electronic consents will be binding on all Bondholders whether or not they participated in such written resolution and/or electronic consent, as the case may be.

(d) Entitlement of the Trustee

In connection with the exercise of its powers, trusts, authorisations or discretions (including but not limited to those referred to in this Condition), the Trustee shall have regard to the interests of the Bondholders as a class and shall not have regard to the consequences of such exercise for individual Bondholders (including as a result of their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory) and the Trustee shall not be entitled to require, nor shall any Bondholder be entitled to claim, from the Issuer or the Guarantors, or in the case of a claim by any Bondholder, the Trustee, any indemnification or payment in respect of any tax consequence of any such exercise upon individual Bondholders.

14 Enforcement

At any time after the Bonds become due and payable, the Trustee and the Security Agent may, at its discretion and without further notice, take such steps and/or actions and/or institute such proceedings against the Issuer and/or the Guarantors as it may think fit to enforce the terms of the Trust Deed, the Security Document, the Security Sharing Agreement, the Bonds and/or the Guarantees of Bonds, and direct the Security Agent to take steps to enforce on the Collateral, but it need not take any such proceedings unless:

- (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Bondholders holding at least one-quarter in principal amount of the Bonds outstanding; and
- (b) it shall have been first indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction.

No Bondholder may proceed directly against the Issuer and/or the Guarantors unless the Trustee or the Security Agent (as the case may be), having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing. However, such limitation does not apply to the contractual right of any Bondholder to bring suit for the enforcement of any contractual right to payment, on or after the due date expressed in the Bonds.

The Security Agent may at its discretion take possession of and/or realize all or any part of the Collateral and/or take action or proceedings against any person liable in respect of all or any part of the Collateral and/or any rights in relation to the Security Document and take any steps and/or actions and/or proceedings provided for in or pursuant, and/or subject to, the Security Document and applicable laws, but without any liability to any person as to the consequences of such steps and/or actions and/or proceedings and without having regard to the effect of such steps and/or actions and/or proceedings on the Issuer or individual Bondholders, and *provided* that the Security Agent shall not be required to take any steps and/or actions and/or proceedings without first being indemnified and/or secured and/or prefunded to its satisfaction.

Following any realization of the Lien over the Collateral, the Security Agent and the Trustee will procure that the proceeds are applied pursuant to the Trust Deed.

15 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and the Security Agent and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment unless first indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction. Each of the Trustee and the Security Agent is entitled to enter into business transactions with the Issuer, any Guarantor and any entity related to the Issuer or any Guarantor without accounting for any profit.

Each of the Trustee and the Security Agent may rely without liability to Bondholders, the Issuer, the Guarantor or any other person on any certificate, report or advice prepared by any legal counsel, the auditors, professional advisers or any other expert or person pursuant to these Conditions and/or the Trust Deed, whether or not addressed to the Trustee or the Security Agent and whether or not the auditors liability in respect thereof is limited by a monetary cap or otherwise; any such certificate, report or advice shall be conclusive and binding on the Issuer, the Guarantors, the Trustee, the Security Agent and the Bondholders.

None of the Trustee, the Security Agent or any of the Agents shall be responsible for the performance by the Issuer, the Guarantor or any other person appointed by the Issuer or the Guarantor in relation to the Bonds of the duties and obligations on their part expressed in respect of the same and, unless it has express written notice from the Issuer or the Guarantor to the contrary, the Trustee, the Security Agent and each Agent shall be entitled to assume that the same are being duly performed. None of the Trustee, the Security Agent or any Agent shall be liable to any Bondholder, the Issuer, the Guarantor or any other person for any action taken by the Trustee, the Security Agent or such Agent in accordance with the instructions of the Bondholders. The Trustee and the Security Agent shall be entitled to rely conclusively on any direction, request or resolution of Bondholders given by holders of the requisite principal amount of Bonds outstanding or passed at a meeting of Bondholders convened and held in accordance with the Trust Deed or passed as otherwise provided in the Trust Deed.

Whenever the Trustee or the Security Agent is required or entitled by the terms of the Trust Deed, the Agency Agreement, the Security Sharing Agreement, the Security Document or these Conditions to exercise any discretion or power, take or refrain from any action, make any decision or give any direction, the Trustee and the Security Agent is entitled, prior to its exercising any such discretion or power, taking or refraining from any such action, making any such decision, or giving any such direction, to seek directions or clarification of directions from the Bondholders by way of an Extraordinary Resolution, and the Trustee and the Security Agent shall not be responsible for any loss or liability incurred by any person as a result of any delay in it exercising such discretion or power, taking or refraining from such action, making such decision, or giving such direction where the Trustee and the Security Agent is seeking such directions or clarification of directions from Bondholders or in the event that no such directions or clarification of directions are received.

None of the Trustee, the Security Agent or the Agents shall be under any obligation to monitor compliance with the provisions of the Trust Deed, the Agency Agreement, or these Conditions. The Trustee, the Security Agent and the Agents shall have no obligation to calculate or monitor anything in relation to the covenants in Condition

3. None of the Trustee, the Security Agent or the Agents shall be under any obligation to ascertain whether an Event of Default, Potential Event of Default, Change of Control or breach of covenant or any event which could lead to the occurrence of any such events has occurred, and shall not be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

Each Bondholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer and its Subsidiaries, and the Trustee and Security Agent shall not at any time have any responsibility for the same and each Bondholder shall not rely on the Trustee and Security Agent in respect thereof.

16 Further Issues

The Issuer may from time to time without the consent of the Bondholders create and issue further securities (“**Additional Bonds**”) having the same terms and conditions as the Bonds in all respects (or in all respects except for the issue date, the issue price, the first payment of interest on them, the first payment date of an Amortization Amount on them, the first date on which interest will accrue and Amortization Amounts which will be owing, and, to the extent necessary, certain temporary securities law transfer restrictions), and so that such further issue shall be consolidated and form a single series with the outstanding securities (including the Bonds) or upon such terms as the Issuer may determine at the time of their issue, *provided that*, if the securities of such further issue are not fungible with the Bonds for U.S. federal income tax purposes, such securities will have a separate ISIN from those of the Bonds. References in these Conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Bonds. Any further securities forming a single series with the outstanding securities (including the Bonds) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed.

17 Notices

Notices to Bondholders will be valid if published in a leading newspaper having general circulation in Singapore (which is expected to be *The Business Times*). Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the first date on which publication is made.

So long as the Bonds are represented by the Global Certificates and the Global Certificates are held on behalf of Euroclear Bank SA/NV and Clearstream Banking S.A. or the alternative clearing system (as defined in the Global Certificates), notices to Bondholders shall be given by delivery of the relevant notice to Euroclear Bank SA/NV or Clearstream Banking S.A., as the case may be, or the alternative clearing system, for communication by it to entitled accountholders in substitution for notification as required by the Conditions.

18 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999.

19 Governing Law and Jurisdiction

(a) Governing Law

The Trust Deed, the Agency Agreement, the Security Sharing Agreement, the Security Document and the Bonds and all non-contractual matters arising therefrom or in connection therewith are (or, once executed (if at all), shall be) governed by and construed in accordance with English law.

(b) **Jurisdiction**

The courts of England have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising from or connected with the Trust Deed or the Bonds and all non-contractual matters arising therefrom or in connection therewith (including a dispute regarding the existence, validity or termination of the Trust Deed or the Bonds or the consequences of their nullity). The submission to the jurisdiction of the courts of England is for the benefit of the Trustee, the Security Agent and the Bondholders only and shall not (and shall not be construed so as to) limit the right of the Trustee, the Security Agent or any Bondholder to take proceedings relating to a Dispute (“**Proceedings**”) in any other courts with jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not) if any to the extent permitted by law.

(c) **Process Agent**

Upon becoming a Subsidiary Guarantor, each Subsidiary Guarantor will irrevocably appoint the Parent Guarantor, located at 30 Berkeley Square, London W1J 6EX, as its agent in England and Wales to receive service of process in any Proceedings in England. If the Parent Guarantor ceases to be able to accept service of process in England and Wales, each Subsidiary Guarantor shall immediately appoint a new agent to accept such service of process in England and notify the Trustee of the same. Nothing herein shall affect the right to serve process in any other manner permitted by law.

TERMS AND CONDITIONS OF THE 2037 BONDS

*The following, other than the paragraphs in italics, is the text of the terms and conditions of the 2037 Bonds which will be endorsed on the individual certificates (“**Individual Certificates**”) issued in respect of the 2037 Bonds.*

The issue of the U.S.\$550,000,000 7.750 per cent. guaranteed senior bonds due 2037 (the “**2037 Bonds**”, and for the purposes of these terms and conditions, the “**Bonds**”), which expression shall, unless the context requires, include any bonds issued pursuant to Condition 16 and forming a single series with the Bonds issued on July 13, 2026 (the “**Closing Date**”) was authorised by resolutions of the board of directors of Vedanta Resources Finance II PLC (the “**Issuer**”). The Bonds are guaranteed jointly and severally by Vedanta Resources Limited (the “**Parent Guarantor**”) and will be guaranteed jointly and severally by the Subsidiary Guarantors (as defined in Condition 1(c)) (collectively, the “**Guarantors**”) in accordance with the Conditions (as defined below). The Bonds are constituted by a Trust Deed (as amended and supplemented from time to time, the “**Trust Deed**”) to be dated on or about the Closing Date among the Issuer, the Parent Guarantor and GLAS Agency (Hong Kong) Limited as trustee for the Bondholders (as defined in Condition 1(b)) (the “**Trustee**”, which expression shall include all persons for the time being acting as trustee or trustees under the Trust Deed) and GLAS Agency (Hong Kong) Limited (the “**Security Agent**”). These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed (which includes the form of the Bonds), the Security Document (as defined below) and the Security Sharing Agreement (as defined below). The Issuer and the Parent Guarantor will enter into an agency agreement to be dated on or about the Closing Date (the “**Agency Agreement**”) among the Issuer, the Guarantors, the Trustee, GLAS Trust Company LLC as paying agent (the “**Paying Agent**”) and transfer agent (the “**Transfer Agent**”), GLAS Trust Company LLC as registrar (the “**Registrar**”), and any other paying agents, transfer agents and registrars appointed under it. The Paying Agent, the Transfer Agent, the Registrar and any other paying agents, transfer agents and registrars, each of which expressions shall include the successors and assigns from time to time of the relevant persons, in such capacities, under the Agency Agreement, are collectively referred to herein as the “**Agents**”. Copies of the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement are available for inspection at all reasonable times during usual business hours (being between 9:00 a.m. (local time) and 3:00 p.m. (local time) at the specified office of the Paying Agent and (ii) electronically to a requesting Bondholder. The Bondholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed, the Security Document and the Security Sharing Agreement, and are deemed to have notice of the provisions of the Agency Agreement applicable to them. Except where the context otherwise requires, all references herein to the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement shall be deemed to refer to such documents as amended, restated, novated and/or supplemented from time to time (to the extent such amendment, restatement, novation and/or supplement is permitted by these Conditions and the Trust Deed).

1 **Form, Denomination, Title, Status and Guarantees**

(a) **Form and denomination**

The Bonds are in registered form in the minimum denomination of U.S.\$200,000 each and in integral multiples of U.S.\$1,000 in excess thereof, without coupons attached. A bond certificate (each, a “**Certificate**”) will be issued to each Bondholder in respect of its registered holding of Bonds. Each Bond and each Certificate will have an identifying number which will be recorded on the relevant Certificate and in the Register (as defined in Condition 2(a)).

Certificates issued with respect to Rule 144A Bonds will bear the Securities Act Legend (as defined in the Trust Deed), unless determined otherwise in accordance with the provisions of the Agency Agreement by reference to applicable law. Certificates issued with respect to the Regulation S Bonds will not bear

the Securities Act Legend. Upon issue, the Rule 144A Bonds will be represented by the Restricted Global Certificate and the Regulation S Bonds will be represented by the Unrestricted Global Certificate. The Global Certificates will be registered in the name of a nominee of, and shall be deposited on or about the Closing Date with, a common depositary for Euroclear Bank SA/NV and Clearstream Banking S.A. The Conditions are modified by certain provisions contained in the Global Certificates. See “Summary of Provisions relating to the Bonds while in Global Form.”

Except in the limited circumstances described in the Global Certificates owners of interests in Bonds represented by the Global Certificates will not be entitled to receive Individual Certificates in respect of their individual holdings of Bonds. The Bonds are not issuable in bearer form.

(b) **Title**

Title to the Bonds passes only by transfer and registration in the Register (as defined in Condition 2(a)). The holder of any Bond will (except as otherwise required by law or as ordered by a court of competent jurisdiction) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or the theft or loss of, the Certificate (if any) issued in respect of it or anything written on it or on the relevant Certificate) and no person will be liable for so treating the holder. In these Conditions, “**Bondholder**” and (in relation to a Bond) “holder” mean the person in whose name a Bond is registered in the Register from time to time.

(c) **Guarantees**

The Parent Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds.

By no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by the Subsidiary Guarantors (as defined below) and (ii) (x) the receipt of the Requisite Consents and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the guarantee of the Bonds by each of Twin Star Holdings Ltd. (“**Twin Star**”), Welter Trading Limited (“**Welter**”) and Vedanta Holdings Mauritius II Limited (“**VHM II**”) will, and the Parent Guarantor will cause each of Twin Star, Welter and VHM II to, execute and deliver to the Trustee (i) a supplemental trust deed to the Trust Deed (a “**Supplemental Trust Deed**”) pursuant to which each of Twin Star, Welter and VHM II will unconditionally and irrevocably guarantee, on a joint and several basis with the Parent Guarantor, the payment of amounts payable under the Bonds or the Trust Deed (and upon the execution of the Supplemental Trust Deed, each of Twin Star, Welter and VHM II will be a “**Subsidiary Guarantor**”) and (ii) a supplemental agency agreement to the Agency Agreement.

The obligations of each Guarantor in respect of all sums expressed to be payable by the Issuer under the Trust Deed and the Bonds (each a “**Guarantee**” and collectively the “**Guarantees**”) are contained in the Trust Deed. The obligations of each Guarantor under its Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 3(a), at all times rank at least equally with all of its other present and future unsecured and unsubordinated obligations.

The Parent Guarantor may, in its sole discretion, from time to time, cause any of its Subsidiaries to execute and deliver to the Trustee a supplemental trust deed pursuant to which such Subsidiary will guarantee, on a joint and several basis with the Parent Guarantor and the then existing Subsidiary Guarantors, the payment of amounts payable under the Bonds or the Trust Deed. Each such Subsidiary that guarantees the Bonds after the Closing Date, upon execution of the applicable supplemental trust deed, will be a “**Subsidiary Guarantor**”.

(d) **Status**

The Bonds constitute senior, secured (subject to Condition 4), unsubordinated, direct and unconditional obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to these Conditions, (i) at all times rank at least *pari passu* with all its other present and future unsubordinated and unsecured obligations and (ii) (subject to Condition 4) be effectively senior in right of payment to all of its other present and future unsecured obligations with respect to the value of the Collateral (as defined below).

2 **Transfer of Bonds**

(a) **The Register**

The Issuer will cause to be kept at the specified office of the Registrar and in accordance with the terms of the Agency Agreement a register (the “Register”) on which shall be entered, on behalf of the Issuer, the names and addresses of the Bondholders from time to time and the particulars of the Bonds held by them and of all transfers and redemptions of Bonds. Each Bondholder shall be entitled to receive only one Certificate in respect of its entire holding.

(b) **Transfers**

Subject to the terms of the Agency Agreement and to Conditions 2(e) and 2(f), a Bond may be transferred by delivering the Certificate issued in respect of it, with the form of transfer on the back duly completed and signed, to the specified office of the Registrar or any of the Transfer Agents. No transfer of a Bond will be valid unless and until entered on the Register.

Transfers of interests in the Bonds evidenced by the Global Certificates will be effected in accordance with the rules of the relevant clearing systems. Notwithstanding anything to the contrary herein, for so long as the Bonds are represented by a Global Certificate held through Euroclear Bank SA/NV and Clearstream Banking S.A. (or any successor clearing system), all transfers, tenders, payments, notices and other operations in respect of the Bonds shall be effected in accordance with the rules and procedures of Euroclear and Clearstream.

Upon the transfer, exchange or replacement of a Rule 144A Bond, a Transfer Agent will only deliver Certificates with respect to Rule 144A Bonds that bear the Securities Act Legend unless there is delivered to such Transfer Agent such satisfactory evidence, which may include an opinion of legal counsel, as may be required by the Issuer or the Transfer Agent, that neither the Securities Act Legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the US Securities Act of 1933, as amended (the “Securities Act”).

Interests in Bonds represented by the Restricted Global Certificate may be transferred to a person who wishes to take delivery of any such interest in the form of an interest in Bonds represented by the Unrestricted Global Certificate only if a Transfer Agent receives a written certificate from the transferor (in the form provided in the Agency Agreement) to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S under the Securities Act (“Regulation S”) or Rule 144 under the Securities Act (“Rule 144A”) (if available).

Prior to the 40th day after the day of issue of the Bonds (the “Restricted Period”), an interest in Bonds represented by the Unrestricted Global Certificate may be exchanged for an interest in Bonds represented by the Restricted Global Certificate only if a Transfer Agent receives a written certificate from the transferee of the interest in Bonds represented by the Unrestricted Global Certificate (in the form provided in the Agency Agreement) to the effect that the transferee is a qualified institutional buyer

(as defined in Rule 144A) and is obtaining such interest in a transaction meeting the requirements of Rule 144A and any applicable securities laws of any state of the United States or any other jurisdiction. After the expiration of the Restricted Period, this certification requirement will no longer apply to such transfers.

Transfers of Bonds are also subject to the restrictions described under “Plan of Distribution” and “Transfer Restrictions”.

(c) Delivery of new Certificates

Each new Certificate to be issued on transfer of a Bond or Bonds will, within five Business Days of receipt by the relevant Transfer Agent of the duly completed and signed form of transfer, be made available for collection at the specified office of the relevant Transfer Agent or, if so requested in the form of transfer, be mailed by uninsured mail at the risk of the holder entitled to the Bonds transferred (free of charge to the holder), to the address specified in the form of transfer.

Except in the limited circumstances described in “Summary of Provisions relating to the Bonds while in Global Form – Registration of Title”, owners of interests in Bonds represented by the Global Certificates will not be entitled to receive physical delivery of Individual Certificates. Issues of Certificates upon transfers of Bonds are subject to compliance by the transferor and transferee with the certification procedures described above and in the Agency Agreement and, in the case of Rule 144A Bonds, compliance with the Securities Act Legend.

Where some but not all of the Bonds in respect of which a Certificate is issued are to be transferred or redeemed, a new Certificate in respect of the Bonds not so transferred or redeemed, will, within five Business Days of delivery or surrender of the original Certificate to the relevant Transfer Agent or Registrar, be made available for collection at the specified office of the Registrar or, if so requested by the holder, be mailed by uninsured mail at the risk of the holder of the Bonds not so transferred or redeemed (free of charge to the holder), to the address of such holder appearing on the Register.

In this Condition 2, “**Business Day**” means a day (other than a Saturday or a Sunday or public holiday) on which banks are open for business in the city in which the specified office of the Registrar and the relevant Transfer Agent to which the Certificate in respect of the Bonds to be transferred or relevant form of transfer is delivered is situated.

(d) Formalities free of charge

Registration of transfer of Bonds will be effected without charge by or on behalf of the Issuer or any of the Transfer Agents, but only upon the person making such application for transfer, paying or procuring the payment (or the giving of such indemnity and/or security and/or pre-funding as the Issuer or any of the Transfer Agents may require) of any tax, duty or other governmental charges which may be imposed in relation to such transfer.

(e) Closed periods

No Bondholder may require the transfer of a Bond to be registered during the period of fifteen (15) days ending on (and including) the due date for any payment of principal of that Bond or seven days ending on (and including) any Interest Record Date (as defined in Condition 7(a)).

(f) Regulations

All transfers of Bonds and entries on the Register will be made subject to the detailed regulations concerning transfer of Bonds scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Registrar. A copy of the current

regulations will be mailed (free of charge) or be provided in an electronic copy by the Registrar to any Bondholder upon written request.

3 Covenants

(a) Negative pledge

- (i) The Parent Guarantor will not cause or permit VRIL to, directly or indirectly, create or permit to subsist any Lien of any kind on the Collateral (other than Permitted Liens).
- (ii) Neither the Issuer nor any Guarantor will create or permit to subsist any Lien (other than Permitted Liens) upon any assets directly held by the Issuer or any Guarantor, present or future, to secure any Indebtedness or any guarantee or indemnity in respect of any Indebtedness, unless, at the same time or prior thereto, the Issuer's obligations under the Bonds and the Trust Deed (x) are secured equally and rateably therewith in substantially identical terms thereto or (y) have the benefit of such other security or other arrangement as shall have been approved by an Extraordinary Resolution of the Bondholders; *provided* that this clause (a)(ii) shall not apply to Liens (x) arising by operation of law or (y) created in respect of Indebtedness (which, for this purpose, shall exclude (1) Relevant Debt, (2) any Indebtedness secured over any debt service reserve account(s), (3) any Indebtedness secured over any inter-group loans, (4) the Bonds and (5) any Permitted Pari Passu Secured Borrowings) in an aggregate principal amount not exceeding 10 per cent. of Total Assets (or the Dollar Equivalent thereof).

For the avoidance of doubt, the foregoing restriction with respect solely to this clause (a)(ii) shall not apply to Liens upon assets held by any Subsidiary (other than the Issuer or any Subsidiary Guarantor) (other than assets that are jointly held with the Issuer or any Guarantor).

- (iii) The Guarantors shall make such disclosures as may be required in connection with negative pledge and other encumbrances created over the shares of any Listed Indian Subsidiary, in accordance with and within the timelines prescribed under the Indian Takeover Regulations.

As used in these Conditions:

"Excluded Indebtedness" means any Indebtedness to finance or refinance the ownership, acquisition, development and/or operation of projects, assets or installations (the **"Relevant Property"**) in respect of which the person or persons (in this definition the **"Lender"**) to whom any Indebtedness is or may be owed by the relevant borrower (whether or not a member of the Group) has or have no recourse whatsoever to any member of the Group for the repayment of all or any portion of such Indebtedness other than recourse to:

- (i) such borrower for amounts limited to the present and future cash flow or net cash flow from the Relevant Property; and/or
- (ii) the proceeds of enforcement of any Lien given by such borrower over the Relevant Property or the income, cash flow or other proceeds deriving therefrom (or given by any shareholder or the like in the borrower over its shares or the like in the capital of the borrower) to secure such Indebtedness, *provided* that:
 - (A) the extent of such recourse to such borrower is limited solely to the amount of any recoveries made on any such enforcement; and
 - (B) such Lender is not entitled, by virtue of any right or claim arising out of or in connection with such Indebtedness, to commence proceedings for the winding-up or dissolution of such borrower or to appoint or procure the appointment of any receiver, trustee or similar

person or officer in respect of such borrower generally or any of its projects, assets or installations (save for the Relevant Property the subject of such security); and/or

- (C) such borrower generally, or directly or indirectly to a member of the Group, under any form of assurance, undertaking or support, which recourse is limited to a claim for damages (other than liquidated damages and damages required to be calculated in a specified way) for breach of an obligation (not being a payment obligation or an obligation to procure payment by another person or an indemnity in respect thereof or an obligation to comply or to procure compliance by another person with any financial ratios or other tests of financial condition) by the person against whom such recourse is available; and/or
- (D) any Subsidiary of the Parent Guarantor by way of guarantee of such Indebtedness (but not benefiting from any security or quasi-security from that Subsidiary of the Parent Guarantor);

“Group” means the Parent Guarantor and its Subsidiaries;

“Indebtedness” means any obligation (whether present or future, actual or contingent, secured or unsecured, as principal, surety or otherwise) for the payment or repayment of money;

“Indian Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and all circulars, notifications and clarifications issued thereunder, each as amended and replaced, from time to time.

“Relevant Debt” means any present or future indebtedness (other than Excluded Indebtedness) of the Issuer, any Guarantor or any other person in the form of, or represented by, bonds, notes, debentures, loan stock or other securities, which are for the time being, or are capable of being, quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other securities market, have an original maturity of more than one year from their date of issue and are denominated, payable or optionally payable in a currency other than Rupees or are denominated in Rupees and more than 50 per cent. of the aggregate principal amount of which is initially distributed outside India by or with the authority of the Parent Guarantor;

“Subsidiary” means (a) any corporation or other entity of which securities or other ownership interests having ordinary voting power to elect a majority of the board of directors or other persons performing similar functions are at the time directly or indirectly owned by the Parent Guarantor or (b) any subsidiary subject to consolidation with the Parent Guarantor’s financial statements prepared in accordance with Applicable Accounting Principles or applicable law; and

“Total Assets” means the aggregate of consolidated total current assets and consolidated total non-current assets of:

- (i) the Parent Guarantor as shown in the balance sheet of the latest available audited consolidated financial statements of the Parent Guarantor; and
- (ii) any Subsidiary of the Parent Guarantor acquired by the Parent Guarantor or any Subsidiary of the Parent Guarantor since the date of the latest available audited consolidated financial statements of the Parent Guarantor as shown in the balance sheet of the latest available audited consolidated financial statements of such Subsidiary.

(b) **Dividend restriction**

The Issuer shall not, each Guarantor shall not, and the Parent Guarantor shall procure that each of the Material Subsidiaries shall not, create or otherwise cause or permit to exist or become effective any consensual encumbrance or restriction on the ability of the Issuer, any Subsidiary Guarantor or any

Material Subsidiary to pay dividends or make any other distribution with respect to its Capital Stock or to make or repay loans to the Issuer, any Guarantor or any Material Subsidiary, other than:

- (a) the subordination of any Indebtedness made to the Issuer, any Guarantor or any of the Material Subsidiaries to any other Indebtedness of the Issuer, any Guarantor or any of the Material Subsidiaries; *provided* that:
 - (i) such other Indebtedness is permitted under these Conditions; and
 - (ii) such subordination would not singly or in the aggregate have a materially adverse effect on the ability of the Issuer or any Guarantor to meet its obligations under the Bonds and the Guarantees;
- (b) such encumbrance or restriction in relation to any Indebtedness of the Issuer, any Subsidiary Guarantor or any Material Subsidiary or other assurance against financial loss where such encumbrance or restriction relates to payment of dividends or other distributions during the continuance of an event of default (howsoever described) which has occurred pursuant to the terms of that Indebtedness;
- (c) such encumbrance or restriction arising by operation of law;
- (d) such encumbrance or restriction as is in existence on the Closing Date; or
- (e) in respect of any Person (including any existing Subsidiary of the Parent Guarantor) which becomes a Material Subsidiary after the Closing Date, any encumbrance or restrictions on such Person as may be in existence on the date such Person becomes a Material Subsidiary, provided such restrictions were not imposed in contemplation of such Person becoming a Material Subsidiary;

provided that this Condition 3(b) shall not restrict any Material Subsidiary from issuing Preferred Stock otherwise in accordance with these terms of the Conditions.

(c) **Limitation on Borrowings**

- (i) The Parent Guarantor shall not, and shall procure that each of its Subsidiaries shall not, Incur directly or indirectly any Borrowings, and the Parent Guarantor shall procure that each of its Subsidiaries shall not issue any Preferred Stock; *provided* that the Parent Guarantor may Incur Borrowings and any Subsidiary of the Parent Guarantor may Incur Borrowings or issue Preferred Stock if, after giving pro forma effect to the Incurrence of such Borrowings or issuance of Preferred Stock and the application of the proceeds thereof, the Fixed Charge Coverage Ratio would be not less than:
 - (x) 2.25 to 1.0 if such Incurrence occurs prior to the date when the Parent Guarantor's consolidated financial statements as of, and for the fiscal year ending, 31 March 2027, become available (prepared in accordance with Applicable Accounting Principles and which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts); and
 - (y) 2.50 to 1.0 if such Incurrence occurs thereafter.
- (ii) Notwithstanding the foregoing, the Parent Guarantor and any Subsidiary of the Parent Guarantor may Incur, to the extent provided below, each and all of the following ("**Permitted Borrowings**"):
 - (a) Borrowings represented by the Bonds issued on the Closing Date and the Guarantees;

- (b) Borrowings of the Parent Guarantor or any Subsidiary of the Parent Guarantor outstanding on the Closing Date;
- (c) Borrowings Incurred:
 - (w) by the Parent Guarantor or any Subsidiary of the Parent Guarantor which is issued in exchange for, or the net proceeds of which are used to refinance or refund, replace, exchange, renew, repay, defease, discharge or extend (collectively, “refinance”, and “refinancing”, “refinances” and “refinanced” shall have correlative meanings) (“**Permitted Refinancing Borrowings**”) then outstanding Borrowings (or Borrowings that are no longer outstanding, but that were refinanced substantially concurrently with the Incurrence of such Permitted Refinancing Borrowings) Incurred under clause (c)(i) or sub-clauses (c)(ii)(a), (c)(ii)(b), (c)(ii)(c) or (c)(ii)(e) and any refinancing thereof in an amount not to exceed the amount so refinanced (plus premiums, accrued interest, fees and expenses), *provided* that such Borrowings to be refinanced are fully and irrevocably repaid no later than ninety (90) days after the Incurrence of such Permitted Refinancing Borrowings;
 - (x) by the Parent Guarantor or any Subsidiary of the Parent Guarantor used to pay any accrued interest on then outstanding Borrowings; and
 - (y) by Hindustan Zinc Limited (or any of its successors or assigns) (“HZL”) in an aggregate principal amount at any one time outstanding (together with refinancings thereof) not exceeding the product of (I) the amount of any Borrowings of Vedanta Limited (or any of its successors or assigns) which have been refinanced (together with any accrued interest and premium, if any, paid thereon) from dividends received directly or indirectly from HZL no earlier than ninety (90) days before and no later than ninety (90) days after the Incurrence of such Borrowings by HZL and (II) the quotient of (A) 100 per cent. *divided by* (B) the percentage ownership of Capital Stock in HZL held directly by Vedanta Limited (or any of its successors or assigns) or any of its wholly-owned Subsidiaries at the time such dividends were paid by HZL;
- (d) Borrowings incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor with a maturity of one (1) year or less used by the Parent Guarantor or any Subsidiary of the Parent Guarantor for working capital purposes (or any guarantee or indemnity given by the Parent Guarantor or any Subsidiary of the Parent Guarantor in relation thereto) (together with refinancings thereof);
- (e) Borrowings Incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor represented by Capitalized Lease Obligations or purchase money obligations in the ordinary course of business to finance all or any part of the Incurred or to be Incurred purchase price or cost of construction, installation or improvement of property (real or personal) (including the lease purchase price of land use rights), plant or equipment (including through the acquisition of Capital Stock of any Person that owns property, plant or equipment which has or will, upon such acquisition, become a Subsidiary of the Parent Guarantor) to be used in the Permitted Business; *provided that* on the date of Incurrence of such Borrowings and after giving effect thereto, the aggregate principal amount of such Borrowings at any time outstanding (together with refinancings thereof) shall not exceed an amount equal to 5.0 per cent. of Total Assets (or the Dollar Equivalent thereof); and
- (f) guarantees by the Parent Guarantor or any Subsidiary of the Parent Guarantor of Borrowings of the Parent Guarantor or any Subsidiary of the Parent Guarantor that was permitted to be Incurred by another provision of this covenant.

For purposes of determining compliance with this Condition (3)(c), if an item of Borrowings meets the criteria of more than one of the types of Permitted Borrowings or is permitted to be Incurred pursuant to paragraph (c)(i) of this covenant, the Parent Guarantor may, in its sole discretion, classify such item of Borrowings and only be required to include the amount of such Borrowings as one of such types.

Notwithstanding any other provision of this covenant, the maximum amount of Borrowings that the Parent Guarantor or any Subsidiary of the Parent Guarantor may Incur pursuant to this covenant shall not be deemed to be exceeded solely as a result of fluctuations in the exchange rate of currencies. For purposes of determining compliance with any U.S. dollar-denominated restriction on the incurrence of Borrowings, the Dollar Equivalent principal amount of Borrowings denominated in a foreign currency shall be calculated based on the relevant currency exchange rate in effect on the date such Borrowings was incurred (or first committed, in the case of revolving credit debt); *provided* that if such Borrowings is incurred to refinance other Borrowings denominated in a foreign currency, and such refinancing would cause the applicable U.S. dollar denominated restriction to be exceeded if calculated at the relevant currency exchange rate in effect on the date of such refinancing, such U.S. dollar-denominated restriction shall be deemed not to have been exceeded so long as the principal amount of such refinancing Borrowings does not exceed the principal amount (and related expenses) of such Borrowings being refinanced. The principal amount of any Borrowings Incurred to refinance other Borrowings, if Incurred in a different currency from the Borrowings being refinanced, shall be calculated based on the currency exchange rate applicable to the currencies in which such respective Borrowings is denominated that is in effect on the date of such refinancing.

(d) **Accounts**

The Parent Guarantor agrees that:

- (i) as soon as reasonably practicable after the issue or publication thereof and in any event within 180 days after the end of each financial year (beginning with 31 March 2027) it will deliver to the Trustee and the specified office of the Paying Agent a copy of its annual report and audited Accounts (in the English language) as of the end of and for such financial year, and will establish, announce and conduct one conference call with all the holders of Bonds (including the beneficial owners thereof), the contents of which will be limited to such annual report and audited Accounts and any other publicly available information regarding the Parent Guarantor and its Subsidiaries;
- (ii) as soon as reasonably practicable after the issue or publication thereof (and in any event within ninety (90) days after the end of each six-month period ending on 30 September of each financial year if the Common Stock of Vedanta Limited is not listed on an internationally recognized stock exchange), it will deliver to the Trustee and the specified office of the Paying Agent a copy of its unaudited interim Accounts (in the English language) as of the end of and for each six-month period ending on 30 September (beginning with 30 September 2026), *provided* that if and to the extent that the financial statements are not prepared or adjusted on a basis consistent with that used for the preceding relevant semi-annual or annual fiscal period, that fact shall be stated, and will establish, announce and conduct one conference call with all the holders of Bonds (including the beneficial owners thereof), the contents of which will be limited to such unaudited interim Accounts and any other publicly available information regarding the Parent Guarantor and its Subsidiaries;
- (iii) if the Common Stock of Vedanta Limited or any Material Demerged Entity is not listed on an internationally recognized stock exchange, as soon as reasonably practicable after the issue or publication thereof:
 - (A) and in any event within 180 days after the end of each financial year (beginning with 31 March 2027), it will deliver to the Trustee and the specified office of the Paying Agent, a

copy of the annual report and audited accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of the end of and for such financial year, along with key production data for such financial year;

- (B) and in any event within ninety (90) days after the end of each six-month period ending on 30 September of each financial year, it will deliver to the Trustee and the specified office of the Paying Agent, a copy of the unaudited interim accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of the end of and for each six-month period ending on 30 September, along with key production data for such six-month period; and
- (C) and in any event within ninety (90) days after the end of each quarterly period ending 30 June and 31 December of each financial year, it will deliver to the Trustee and the specified office of the Paying Agent, a copy of the unaudited interim accounts for (as applicable) Vedanta Limited and/or any such Material Demerged Entity as of and for each quarterly period ending on 30 June and 31 December, along with key production data for each such quarterly period.

The Trustee, the Security Agent and the Paying Agent shall not be under any obligation to review any document delivered to them pursuant to this Condition 3(d) or to monitor compliance by the Parent Guarantor with this Condition 3(d).

Without prejudice to the foregoing, the Trustee, the Security Agent and the Paying Agent shall not be required to request or obtain any English translation of such documents where the same are not in the English language, and shall be entitled to assume that any such documents are in compliance with this Condition 3(d). Neither the Trustee, the Security Agent nor the Paying Agent shall be responsible or liable to any Bondholder or any other person for any failure to review such documents, monitor such compliance, or request or obtain any translation.

(e) **Limitation on Issuer's activities**

The Issuer shall not, and the Parent Guarantor will procure that the Issuer will not, carry on any business activity whatsoever other than in connection with the issue of debt (including the Bonds) and any other activities reasonably incidental thereto (such activities shall, for the avoidance of doubt, include (i) the entry into currency and interest rate swap transactions and the on-lending of the proceeds of the issue of such debt and/or such swap transactions to the Parent Guarantor or any other Subsidiaries of the Parent Guarantor, (ii) activities undertaken to fulfill its obligations under such debt including under the Bonds, the Trust Deed, the Agency Agreement, the Security Document and the Security Sharing Agreement, and such swap transactions, (iii) redemptions, purchases, consent solicitations and tender and exchange offers in respect of such debt and (iv) activities directly related to the establishment and maintenance of the Issuer's corporate existence).

(f) **Additional limitations relating to Subsidiary Guarantors**

In addition to the limitations in Condition 3(c), the Subsidiary Guarantors (other than VRIL) shall not, directly or indirectly, Incur any Borrowings (other than (i) Permitted Refinancing Borrowings that refinance outstanding Borrowings of such Subsidiary Guarantor and (ii) Borrowings Incurred by such Subsidiary Guarantor where the obligee is the Issuer, the Parent Guarantor or another Subsidiary Guarantor); *provided* that the Subsidiary Guarantors may Incur Borrowings (other than Borrowings to refinance any Short-Term Acquisition Financing or refinancing thereof) if, (x) such Incurrence (other than the Incurrence of (a) Borrowings existing on the Closing Date and (b) any Permitted Borrowings) does not take place within ten (10) Indian Business Days of any Demerger and (y) after giving *pro forma* effect to such Incurrence and the application of the proceeds thereof:

- (iv) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0; and
- (v) Either
 - (A) the aggregate amount of Borrowings of the Subsidiary Guarantors as of the applicable date of determination would not exceed the amount equal to the product of:
 - (x) U.S.\$5.6 billion (or the Dollar Equivalent thereof), *multiplied by*:
 - (y) the aggregate of:
 - (I) the product of (i) the applicable Weighted Percentage of Resulting Company 1 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 1 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (II) the product of (i) the applicable Weighted Percentage of Resulting Company 2 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 2 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (III) the product of (i) the applicable Weighted Percentage of Resulting Company 3 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 3 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (IV) the product of (i) the applicable Weighted Percentage of Resulting Company 4 *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Resulting Company 4 directly held by the Subsidiary Guarantors as of such date *plus* (2) the applicable Demerged Entity Primary Dilution Adjustment, *divided by* (b) 53.60 per cent.; *plus*
 - (V) the product of (i) the difference between (X) 100 per cent. and (Y) the sum of (I) through (IV) above (expressed as a percentage) *multiplied by* (ii) the quotient of (a)(1) the percentage of Capital Stock of Vedanta Limited directly held by the Subsidiary Guarantors as of such date *plus* (2) the Vedanta Primary Dilution Adjustment, *divided by* (b) 51.93 per cent.; or
 - (B) the Fixed Charge Coverage Ratio would be not less than 3.5 to 1.0.

In addition to the limitations in Condition 3(c), any Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor shall not, and the Parent Guarantor shall procure that any such Subsidiary shall not, directly or indirectly, Incur any Borrowings; provided, however, that any such Subsidiary may Incur Borrowings if the Subsidiary Guarantor Attributable Leverage Ratio, in respect of the most recent two semi-annual periods for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts) are available, after giving pro forma effect to such Incurrence and the Incurrence of all other Borrowings Incurred by such Subsidiary after such two semi-annual periods and the application of the

proceeds thereof would not exceed 5.5 to 1.0. Notwithstanding the foregoing, any such Subsidiary may Incur Permitted Borrowings and Short-Term Acquisition Financing.

The Subsidiary Guarantors and any Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor shall not, and the Parent Guarantor shall procure that such Persons shall not, directly or indirectly, issue, sell, transfer or otherwise dispose of, or purchase or otherwise acquire any Capital Stock; provided, however, that any such Person may issue, sell, transfer or dispose of, or purchase or otherwise acquire, any Capital Stock if, after giving pro forma effect to such transaction and the application of the proceeds thereof, (i) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0 or (ii) (A) in the case of any such transaction in respect of Capital Stock of a Subsidiary Guarantor, the percentage ownership of Capital Stock of such Subsidiary Guarantor owned, directly or indirectly, by the Parent Guarantor would be the same as such percentage ownership immediately prior to such transaction or (B) in the case of any such transaction in respect of Capital Stock of a Subsidiary any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor, the percentage ownership of Capital Stock of such Subsidiary owned, directly or indirectly, by such Subsidiary Guarantor would be the same as such percentage ownership immediately prior to such transaction.

So long as any Bond remains outstanding (as defined in the Trust Deed), no Subsidiary Guarantor will create or permit to subsist any Lien upon any Capital Stock directly held by such Subsidiary Guarantor, present or future; *provided* that this paragraph shall not apply to (i) Lien arising by operation of law and (ii) Lien upon Capital Stock of any borrower of Short-Term Acquisition Financing to secure such Short-Term Acquisition Financing.

For the avoidance of doubt, nothing in this Condition 3(f) shall be construed (and is not intended to be construed) as creating any encumbrance as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the assets of Vedanta Limited and any subsidiary of Vedanta Limited listed in India.

As used in these Conditions:

“Applicable VWAP” means, as of June 29, 2026, the ten (10) Indian Business Day volume weighted average price of the applicable Capital Stock of the applicable Resulting Company determined as of such date.

“Demerged Entity” means Vedanta Limited or any other person to whom any assets of Vedanta Limited are directly or indirectly transferred as part of a demerger or equivalent corporate reorganisation of Vedanta Limited or of any other Demerged Entity (pursuant to a Demerger or otherwise) and, in each case, shares in whom are issued to shareholders of Vedanta Limited or, as applicable, such other Demerged Entity, as consideration for such transfer, and shall include each Resulting Company which has undergone a Demerger.

“Demerged Entity Primary Dilution Adjustment” means with respect to a particular Demerged Entity, for any applicable date of determination, the net decrease, if any, in the percentage of Capital Stock of such Demerged Entity directly held by the Subsidiary Guarantors during the period (x) commencing on the date on which the applicable Demerger is made effective in respect of such Demerged Entity and (y) ending on such date of determination, solely as a result of the dilutive effect from any primary issuance of Capital Stock by such Demerged Entity during such period.

“Demerger” means each transfer of a business undertaking of Vedanta Limited into a Demerged Entity (other than Vedanta Limited) and the listing of equity shares of such Demerged Entity on either the BSE Limited, the National Stock Exchange of India Limited and/or any other internationally recognized stock exchange, pursuant to the implementation of the Scheme.

“EBITDA” for any Person means, for any period, the amount equal to:

- (i) “operating profit”; plus
- (ii) “depreciation”; plus
- (iii) “special items” reducing “operating profit”; minus
- (iv) “special items” increasing “operating profit,”

for such Person, in each case as it is presented on the standalone financial statements of such Person prepared in accordance with Applicable Accounting Principles for such period.

“Fair Market Value” means the price that would be paid in an arm’s-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the board of directors of the Parent Guarantor or the Issuer, whose determination shall be conclusive.

“Scheme” means the Composite Scheme of Arrangement between Vedanta Limited and Vedanta Aluminium Metal Limited and Talwandi Sabo Power Limited and Malco Energy Limited and Vedanta Iron and Steel Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the (Indian) Companies Act, 2013, approved by the board of directors of Vedanta Limited on 20 December 2024, uploaded on and disclosed to shareholders/ creditors on the website of the Vedanta Limited at https://www.vedantalimited.com/eng/investor-relations-shareholder-information.php#scheme_arrangement.

“Short-Term Acquisition Financing” means Borrowings Incurred by any Subsidiary (other than any Subsidiary Guarantor) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor, the net cash proceeds of which are used by such Subsidiary to acquire Capital Stock of any Subsidiary that is listed in India and to pay costs, fees and expenses in connection therewith, *provided* that such Borrowings have a final stated maturity not exceeding four months from the date of such Incurrence.

“Subsidiary Guarantor Attributable Borrowings” means, as of any Transaction Date, the amount equal to the aggregate amount of (i) the Borrowings of each Subsidiary Guarantor (calculated on a standalone basis) outstanding as of such Transaction Date and (ii) the product of (x) the Borrowings of any Person (calculated on a standalone basis) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor outstanding as of such Transaction Date multiplied by (y) the percentage ownership of Capital Stock of such Person owned, directly or indirectly, by the Subsidiary Guarantors as of such Transaction Date; *provided*, however, that (i) any Borrowing Incurred by a Subsidiary that is not a Subsidiary Guarantor and owed to another Subsidiary that is not a Subsidiary Guarantor or owed to a Subsidiary Guarantor and (ii) any Borrowing Incurred by a Subsidiary Guarantor and owed to another Subsidiary Guarantor, shall be excluded from the foregoing calculation; *provided* further that if on any date (a) any Subsidiary to which such Borrowing is owed ceases to be a Subsidiary or (b) such Borrowing is transferred to any Person (other than to another Subsidiary that is not a Subsidiary Guarantor or to a Subsidiary Guarantor), then such Borrowing shall be included in the foregoing calculation and shall be deemed to have been Incurred on such date.

“Subsidiary Guarantor Attributable EBITDA” means, for any period, the amount equal to the aggregate of (i) the EBITDA for each Subsidiary Guarantor (calculated on a standalone basis) and (ii) the product of (x) the EBITDA of any Person (calculated on a standalone basis) any Capital Stock of which is owned, directly or indirectly, by any Subsidiary Guarantor as of the Transaction Date multiplied by (y) the percentage ownership of Capital Stock of such Person owned, directly or indirectly, by the Subsidiary Guarantors as of such Transaction Date.

“Subsidiary Guarantor Attributable Leverage Ratio” means, on any Transaction Date, the ratio of:

- (i) Subsidiary Guarantor Attributable Borrowings as of such Transaction Date; to
- (ii) the aggregate amount of Subsidiary Guarantor Attributable EBITDA for the most recent two semi-annual periods prior to such Transaction Date for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner and which may be internal management accounts) are available.

“Vedanta Primary Dilution Adjustment” means for any applicable date of determination, the net decrease, if any, in the percentage of Capital Stock of Vedanta Limited directly held by the Subsidiary Guarantors during the period (x) commencing on the Closing Date and (y) ending on such date of determination, solely as a result of the dilutive effect from any primary issuance of Capital Stock by Vedanta Limited during such period.

“Weighted Percentage” means:

- (i) in relation to Resulting Company 1, as of June 29, 2026, the product of:
 - (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 1 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 1 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;

- (ii) in relation to Resulting Company 2, as of June 29, 2026, the product of:

- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 2 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 2 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;

- (iii) in relation to Resulting Company 3, as of June 29, 2026, the product of:

- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 3 as of such date, *divided by*:
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 3 as of such date; and

- (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.;
- (iv) in relation to Resulting Company 4, as of June 29, 2026, the product of:
- (A) the quotient of:
 - (1) the Applicable VWAP of Resulting Company 4 as of such date, *divided by*::
 - (2) the sum of:
 - (x) the Applicable VWAP of Resulting Company 4 as of such date; and
 - (y) the aggregate of the Applicable VWAP of each of Vedanta Limited and the other Resulting Companies, in each case, as of such date;

multiplied by:

- (B) 100 per cent.
- (g) **Limitation on Restricted Affiliate Payments:** The Parent Guarantor will not, and will not permit any of its Subsidiaries to, directly or indirectly (the payments or any other actions described in clauses (1) through (4) below being collectively referred to as “**Restricted Affiliate Payments**”):
- (1) declare or pay any dividend or make any distribution on or with respect to the Parent Guarantor’s or any of its Subsidiaries’ (other than any Listed Indian Subsidiary) Capital Stock (other than dividends or distributions payable solely in shares of the Parent Guarantor’s Capital Stock or by a Subsidiary in its Capital Stock or in options, warrants or other rights to acquire shares of any such Capital Stock) held by any shareholder of the Parent Guarantor or by any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);
 - (2) purchase, call for redemption or redeem, retire or otherwise acquire for value any shares of Capital Stock (or options, warrants or other rights to acquire such shares of Capital Stock) of the Parent Guarantor or any of its Subsidiaries held by any shareholders of the Parent Guarantor or any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);
 - (3) make any voluntary or optional principal payment, or voluntary or optional redemption, repurchase, defeasance, or other acquisition or retirement for value, of Borrowings that is subordinated or junior in right of payment to the Bonds or any Subsidiary Guarantee (“**Subordinated Borrowings**”) (excluding any intercompany Borrowings between or among the Parent Guarantor and any of its Subsidiaries or between or among any such Subsidiaries) where the obligee thereunder is a shareholder of the Parent Guarantor or an Affiliate or the Parent Guarantor (other than any of the Parent Guarantor’s Subsidiaries); or
 - (4) make, on or after the Closing Date, any Investment in any shareholders of the Parent Guarantor or any of the Parent Guarantor’s Affiliates (other than any of the Parent Guarantor’s Subsidiaries);

if, at the time of, and after giving effect to, the proposed Restricted Affiliate Payment, such Restricted Affiliate Payment, together with the aggregate amount of all Restricted Affiliate Payments made by the Parent Guarantor and its Subsidiaries after the Measurement Date, shall exceed 50 per cent. (or 100 per cent., if at the time of, and after giving effect to, the proposed Restricted Affiliate Payment, the Parent Guarantor could Incur at least U.S.\$1.00 of Borrowings, if after giving pro forma effect to the Incurrence of such U.S.\$1.00 and the application of the proceeds thereof, the Fixed Charge Coverage Ratio would

be not less than 3.5 to 1.0) of Net Income accrued on a cumulative basis during the period (taken as one accounting period) beginning on 1 April 2024 and ending on the last day of the Parent Guarantor's most recently ended semi-annual period for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner) are available.

The foregoing provision shall not be violated by reason of:

- (1) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Borrowings of the Parent Guarantor or any Subsidiary Guarantor with the net cash proceeds of, or in exchange for, a substantially concurrent Incurrence of Permitted Refinancing Borrowings;
- (2) any Restricted Affiliate Payment made in exchange for, or out of the net cash proceeds of a substantially concurrent capital contribution to or sale (other than to a Subsidiary of the Parent Guarantor) of, shares of Capital Stock of the Parent Guarantor (or options, warrants or other rights to acquire such Capital Stock);
- (3) (x) the payment of any dividends or distributions declared, paid or made by a Subsidiary or (y) the redemption, repurchase, defeasance or other acquisition by a Subsidiary of any shares of its Capital Stock, in each case payable, on a *pro rata* basis or on a basis more favorable to the Parent Guarantor, to all holders of any class of Capital Stock of such Subsidiary, a majority of which is held, directly or indirectly through Subsidiaries, by the Parent Guarantor;
- (4) repurchases of Capital Stock deemed to occur upon the exercise of stock options, warrants or other rights to acquire Capital Stock to the extent such Capital Stock represents a portion of the exercise price thereof; and
- (5) cash payments in lieu of the issuance of fractional shares in connection with the exercise of warrants, options or other securities convertible or exchangeable for Capital Stock of the Parent Guarantor; *provided* that any such cash payment shall not be for the purpose of evading the limitations of this covenant.

The Parent Guarantor shall and shall procure that the Subsidiaries make relevant filings and disclosures, as may be applicable, under the applicable laws including the Indian Listing Regulations.

"Indian Listing Regulations" means the Securities and Exchange Board of India Act, 1992, the Securities Contracts Regulation Act, 1956 and the rules, regulations, notifications, directions and FAQs issued thereunder (including without limitation, the Indian Takeover Regulations, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) and the rules, regulations and bye-laws of any relevant stock exchange in India, and all circulars, notifications and clarifications issued thereunder, each as amended and replaced, from time to time.

"Measurement Date" means 17 September 2024.

(h) **Limitation on distribution of Net Proceeds of Asset Sales**

The Parent Guarantor shall not, and shall procure that each of its Subsidiaries shall not pay any dividend in respect of or otherwise distribute the Net Proceeds from any Asset Sale to any Person (other than to the Parent Guarantor or any of its Subsidiaries) unless, after giving pro forma effect to such Asset Sale and the application of the Net Proceeds thereof:

- (A) the Subsidiary Guarantor Attributable Leverage Ratio would not exceed 5.5 to 1.0; and
- (B) the Parent Guarantor LTV Ratio is greater than 2.0 to 1.0.

- (i) **[Reserved]**
- (j) **Anti-layering:** The Parent Guarantor shall ensure that (x) any Subsidiary of either Welter or Twin Star which directly or indirectly holds Capital Stock in any of the Demerged Entities must be a Wholly Owned Subsidiary of Welter and/or Twin Star (as applicable) and (y) any such Wholly Owned Subsidiary does not Incur any Borrowings.
- (k) **Sale of Brand:** (x) The Parent Guarantor shall not sell, transfer or otherwise dispose of the Brand unless the net proceeds from any such sale, transfer or other disposition will be enough to repay in full (i) the Bonds and (ii) all Permitted Pari Passu Secured Indebtedness and (y) to the extent that any such sale, transfer or other disposition takes place, the Parent Guarantor shall ensure that (i) each of the Bonds and (ii) all Permitted Pari Passu Secured Indebtedness are repaid in full within sixty (60) days of such sale, transfer or other disposition.
- (l) **Limitation on dividends and other restricted payments and on asset sales**

If an Event of Default has occurred and is continuing, the Issuer and the Guarantors shall not:

- (i) declare or pay any dividend or make any other payment or distribution on account of Capital Stock of the Issuer or any Guarantor, or to the direct or indirect holders of any such Capital Stock in their capacity as such;
- (ii) purchase, redeem or otherwise acquire or retire for value any Capital Stock of the Issuer or any Guarantor or any direct or indirect parent of the Issuer or any Guarantor;
- (iii) make any payment on or with respect to, or purchase, redeem, defease or otherwise acquire or retire for value any Borrowings of the Issuer or any Guarantor that is contractually subordinated to the Bonds or the Guarantees, except a payment of interest, principal or premium at the stated maturity thereof;
- (iv) make any Investment; or
- (v) sell, lease, lend, convey, transfer or otherwise dispose of any asset unless the Issuer or such Guarantor, as applicable, receives consideration, in the form of cash or cash equivalents, at the time of such transaction at least equal to such asset's Fair Market Value (for the avoidance of doubt, the issuance of Capital Stock by the Issuer or any Guarantor shall not be subject to this clause (v)).

For the avoidance of doubt, nothing in this Condition 3(l) shall be construed (and is not intended to be construed) as creating any encumbrance as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the assets of any subsidiary of Vedanta Limited listed in India.

- (m) **Covenant suspension**

If, on any date following the date of the Trust Deed, the Bonds have an Investment Grade rating, (i) if the Bonds are rated by no more than two (2) Rating Agencies, from any Rating Agency or (ii) if the Bonds are rated by more than two (2) Rating Agencies, from two (2) Rating Agencies, and no Event of Default or Potential Event of Default has occurred and is continuing (a "**Suspension Event**"), then, beginning on that day and continuing until such time, if any, at which the Bonds cease to have an Investment Grade rating from such Rating Agency(ies), the provisions of the Trust Deed summarised under the following captions will not apply to the Bonds:

- (a) Condition 3(c) "Limitation on Borrowings";
- (b) Condition 3(f) "Additional limitations relating to Subsidiary Guarantors";

- (c) Condition 3(h) “Limitation on distribution of Net Proceeds of Asset Sales”;
- (d) Condition 3(j) “Anti-layering”;
- (e) Condition 3(k) “Sale of Brand”; and
- (f) Condition 3(l) “Limitation on dividends and other restricted payments and on asset sales”.

Such covenants will be reinstituted and apply according to their terms as at and from the first day on which a Suspension Event ceases to be in effect. Such covenants will not, however, be of any effect with regard to actions of the Issuer properly taken in compliance with the provisions of the Trust Deed during the continuance of the Suspension Event.

(n) **Definitions**

As used in these Conditions:

“Accounts” means:

- (i) as of each 31 March and for the twelve-month period then ending, the audited consolidated profit and loss account and balance sheet of the Parent Guarantor prepared in accordance with Applicable Accounting Principles; and
- (ii) as of each 30 September and for the six-month period then ending, the unaudited consolidated profit and loss account and balance sheet of the Parent Guarantor prepared in accordance with Applicable Accounting Principles.

“Adjusted Treasury Rate” means, with respect to any redemption date:

- (i) the average of the yields in each statistical release for the immediately preceding week (from the calculation date) designated “H.15” or any successor release published by the Board of Governors of the Federal Reserve System which establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the heading “U.S. government securities – Treasury constant maturities – nominal,” for the maturity corresponding to the Comparable Treasury Issue; *provided* that if no maturity is within three months before or after the period from the redemption date to the maturity of the Comparable Treasury Issue, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Adjusted Treasury Rate will be interpolated or extrapolated from those yields on a straight-line basis rounding to the nearest month; provided further that if the period from the redemption date to July 13, 2033 is less than one year, the weekly average yield on actually traded U.S. Treasury securities adjusted to a constant maturity of one year will be used; or
- (ii) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Adjusted Treasury Rate shall be calculated on the third Business Day preceding the redemption date. None of the Agents, the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Adjusted Treasury Rate and none of them shall be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

“Affiliate” means, with respect to any Person, any other Person, directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person. For purposes of this definition, “control” (including, with correlative meanings, the terms “controlling,” “controlled by” and

“under common control with”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

“**Applicable Accounting Principles**” means the accounting principles and provisions of International Financial Reporting Standards applicable to the Parent Guarantor and its Subsidiaries as in effect from time to time.

“**Applicable Premium**” means, with respect to the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date, the greater of:

- (i) 1.00 per cent. of the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date; and
- (ii) an amount equal to the difference between:
 - a. the sum of:
 - i. the present value of the product of (x) 103.875 per cent. and (y) the aggregate principal amount of the Bonds to be redeemed as would otherwise have been outstanding as at July 12, 2031 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out in Condition 5 after the applicable redemption date and on or prior to July 12, 2031), discounted back from July 12, 2031 to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points;
 - ii. the present value of the aggregate principal amount of the Bonds to be redeemed as would otherwise have been redeemed on each Amortization Payment Date occurring after the applicable redemption date and on or prior to July 12, 2031 in accordance with the amortization profile set out under Condition 5 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out under Condition 5 after the applicable redemption date and on or prior to July 12, 2031) discounted back from the applicable Amortization Payment Date to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points; and
 - iii. the present value of the corresponding amount of each scheduled payment of interest on the aggregate principal amount of Bonds to be redeemed (exclusive of interest accrued and unpaid to (but not including) the applicable redemption date) up to July 12, 2031 (assuming the payment of all Amortization Amounts in accordance with the amortization profile set out under Condition 5 after the applicable redemption date and on or prior to July 12, 2031) discounted back from the applicable Interest Payment Date to the applicable redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 50 basis points; and
 - b. the aggregate principal amount of the Bonds to be redeemed as of the applicable redemption date.

“**Asset Sale**” means any sale, transfer or other disposition (including by way of merger, consolidation or sale leaseback transactions) of any Assets of the Parent Guarantor and the Holdco Subsidiaries in one or a series of transactions in any twelve-month period by the Parent Guarantor or any of its Holdco Subsidiaries to any Person other than the Parent Guarantor or any of its Subsidiaries, other than sales, transfers or other dispositions of Assets with a Fair Market Value not in excess of U.S.\$25.0 million (or the Dollar Equivalent thereof) in any transaction or series of related transactions.

“**Assets**” of any Person means all or any of its shares, business, undertaking, property, assets, revenues (including any right to receive revenues) and uncalled capital.

“**Balance Sheet Date**” means each 30 September and 31 March or other semi-annual date at which the Parent Guarantor prepares its audited or unaudited Accounts.

“**Borrowings**” means, with respect to any Person at any date, without duplication:

- (i) all obligations of such Person for borrowed money;
- (ii) all obligations of such Person to pay the deferred purchase price of property or services, except trade accounts payable arising in the ordinary course of business;
- (iii) all obligations of such Person as lessee which are capitalised in accordance with Applicable Accounting Principles;
- (iv) all non-contingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, except in respect of trade accounts payable arising in the ordinary course of business;
- (v) all obligations of such Person representing Disqualified Stock valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price, plus accrued dividends, if any;
- (vi) all Borrowings of others guaranteed by such Person;
- (vii) all Borrowings of others secured by a Lien on any Asset of such Person (whether or not such Borrowings are assumed by such Person); *provided* that the amount of such Borrowings will be the lesser of:
 - (A) the Fair Market Value of such Asset at such date of determination; and
 - (B) the amount of such Borrowings; and
- (viii) in the case of a Subsidiary of the Parent Guarantor, all obligations representing Preferred Stock valued at the greater of its voluntary or involuntary maximum fixed repurchase price, plus accrued dividends, if any;

provided that for the purposes of Condition 3(c), Borrowings shall not include:

- (A) Borrowings of the Parent Guarantor or any of its Subsidiaries owed to the Parent Guarantor or any of its Subsidiaries; *provided* that if on any date:
 - (1) any Subsidiary of the Parent Guarantor to which such Borrowing is owed ceases to be a Subsidiary of the Parent Guarantor; or
 - (2) such Borrowing is transferred to any Person (other than the Parent Guarantor or any of its Subsidiaries),

then such Borrowing shall be deemed to constitute a Borrowing for the purposes of Condition 3(c) and shall be deemed to have been Incurred on such date; and

- (B) Preferred Stock or Disqualified Stock issued by any Subsidiary of the Parent Guarantor to the Parent Guarantor or any other Subsidiary of the Parent Guarantor; *provided further* that for the purposes of Condition 3(c), Borrowings shall not include the Borrowings of any Subsidiary (which is established as a special purpose entity for the sole purpose of engaging in financing activities) of the Parent Guarantor, which are guaranteed by the Parent Guarantor and have no recourse, directly or indirectly, to any other member of the Group;

provided further that for the purposes of Condition 3(f), Borrowings shall not include Borrowings of any Subsidiary Guarantor which, by their terms or the terms of any agreement or instrument pursuant to which they are issued or remain outstanding, (i) are expressly made subordinate to the prior payment in full of the Guarantee of such Subsidiary Guarantor (including upon any default, bankruptcy, reorganization, liquidation, winding up or other disposition of assets of such Subsidiary Guarantor), (ii) do not mature or require any amortization and are not required to be repaid, redeemed, repurchased or otherwise retired, pursuant to a sinking fund obligation, event of default or otherwise (including any redemption, retirement or repurchase which is contingent upon events or circumstance) in whole or in part, on or prior to six months after the earlier of (a) the first date no Bonds are outstanding and (b) the final stated maturity of the Bonds, (iii) do not provide for any cash payment of interest (or premium, if any) prior to six months after the earlier of (a) the first date no Bonds are outstanding and (b) the final stated maturity of the Bonds, (iv) are not secured by any Lien on any assets of the Parent Guarantor or any of its Subsidiaries, and are not guaranteed by the Parent Guarantor or any of its Subsidiaries and (v) do not (including upon the happening of any event) restrict the payment of amounts due in respect of the Bonds or compliance by the Issuer or any of the Guarantors with their respective obligations under the Bonds and the Guarantees; *provided* that if on any date any event or circumstance occurs that results in such Borrowing ceasing to meet the conditions of any of clauses (i) through (v) above, such Borrowing shall constitute a Borrowing for the purposes of Condition 3(f) and shall be deemed to have been Incurred on such date.

“Brand” means the trademark “Vedanta” and its logo, as described in the License Agreement (Brand Fees).

“Brand Fee Adjustment” means in respect of a financial year of a Sub-Licensee, the annual adjustment of Brand Fees for that financial year payable by such Sub-Licensee pursuant to the relevant Brand Fee Agreement to which such Sub-Licensee is party.

“Brand Fee Agreements” means any agreement in respect of the provision of a sub-license for the use of the Brand and the provision of strategic services between the Parent Guarantor and VRIL, on the one hand, and any member of the VEDL Group, on the other hand.

“Brand Fees” means the royalty and brand fee payments and strategic services fee payments payable pursuant to the Brand Fee Agreements (or any of them) by any Sub-Licensee, including all pass-through fees payable by Vedanta Limited to VRIL in respect of amounts received by it from any Demerged Entity (HZL), inclusive of each relevant Brand Fee Adjustment.

“Business Day” means a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open for business in New York City, Hong Kong and London.

“Capital Stock” means, with respect to any Person, any and all shares, interests (including joint venture and partnership interests), participations or other equivalents (however designated, whether voting or non-voting) in equity of such Person, whether outstanding on the date of the Trust Deed or issued thereafter, including, without limitation, all Common Stock and Preferred Stock.

“Capitalized Lease” means, with respect to any Person, any lease of any property (whether real, personal or mixed), which, in conformity with Applicable Accounting Principles, is required to be capitalized on the balance sheet of such Person.

“Capitalized Lease Obligations” means the discounted present value of the rental obligations under a Capitalized Lease.

“Change of Control” means the occurrence of any of the following events:

- (1) the Permitted Holders are the beneficial owners of less than 35 per cent. of the total voting power of the Voting Stock of the Parent Guarantor;
- (2) any “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) is or becomes the “beneficial owner” (as such term is used in Rule 13d-3 of the Exchange Act), directly or indirectly, of total voting power of the Voting Stock of the Parent Guarantor greater than such total voting power held beneficially by the Permitted Holders; or
- (3) the Parent Guarantor or any of its Subsidiaries ceases to (a) have Control over or (b) directly or indirectly own more than 50 per cent. of the issued equity share capital of any Person which was a Material Subsidiary immediately prior to such cessation.

“Change of Control Triggering Event” means the occurrence of both a Change of Control and, if the Bonds are rated, a Rating Decline.

“Common Stock” means, with respect to any Person, any and all shares, interests or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person’s common stock or ordinary shares, whether or not outstanding at the date of the Trust Deed, and include, without limitation, all series and classes of such common stock or ordinary shares.

“Comparable Treasury Issue” means the U.S. Treasury security selected by an Independent Investment Bank having a maturity most nearly equal to the period from the redemption date to July 13, 2033.

“Comparable Treasury Price” means, with respect to any redemption date:

- (1) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations; or
- (2) if the Independent Investment Bank obtains fewer than five Reference Treasury Dealer Quotations, the average of all such quotations.

“Compliance Certificate” means a certificate signed by each of:

- (i) the chief financial officer of the Parent Guarantor; and
- (ii) a director or other authorised signatory of the Parent Guarantor,

confirming compliance with the financial ratios set out in this Condition 3, in each case as of each Balance Sheet Date and in respect of the whole of the financial year for each Balance Sheet Date falling on 31 March and in respect of the whole of the six-month period ending on the Balance Sheet Date for each Balance Sheet Date falling on 30 September, and setting out in reasonable detail the computations necessary to demonstrate such compliance.

“Consolidated EBITDA” means, for any period, the amount equal to:

- (i) “operating profit”; plus
- (ii) “depreciation”; plus
- (iii) “special items” reducing “operating profit”; minus
- (iv) “special items” increasing “operating profit,”

in each case as it is presented on consolidated financial statements of the Parent Guarantor and its Subsidiaries prepared in accordance with Applicable Accounting Principles for such period.

“Consolidated Fixed Charges” means, for any period, the sum (without duplication) of:

- (i) Consolidated Net Interest Expense for such period; and
- (ii) all cash and non-cash dividends accrued or accumulated during such period on any Disqualified Stock or Preferred Stock of the Parent Guarantor or any of its Subsidiaries held by Persons other than the Parent Guarantor or any of its Subsidiaries.

“Consolidated Net Interest Expense” means, for any period, the amount equal to “finance costs” minus “investment revenue,” in each case as it is presented on a consolidated income statement of the Parent Guarantor and its Subsidiaries prepared in accordance with Applicable Accounting Principles for such period.

“Control”, “Controlling” or “Controlled” means the right to appoint and/or remove all or the majority of the members of the board of directors or other governing body or the right to direct or cause the direction of the management and policies, in each case whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

“Demerged Entity (HZL)” means HZL or any other person to whom any assets of HZL are directly or indirectly transferred as part of a demerger or equivalent corporate reorganisation of HZL or of any other Demerged Entity (HZL), in each case, shares in whom are issued to shareholders of HZL or, as applicable, such other Demerged Entity (HZL), as consideration for such transfer.

“Disqualified Stock” means any class or series of Capital Stock of any Person that by its terms or otherwise is:

- (1) required to be redeemed prior to the stated maturity of the Bonds;
- (2) redeemable at the option of the holder of such class or series of Capital Stock at any time prior to the stated maturity of the Bonds; or
- (3) convertible into or exchangeable for Capital Stock referred to in clause (1) or (2) above or Borrowing having a scheduled maturity prior to the stated maturity of the Bonds.

“Dollar Equivalent” means, with respect to any monetary amount in a currency other than U.S. dollars, at any time for the determination thereof, the amount of U.S. dollars obtained by converting such foreign currency into U.S. dollars at the base rate for the purchase of U.S. dollars with such foreign currency as quoted by the Federal Reserve Bank of New York on the date of determination.

“Equity Value” means, as of any determination date:

- (1) with respect to any Subsidiary that is listed on an internationally recognized stock exchange, the product of (a) the volume weighted average price per share of such Subsidiary over the ninety (90) trading day period ending on the trading day immediately preceding the date of determination, *multiplied by* (b) the number of shares of such Subsidiary then held directly by the Parent Guarantor or another Subsidiary of the Parent Guarantor (the “Intermediate Subsidiary”), *multiplied by* (c) if the shares of such Subsidiary that is listed on an internationally recognized stock exchange are not held directly by the Parent Guarantor, the effective percentage ownership interest of the Parent Guarantor in the Intermediate Subsidiary as of the date of determination; or
- (2) with respect to any Subsidiary that is not listed on an internationally recognized stock exchange, the value of such Subsidiary attributable to the Parent Guarantor as of such determination date as determined by an Independent Financial Advisor within ninety (90) days of such date.

“Existing Bonds” means the following bonds issued by the Issuer: (a) the 10.25 per cent bonds due 2028 issued in November 2024; (b) the 10.875 per cent bonds due 2029 issued in September and October

2024; (c) the 9.475 per cent bonds due 2030 issued in January 2025; (d) the 11.25 per cent bonds due 2031 issued in November 2024; (e) the 9.125 per cent bonds due 2032 issued in September 2025; and (f) the 9.850 per cent bonds due 2033 issued in January 2025.

“Existing Loans” means the following loans taken by the Parent Guarantor:

- (1) U.S.\$80 million facility initially provided by Bank of Maharashtra IFSC Banking Unit pursuant to a facility agreement dated 30 December 2025;
- (2) U.S.\$500 million facility initially provided by State Bank of India, London Branch pursuant to a facility agreement;
- (3) U.S.\$600 million facility initially provided by a syndicate of lenders comprising First Abu Dhabi Bank PJSC, Mashreqbank PSC, Standard Chartered Bank, Standard Chartered Bank (Mauritius) Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch pursuant to a facility agreement dated 24 June 2025;
- (4) U.S.\$600 million facility initially provided by a syndicate of lenders comprising DB International (Asia) Limited, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc (London Branch), Mashreqbank PSC, National Development Bank PLC, Standard Chartered Bank (Mauritius) Limited, Standard Chartered Bank (Singapore) Limited, Bank of Maharashtra IFSC Banking Unit and Sumitomo Mitsui Banking Corporation, Singapore Branch pursuant to an amended and restated facility agreement dated 13 May 2026; and
- (5) U.S.\$530 million facility initially provided to Twin Star Holdings Ltd. by Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, First Abu Dhabi PJSC, Mashreqbank PSC, Standard Chartered Bank, GIFT City, and Standard Chartered Bank (Mauritius) Limited pursuant to a facility agreement dated 17 April 2025.

“Fitch” means Fitch Ratings Limited, its affiliates and any successor to or assignee of its ratings business.

“Fixed Charge Coverage Ratio” means, on any Transaction Date, the ratio of:

- (1) the aggregate amount of Consolidated EBITDA for the then most recent two semi-annual periods prior to such Transaction Date for which consolidated financial statements of the Parent Guarantor prepared in accordance with Applicable Accounting Principles (which the Parent Guarantor shall use its best efforts to compile in a timely manner) are available (the **“Two Semi-annual Period”**) and have been provided to the Trustee; to
- (2) the aggregate Consolidated Fixed Charges during such Two Semi-annual Period.

“Holdco Net Interest Expense” means, for any period, the amount equal to “finance costs” minus “investment revenue,” in each case as it is presented on the income statement of the Parent Guarantor and its Holdco Subsidiaries prepared on a standalone basis in accordance with Applicable Accounting Principles for such period.

“Holdco Subsidiaries” means the direct and indirect non-operating Subsidiaries of the Parent Guarantor which for the avoidance of doubt does not include any of the Demerged Entities, Konkola Copper Mines plc and their respective Subsidiaries.

“Incur” means, as applied to any obligation, to directly or indirectly, create, incur, issue, assume, guarantee or in any other manner become directly or indirectly liable, contingently or otherwise. Such obligation and “Incurred”, “Incurrence” and “Incurring” shall each have a correlative meaning.

“Independent Financial Advisor” means an accounting, appraisal or investment banking firm or consultant, in each case of nationally recognized standing that is, in the good faith determination of the Parent Guarantor, qualified to perform the task for which it has been engaged.

“Independent Investment Bank” means a Reference Treasury Dealer appointed by the Parent Guarantor as such.

“Indian Business Days” means a day (other than a Saturday or Sunday) on which commercial banks are open for business in Mumbai.

“Intermediate SPV” means Vedanta UK Holdings Limited, a company registered under the laws of England and Wales with company number 15119067.

“Investment” means:

- (1) any direct or indirect advance, loan or other extension of credit to another Person;
- (2) any capital contribution to another Person (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others);
- (3) any purchase or acquisition of Capital Stock (or options, warrants or other rights to acquire such Capital Stock), Borrowings, bonds, notes, debentures or other similar instruments or securities issued by another Person;
- (4) any guarantee of any obligation of another Person to the extent such obligation is outstanding and to the extent guaranteed by such Person; or
- (5) all other items that would be classified as investments (including purchases of assets outside the ordinary course of business) on a statement of financial position of such Person prepared in accordance with Applicable Accounting Principles.

“Investment Grade” means a long term credit rating of “AAA,” “AA,” “A” or “BBB,” as modified by a “±” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by S&P or a long term credit rating of “Aaa,” or “Aa,” “A” or “Baa,” as modified by a “1,” “2” or “3” indication, or an equivalent rating representing one of the four highest rating categories, by Moody’s or a long term credit rating of “AAA,” or “AA,” “A” or “BBB,” as modified by a “±,” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by Fitch or the equivalent long term credit ratings of any internationally recognised rating agency or agencies, as the case may be, which shall have been designated by the Parent Guarantor as having been substituted for S&P, Moody’s or Fitch or all of them, as the case may be.

“License Agreement (Brand Fees)” means the license agreement between the Parent Guarantor, the Intermediate SPV and VRIL dated on or prior to 8 February 2024 under which the Parent Guarantor grants to the Intermediate SPV (which grants to VRIL) a five year exclusive license of the Brand (with a potential extension for an additional five years pursuant to the terms thereof).

“Lien” means any mortgage or deed of trust, charge, pledge, lien (statutory or otherwise), privilege, security interest, hypothecation, assignment for or by way of security or other encumbrance upon or with respect to any property of any kind, real or personal, movable or immovable, now owned or hereafter acquired.

“Listed Indian Subsidiary” means any Subsidiary of the Parent Guarantor in India whose Capital Stock is listed on a stock exchange.

“Material Demerged Entity” means a Demerged Entity which is a Material Subsidiary.

“Material Subsidiary” has the meaning specified in Condition 9.

“**Moody’s**” means Moody’s Investors Service, Inc., its affiliates and any successor to or assignee of its ratings business.

“**Net Income**” means, for any period, without duplication (A) the aggregate of (i) the Brand Fees received by the Parent Guarantor, VRIL or any other Holdco Subsidiary for such period and (ii) the dividends received by the Parent Guarantor and the Holdco Subsidiaries for such period less (B) the aggregate of (i) Holdco Net Interest Expense for such period and (ii) administrative expenses of the Parent Guarantor and the Holdco Subsidiaries for such period.

“**Net Proceeds**” means the aggregate cash proceeds received by the Parent Guarantor or any Subsidiary of the Parent Guarantor in respect of any Asset Sale (including, without limitation, any cash received upon the sale or other disposition of any non-cash consideration received in any Asset Sale), net of the direct costs relating to such Asset Sale.

“**Offer to Purchase**” means an offer to purchase the Bonds by the Issuer from the Bondholders commenced by mailing a notice by first class mail, postage prepaid, to the Trustee and each Bondholder at its last address appearing in the Register stating:

- (1) the provision of the Trust Deed pursuant to which the offer is being made and that all Bonds validly tendered will be accepted for payment on a *pro rata* basis;
- (2) the purchase price and the date of purchase (which shall be a Business Day no earlier than five (5) days nor later than sixty (60) days from the date such notice is mailed) (the “Offer to Purchase Payment Date”);
- (3) that any Bond not tendered will continue to accrue interest pursuant to its terms;
- (4) that, unless the Issuer or the Guarantors, as the case may be, defaults in the payment of the purchase price, any Bond accepted for payment pursuant to the Offer to Purchase shall cease to accrue interest on and after the Offer to Purchase Payment Date;
- (5) that Bondholders electing to have a Bond purchased pursuant to the Offer to Purchase will be required to surrender the Bond, together with the form entitled “Option of the Holder to Elect Purchase” on the reverse side of the Bond completed, to the Paying Agent at the address specified in the notice prior to the close of business on the Business Day immediately preceding the Offer to Purchase Payment Date;
- (6) that Bondholders will be entitled to withdraw their election if the Paying Agent receives, not later than the close of business on the third Business Day immediately preceding the Offer to Purchase Payment Date, an email or letter setting forth the name of such Bondholder, the principal amount of Bonds delivered for purchase and a statement that such Bondholder is withdrawing his election to have such Bonds purchased; and
- (7) that Bondholders whose Bonds are being purchased only in part will be issued new Bonds equal in principal amount to the unpurchased portion of the Bonds surrendered; *provided* that each Bond purchased and each new Bond issued shall be in a minimum principal amount of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof.

On one Business Day prior to the Offer to Purchase Payment Date, the Issuer shall deposit with the Paying Agent money sufficient to pay the purchase price of all Bonds or portions thereof so accepted.

On the Offer to Purchase Payment Date, the Issuer shall:

- (a) accept for payment on a *pro rata* basis Bonds or portions thereof tendered pursuant to an Offer to Purchase; and

- (b) deliver, or cause to be delivered, to the Trustee all Bonds or portions thereof so accepted together with a certificate signed by two directors of the Issuer specifying the or portions thereof accepted for payment by the Issuer.

The Paying Agent shall promptly mail at the cost of the Issuer to the Bondholders so accepted payment in an amount equal to the purchase price, and the Registrar shall promptly authenticate and mail to such Bondholders a new Bond equal in principal amount to any unpurchased portion of the Bond surrendered; *provided* that each Bond purchased and each new Bond issued shall be in a principal amount of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof. The Issuer will publicly announce the results of an Offer to Purchase as soon as practicable after the Offer to Purchase Payment Date. The Issuer will comply with all applicable securities laws and regulations if it is required to repurchase Bonds pursuant to an Offer to Purchase and, to the extent any applicable securities laws and regulations conflict with the Offer to Purchase obligations, the Issuer will not be deemed to have breached such obligations by virtue of such compliance.

The materials used in connection with an Offer to Purchase are required to contain or incorporate by reference information concerning the business of the Parent Guarantor and its Subsidiaries which the Issuer in good faith believes will assist the Bondholders to make an informed decision with respect to the Offer to Purchase, including a brief description of the events requiring the Issuer to make the Offer to Purchase, and any other information required by applicable law to be included therein. The offer is required to contain all instructions and materials necessary to enable the Bondholders to tender Bonds pursuant to the Offer to Purchase.

“Parent Guarantor LTV Ratio” means as of any determination date, the ratio of (a) the aggregate of the Equity Values as of such determination date, without duplication, of all Subsidiaries of the Parent Guarantor that are not Holdco Subsidiaries to (b) the total amount of Borrowings (on a standalone basis) of the Parent Guarantor and the Holdco Subsidiaries, without duplication, as of such determination date.

“Permitted Business” means any business, service or activity conducted or proposed to be conducted (as described in the offering memorandum relating to the Bonds dated June 25, 2026 (the **“OM Date”**)) by the Parent Guarantor and its Subsidiaries and any other business, service or activity conducted by the Parent Guarantor and its Subsidiaries on the OM Date and other businesses reasonably related, complementary or ancillary thereto as approved by the board of directors of the Parent Guarantor from time to time.

“Permitted Holders” means any or all of the following:

- (1) Mr Anil Agarwal;
- (2) any Affiliate or a direct family member of the Person specified in clause (1) of this definition; and
- (3) any Person both the Capital Stock and the Voting Stock of which (or in the case of a trust, the beneficial interests in which) are more than 80 per cent. owned by Persons specified in clauses (1) and (2) of this definition.

“Permitted Liens” means:

- (1) Liens in favor of the Security Agent created pursuant to the Trust Deed and the Security Document with respect to the Bonds (including any Additional Bonds);
- (2) Liens to secure the performance of statutory obligations incurred in the ordinary course of business;

- (3) Liens for taxes, assessments or governmental charges or claims that are not yet delinquent or that are being contested in good faith by appropriate proceedings promptly instituted and diligently concluded; *provided* that any reserve or other appropriate provision as is required in conformity with GAAP has been made therefor;
- (4) Liens imposed by law, such as suppliers', carriers', warehousemen's, landlord's and mechanics' Liens, in each case, incurred in the ordinary course of business;
- (5) survey exceptions, easements or reservations of, or rights of others for, licenses, rights-of-way, sewers, electric lines, telegraph and telephone lines and other similar purposes, or zoning or other restrictions as to the use of real property that were not incurred in connection with Indebtedness and that do not in the aggregate materially adversely affect the value of said properties or materially impair their use in the operation of the business of such Person;
- (6) Liens securing Permitted Refinancing Borrowings which is Incurred to refinance secured Borrowings which is permitted to be Incurred under Condition (3)(c)(ii)(c)(w); *provided* that such Liens do not extend to or cover any property or assets other than the property or assets securing such secured Borrowings;
- (7) Liens on property of a Person existing at the time such Person is merged with or into or consolidated with the Parent Guarantor or any of its Subsidiaries; *provided* that such Liens were in existence prior to the contemplation of such merger or consolidation and do not extend to any assets other than those of the Person merged into or consolidated with such Person;
- (8) Liens on property (including Capital Stock) existing at the time of acquisition of the property by the Parent Guarantor or any of its Subsidiaries; *provided* that such Liens were in existence prior to such acquisition, and not incurred in contemplation of, such acquisition;
- (9) Liens on the Collateral securing Permitted Pari Passu Secured Indebtedness; and
- (10) Liens outstanding as of the Closing Date;

provided that, the only Liens permitted on the Collateral are (1), (2), (3), (4), (9) and (10).

"Person" means any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organisation.

"Potential Event of Default" means an event or circumstance which would with the giving of notice, lapse of time and/or issuing of a certificate become an Event of Default.

"Preferred Stock" as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation, winding up or dissolution of such Person, over any other class of Capital Stock of such Person.

"Primary Treasury Dealer" means a primary U.S. government securities dealer in New York City.

"Rating Agency" means, to the extent that such agency was solicited by the Issuer to provide a rating for the Bonds, any of (i) S&P, (ii) Moody's and (iii) Fitch.

"Rating Date" means the date which is ninety (90) days prior to the earlier of the date of consummation of Change of Control and a public announcement of a Change of Control.

"Rating Decline" means on, or within six months after, the earlier of the date of consummation of a Change of Control or public announcement of a Change of Control (which period shall be extended so long as the rating of the Bonds is under publicly announced consideration for possible ratings change by

any of the Rating Agencies), the notification by any of the Rating Agencies that such proposed actions will result in any of the events listed below:

- (1) if the Bonds are rated by three (3) Rating Agencies on the Rating Date as Investment Grade, the rating of the Bonds by at least two (2) such Rating Agencies shall be below Investment Grade;
- (2) if the Bonds are rated by only two (2) Rating Agencies on the Rating Date as Investment Grade, the rating of the Bonds by either such Rating Agency shall be below Investment Grade;
- (3) if the Bonds are rated by only one Rating Agency on the Rating Date as Investment Grade, the rating of the Bonds by such Rating Agency shall be below Investment Grade; or
- (4) if the Bonds are not rated as Investment Grade by any Rating Agency on the Rating Date, the rating of the Bonds by any Rating Agency shall be below the rating it provided on the Rating Date.

“Receivables Account” means the account held by VRIL with account number 46686516.

“Reference Treasury Dealer” means:

- (1) each of Axis Bank Limited, Singapore Branch, Barclays Bank PLC, Credit Suisse (Hong Kong) Limited, DBS Bank Ltd., First Abu Dhabi Bank PJSC, ICICI Bank Limited - IFSC Banking Unit, J.P. Morgan Securities plc and Standard Chartered Bank and their respective successors or any of their respective affiliates, so long as it is Primary Treasury Dealer; *provided* that, if any such Person ceases to be a Primary Treasury Dealer, the Parent Guarantor will substitute another Primary Treasury Dealer; and
- (2) any other Primary Treasury Dealer selected by the Parent Guarantor.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Bank, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Bank by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

“Requisite Consents” means the receipt of the consents in relation to the 2030 Bonds, 2031 Bonds, 2032 Bonds and the 2033 Bonds (such bonds, the **“Relevant Bonds”**) for (i) the adjustment of certain parameters in the “Additional limitations relating to Subsidiary Guarantors” covenant (Condition 3(f)) from each series of Relevant Bonds and (ii) the removal of the applicability of the “VRL Offshore Entities Secured Borrowings” covenant (Condition 3(i)) from each series of Relevant Bonds, as described in the tender offer and consent solicitation memorandum dated 9 June 2026.

“Resulting Companies” means Resulting Company 1, Resulting Company 2, Resulting Company 3 and Resulting Company 4.

“Resulting Company 1” means Vedanta Aluminium Metal Limited, a company registered under the laws of India with its registered address at C-103 Atul Projects, Corporate Avenue, New Link, Chakala MIDC, Mumbai 400093.

“Resulting Company 2” means Vedanta Power Limited a company registered under the laws of India with its registered address at Village Banawala, Mansa-Talwandi Sabo Road, Mansa, Punjab – 151302).

“Resulting Company 3” means Vedanta Oil and Gas Limited, a company registered under the laws of India with its registered address at SIPCOT Industrial Complex, Madurai Bypass Road, T.V. Puram P.O., Tuticorin, Tamil Nadu.

“Resulting Company 4” means Vedanta Iron and Steel Limited, a company registered under the laws of India with its registered address at C-103 Atul Projects, Corporate Avenue, New Link, Chakala MIDC, Mumbai 400093.

“S&P” means S&P Global Ratings, a division of the McGraw Hill Companies, Inc., its affiliates and any successor to or assignee of its ratings business.

“Sub-Licensee” means (in its capacity as sub-licensee under a particular Brand Fee Agreement):

- (1) Black Mountain Mining (Pty) Ltd (a company incorporated under the laws of South Africa, having its registered office at 1 Penge Road, Aggeneys, Northern Cape Province, South Africa);
- (2) Cairn Energy Hydrocarbons Limited (a company incorporated in Scotland with registration number SC172470);
- (3) HZL (or any Demerged Entity (HZL);
- (4) Vedanta Limited;
- (5) any Resulting Company; or,
- (6) any other Demerged Entity or Subsidiary thereof which has entered into a Brand Fee Agreement with the Parent Guarantor and/or the Intermediate SPV and VRIL.

“Tax” means any tax, levy, impost, duty or other charge or withholding of a similar nature (including any penalty or interest payable in connection with any failure to pay or any delay in paying any of the same).

“Transaction Date” means, with respect to the Incurrence of any Borrowing, the date such Borrowing is to be Incurred and, with respect to the issuance, sale, transfer or other disposition of, or purchase or other acquisition of Capital Stock, the date such Capital Stock is to be issued, sold, transferred or otherwise disposed of, or purchased or otherwise acquired.

“VEDL Group” means each Demerged Entity and each of their respective (direct and indirect) Subsidiaries (including Vedanta Limited and its (direct and indirect) Subsidiaries).

“Voting Stock” means, with respect to any Person, Capital Stock of any class or kind ordinarily having the power to vote for the election of directors, managers or other voting members of the governing body of such Person.

“VRIL” means Vedanta Resources Investments Limited.

“Wholly Owned” means, with respect to any Subsidiary, the ownership of all of the outstanding Capital Stock of such Subsidiary (other than any director’s qualifying shares or Investments by foreign nationals mandated by applicable law) by Welter or Twin Star (as applicable) or one or more Wholly Owned Subsidiaries of Welter or Twin Star (as applicable).

4 Security

The obligations of the Issuer with respect to the Bonds will, by no later than ninety (90) days after the earlier of (i) (x) the date of repayment of all Existing Bonds and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (as defined below) and (ii) (x) the receipt of the Requisite Consents (to the extent that the Bonds are secured over the Collateral, such date where the Bonds are so secured, the **“Security Creation Date”**) and (y) (1) the date of repayment of all Existing Loans and/or (2) the consent of lenders of Existing Loans to permit the creation of security over the Collateral (as defined below), be secured by a first ranking Lien over (x) the receivables and

other rights under each of the Brand Fee Agreements and (y) the Receivables Account, in each case, held by VRIL (the “**Collateral**”). The security document, as amended and supplemented from time to time, to be executed in respect of the Collateral between VRIL, the Trustee and the Security Agent, is hereby referred to as the “**Security Document**”.

Permitted Pari Passu Secured Indebtedness

On or after the Closing Date, the Parent Guarantor will not permit VRIL to create Liens on the Collateral, other than:

(1) Liens incurred on and after the Security Creation Date (and which Liens are *pari passu* with the Lien for the benefit of the Bondholders) to secure Indebtedness of the Parent Guarantor and any of its Subsidiaries (including, but not limited to, any Existing Bonds, any Existing Loans and any Additional Bonds) (such secured Indebtedness, “**Permitted Pari Passu Secured Indebtedness**”); *provided* that:

a. the Parent Guarantor or any such Subsidiary was permitted to Incur such Indebtedness under these Conditions and any Permitted Refinancing Borrowings thereof;

b. the holders of such Indebtedness (or their representative), other than any Additional Bonds and any Indebtedness in respect of which the relevant holders or representative is already a party to the Security Sharing Agreement, become party to the Security Sharing Agreement;

c. the agreement in respect of such Indebtedness contains provisions with respect to releases of the Lien over the Collateral no more restrictive on the Issuer than the provisions of the Trust Deed and the Security Document; and

d. the Issuer delivers to the Trustee and the Security Agent an Opinion of Counsel and an Officer’s Certificate with respect to corporate and collateral matters in connection with the Security Document; and

(2) certain Permitted Liens.

The Trustee and the Security Agent will be permitted and authorized, without the consent of any Holder, to enter into any amendments to the Security Document, the Trust Deed and/or the Security Sharing Agreement and to take any other action necessary to permit the creation and registration of Liens on the Collateral to secure Permitted Pari Passu Secured Indebtedness in accordance with this paragraph and the terms of the Trust Deed.

Security Sharing Agreement and Priority

On or prior to the first Incurrence of any Permitted Pari Passu Secured Indebtedness (other than Additional Bonds), the Trustee and the Security Agent will, among others, enter into a security sharing agreement (the “**Security Sharing Agreement**”), each, without requiring any instruction or consent from the Holders, with the Issuer and the lender(s) under the Permitted Pari Passu Secured Indebtedness (or their representative).

The Security Sharing Agreement will provide for, among other things:

(1) that the parties thereto shall share equal priority and *pro rata* entitlement in and to the Collateral;

(2) the conditions that are applicable to the release of, or granting of, any Lien on the Collateral; and

(3) the conditions under which the parties thereto will enforce their rights with respect to the Collateral and the Indebtedness secured thereby.

Under the Security Sharing Agreement, the holders of any Permitted Pari Passu Secured Indebtedness (or their representative) and the Trustee on behalf of the Bondholders (such holders of any Permitted Pari Passu Secured Indebtedness (or their representative) together with the Trustee and the Security Agent collectively, the “**Pari Passu Secured Parties**”) will (subject to agreement of the terms and provisions of such appointment) appoint the Security Agent (or any successor Security Agent appointed under the Security Document if such a successor

has been so appointed) to act as the Security Agent with respect to the Collateral, to exercise remedies (subject to the terms of the Trust Deed and any document governing Permitted Pari Passu Secured Indebtedness) in respect thereof upon the occurrence of an Event of Default under the Trust Deed or an event of default under any document governing Permitted Pari Passu Secured Indebtedness, and to act as further provided in the Security Sharing Agreement.

By accepting the Bonds, each Holder shall be deemed to have consented to the execution of the Security Sharing Agreement, any supplements, amendments or modifications thereto, and any future Security Sharing Agreement permitted under the Trust Deed.

Enforcement of the Collateral

The first-ranking Liens over the Collateral will be granted to the Security Agent. The Security Agent will hold such Liens and security interests in the Collateral granted pursuant to the Security Document with sole authority as directed by the Trustee pursuant to written instruction of the majority of the Pari Passu Secured Parties to exercise remedies under the Security Document. The Security Agent has agreed to act as secured party on behalf of the Pari Passu Secured Parties under the Security Document, to follow the instructions provided to it under the Security Sharing Agreement and the Security Document and to carry out certain other duties.

The Security Agent may decline to foreclose on the Collateral, or exercise remedies available if it does not receive indemnification and/or security and/or pre-funding to its satisfaction. None of the Security Agent nor the Trustee, nor any of their respective officers, directors, employees, attorneys or agents will be responsible or liable for the existence, genuineness, value, adequacy or protection or perfection of the Collateral, for the legality, enforceability, effectiveness or sufficiency of the Security Document, for the creation, perfection, priority, sufficiency or protection or perfection of any of the Liens, or for any defect or deficiency as to any such matters, or for any failure to demand, collect, foreclose or realize upon or otherwise enforce any of the Liens or the Security Document, or any delay in doing so.

The Security Document will provide that the Issuer, Parent Guarantor and VRIL will jointly and severally indemnify the Security Agent and the Trustee for all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind imposed against the Security Agent arising out of the Security Document except to the extent that any of the foregoing are finally judicially determined to have directly resulted from the gross negligence or willful default of the Security Agent.

All payments received and all amounts held by the Security Agent in respect of the Collateral under the Security Document will, in accordance with the terms of the Security Sharing Agreement, be applied as follows:

first, to the Trustee, the Security Agent, the Agents to the extent necessary to reimburse the Trustee, the Security Agent, the Agents for any fees, costs and expenses (including any fees and expenses of legal counsel) incurred in connection with the collection or distribution of such amounts held or realized or in connection with expenses (including any fees and expenses of legal counsel) incurred in enforcing its remedies under the Security Document and preserving the Collateral and all amounts for which the Trustee, the Security Agent, the Agents and any such representative are entitled to indemnification under the Trust Deed, Agency Agreement, Security Document and the Security Sharing Agreement;

second, to the Trustee for the benefit of Holders and holders of any Permitted Pari Passu Secured Indebtedness (or their representative) on a *pro rata* and *pari passu* basis; and

third, any surplus remaining after such payments will be paid to the Issuer or whomever may be lawfully entitled thereto.

Release of Lien over the Collateral

The Liens created by the Security Document to secure the obligations of the Issuer under the Bonds will be released upon (1) the full and final payment and performance of the obligations of the Issuer under the Trust

Deed and the Bonds; (2) as provided in the Security Sharing Agreement and Security Document; (3) in connection with an enforcement sale pursuant to the Security Sharing Agreement or (4) any change in or amendment to any law, rule or regulation (or any interpretation thereto) or by any relevant government, judicial or administrative authority agency, court or similar body as a result of which (i) the Brand Fees are no longer permitted or able to be paid pursuant to any Brand Fee Agreement by a Sub-Licensee or (ii) the Lien over any Collateral is no longer permitted or able to be maintained to secure the obligations of the Issuer under the Bonds.

No release of the Collateral shall be effective against the Security Agent, the Trustee or the Holders until the Issuer shall have delivered to the Security Agent and the Trustee an Officer's Certificate and an Opinion of Counsel stating that all requirements relating to such release have been complied with and that such release has been authorized by, permitted by, and made in accordance with, the provisions of the Trust Deed, the Security Document and the Security Sharing Agreement.

5 Interest and Amortization of Principal

Interest

The Bonds will bear interest from the Closing Date at the rate of 7.750 per cent. per annum, payable semi-annually in arrear, on January 13 and July 13 of each year, commencing on January 13, 2027 (each such interest payment date, an “**Interest Payment Date**”). Interest on the Bonds shall accrue from (and including) the Closing Date or the most recent date to which interest has been paid (as applicable) and ending on (but excluding) the next Interest Payment Date for the Bonds. Each Bond will cease to bear interest from the due date for redemption unless, upon surrender in accordance with Condition 7, payment of the full amount of principal is improperly withheld or refused or unless default is otherwise made in respect of any such payment. In such event the Bonds shall continue to bear interest at the applicable rate (both before and after judgment) until, but excluding whichever is the earlier of:

- (a) the day on which all sums due in respect of the Bonds up to that day are received by or on behalf of the relevant holder; and
- (b) the day which is seven calendar days after the Trustee or the Paying Agent has notified Bondholders of receipt of all sums due in respect of all the Bonds up to that seventh calendar day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

If interest is required to be calculated for a period of less than one year, it will be calculated on the basis of a 360-day year consisting of twelve (12) months of thirty (30) days each and, in the case of an incomplete month, the number of days elapsed.

Amortization of Principal

Installments of principal on the Bonds are payable (each, a “**Mandatory Amortization Redemption**”) on each of the dates shown below (each, an “**Amortization Payment Date**”), on a *pro rata* pass through distribution of principal basis, to the Holders thereof on the immediately preceding Interest Record Date. The amount to be redeemed on the applicable Amortization Payment Date (such amount, the “**Amortization Amount**”) shall be equal to the product of (x) the applicable Amortization Ratio (outlined in the table below) on the applicable Amortization Payment Date *times* (y) the principal amount of Bonds outstanding immediately prior to the applicable Amortization Payment Date. The redemption price shall be the principal amount thereof, plus accrued and unpaid interest to, but not including, the applicable Amortization Payment Date.

Amortization Payment Date	Amortization Ratio
January 13, 2035.....	16.67%

Amortization Payment Date	Amortization Ratio
July 13, 2035.....	16.67%
January 13, 2036.....	16.67%
July 13, 2036.....	16.67%
January 13, 2037.....	16.67%
July 13, 2037.....	16.67%

No notice of Mandatory Amortization Redemption will be required to be delivered to the Holders. Neither the Trustee, the Security Agent nor the Agents shall be responsible for monitoring, verifying or calculating the Amortization Amount and will not be responsible to the Holders for any loss arising from any failure by it to do so.

6 Redemption and Purchase

(a) Final redemption

Unless previously redeemed, or purchased and cancelled as provided herein, the Bonds will be redeemed at their principal amount on July 13, 2037.

The Bonds may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.

(b) Redemption at the option of the Issuer

At any time and from time to time prior to July 13, 2031, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at a redemption price equal to 100 per cent. of the principal amount of the Bonds being redeemed, plus the Applicable Premium, plus accrued and unpaid interest, if any, to (but excluding) the redemption date. None of the Agents or the Trustee or the Security Agent have any responsibility with respect to the calculation or verification of the Applicable Premium or any amounts payable under any notice of redemption and none of them shall be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

At any time and from time to time on or after July 13, 2031, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent, the Paying Agent and the Bondholders, at the following redemption prices (expressed as percentages of principal amount of the Bonds) plus accrued and unpaid interest, if any, to (but excluding) the redemption date, if redeemed during the twelve-month period beginning on July 13 of the years indicated below:

Year	Redemption Price
	<i>(Per cent.)</i>
2031	103.875%
2032	101.938%
2033	100.000%

At any time and from time to time, the Bonds may be redeemed, in whole or in part, at the option of the Issuer on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Trustee, the Security Agent and the Bondholders, during each twelve-month period commencing with the Closing Date, up to 10 per cent. of the original aggregate principal amount of the Bonds (calculated after giving effect to any issuance of Additional Bonds) at a redemption price (expressed as a percentage of the principal amount of the Bonds) of 103.0 per cent., plus accrued and unpaid interest, if any, to (but excluding) the applicable redemption date.

Any optional redemption of Bonds and notice of redemption under this Condition 6(b) may, at the Issuer's discretion, be subject to the satisfaction (or waiver by the Issuer in its sole discretion) of one or more conditions precedent. If any such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice may state that, in the Issuer's sole discretion, the redemption date may be delayed until such time as any or all such conditions shall be satisfied, or such redemption may not occur and such notice may be rescinded if any or all such conditions shall not have been satisfied by the redemption date, or by the redemption date so delayed.

If fewer than all the Bonds are to be redeemed, the Bonds for redemption will be selected on a *pro rata* pass through distribution of principal basis or by such other method as required by law or requirement of any stock exchange on which the Bonds are listed or Euroclear Bank SA/NV and Clearstream Banking S.A. or any alternative clearing system; *provided* that Bonds with a principal amount of U.S.\$200,000 will not be redeemed in part.

(c) Redemption for taxation reasons

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than five (5) Business Days nor more than sixty (60) calendar days' written notice to the Bondholders, the Paying Agent, the Trustee and the Security Agent, at their principal amount (together with interest accrued and unpaid to (but excluding) the date fixed for redemption), if:

- (i) the Issuer (or any Guarantor) has or will become obliged to pay additional amounts as provided or referred to in Condition 8 as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction (as defined in Condition 8), or any authority therein or thereof having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date hereof; and
- (ii) such obligation cannot be avoided by the Issuer (or as the case may be, the relevant Guarantor) taking reasonable measures available to it (*provided* that changing the jurisdiction of organisation of the Issuer (or as the case may be, the relevant Guarantor) is not a reasonable measure for purposes of this section),

provided that no such notice of redemption shall be given earlier than ninety (90) calendar days prior to the earliest date on which the Issuer (or, as the case may be, the relevant Guarantor) would be obliged to pay such additional amounts were a payment in respect of the Bonds or the Guarantees then due and, unless at the time such notice is given, the obligation to pay additional amounts remains in effect. Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer (or, as the case may be, the relevant Guarantor) shall deliver to the Trustee a certificate signed by two directors of the Issuer (or, as the case may be, the relevant Guarantor) stating that the obligation referred to in (i) above cannot be avoided by the Issuer (or, as the case may be, the relevant Guarantor) taking reasonable measures available to it and the Trustee shall be entitled to accept such certificate as sufficient evidence of the satisfaction of the condition precedent set out in (i) and (ii) above in which event it shall be conclusive and binding on the Bondholders.

Any redemption of Bonds and notice of redemption under this Condition 6(c) may, at the Issuer's discretion, be subject to the satisfaction (or waiver by the Issuer in its sole discretion) of one or more conditions precedent. If any such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice may state that, in the Issuer's sole discretion, the redemption date may be delayed until such time as any or all such conditions shall be satisfied, or such redemption may not occur and such notice may be rescinded if any or all such conditions shall not have been satisfied by the redemption date, or by the redemption date so delayed.

(d) **Repurchase of Bonds Upon a Change of Control Triggering Event**

Not later than thirty (30) days following the occurrence of a Change of Control Triggering Event, the Issuer will make an Offer to Purchase all outstanding Bonds (a "**Change of Control Offer**") at a purchase price equal to 101.0 per cent. of the principal amount thereof, plus accrued and unpaid interest, if any, to (but excluding) the applicable Offer to Purchase Payment Date.

Notwithstanding the above, the Issuer will not be required to make a Change of Control Offer following a Change of Control if a third party makes the Change of Control Offer in the same manner and at the same time and purchases all Bonds validly tendered and not withdrawn under such Change of Control Offer.

Except as described above with respect to a Change of Control, the Trust Deed does not contain provisions that permit the Bondholders to require that the Issuer purchase or redeem the Bonds in the event of a takeover, recapitalisation or similar transaction.

Neither the Trustee, the Security Agent nor the Agents shall be required to take any steps to ascertain whether a Change of Control Triggering Event or any event which could lead to a Change of Control Triggering Event has occurred or may occur and shall be entitled to assume that no such event has occurred until it has received written notice to the contrary from the Issuer. The Trustee, the Security Agent and Agents shall not be required to take any steps to ascertain whether the condition for the exercise of the rights herein has occurred. The Trustee, the Security Agent and Agents shall not be responsible for determining or verifying whether a Bond is to be accepted for redemption and will not be responsible to the Bondholders for any loss arising from any failure by it to do so. The Trustee, the Security Agent and Agents shall not be under any duty to determine, calculate or verify the redemption amount payable hereunder and will not be responsible to the Bondholders for any loss arising from any failure by it to do so.

(e) **Purchase**

Subject to the requirements (if any) of any stock exchange on which the Bonds may be listed at the relevant time, the Parent Guarantor and any of its Subsidiaries may at any time purchase Bonds in the open market or otherwise (including through tender or exchange offers). The Bonds so purchased, while held by or on behalf of the Issuer, the Parent Guarantor or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Bondholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Bondholders or for the purposes of Condition 13(a).

(f) **Cancellation**

All Bonds so redeemed will be cancelled and may not be re-issued or resold. All Bonds purchased pursuant to this Condition may be cancelled at the discretion of the relevant purchaser. Bonds may be surrendered for cancellation by surrendering each such Bond to the Paying Agent and if so surrendered shall be cancelled as soon as reasonably practicable (and may not be reissued or resold) and the obligations of the Issuer in respect of any such Bonds shall be discharged.

7 **Payments**

(a) **Principal and Interest**

Payment of principal and interest due other than on an Interest Payment Date will be made in United States dollars by transfer to the registered account of the Bondholder. Payment of principal will only be made after surrender of the relevant Certificate at the specified office of any of the Paying Agents.

Interest on Bonds due on an Interest Payment Date will be paid in United States dollars by wire transfer on the due date for the payment of interest to the holder shown on the Register at the close of business on the fifteenth day before the due date for the payment of interest (the “**Interest Record Date**”). Payments of interest on each Bond will be made by transfer to the registered account of the Bondholder.

(b) **Registered accounts**

For the purposes of this Condition, a Bondholder’s registered account means the United States dollar account maintained by or on behalf of it with a bank in New York City, details of which appear on the Register at the close of business on the second business day (as defined below) before the due date for payment, and a Bondholder’s registered address means its address appearing on the Register at that time.

(c) **Payments subject to fiscal laws**

All payments are subject in all cases to:

- (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 8; and
- (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Bondholders in respect of such payments.

(d) **Payment initiation**

Where payment is to be made by transfer to a registered account, payment instructions (for value on the due date or, if that is not a business day (as defined below), for value on the first following day which is a business day) will be initiated on the due date for payment (or, if it is not a business day, the first following day which is a business day) or, in the case of a payment of principal, if later, on the business day on which the relevant Certificate is surrendered at the specified office of a Paying Agent.

Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a business day or if the Bondholder is late in surrendering its Certificate (if required to do so).

(e) **Business Day**

If any date for payment in respect of any Bond is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this Condition 7, “business day” means:

- (i) in the case of payment by transfer to a registered account, a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open for business in New York City, Hong Kong and the place of the specified office of the Paying Agent; and
- (ii) in the case of the surrender of a Certificate, a day in which commercial banks are open for business in the place of the specified office of the Paying Agent to whom the Certificate is

surrendered. If an amount which is due on the Bonds is not paid in full, the Registrar will annotate the Register with a record of the amount (if any) in fact paid.

(f) **Paying Agents**

The initial Paying Agent, Transfer Agent and Registrar and their initial specified offices are listed below. The Issuer reserves the right at any time with the approval of the Trustee to vary or terminate the appointment of any Paying Agent, Transfer Agent or Registrar and appoint additional or other paying agents, transfer agents or registrars; *provided* that it will maintain:

- (i) a Paying Agent;
- (ii) a paying agent in Singapore so long as the Bonds are listed on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and the rules of the SGX-ST so require; and
- (iii) a Registrar.

Notice of any change in the Paying Agent, Transfer Agent or Registrar or their specified offices will promptly be given to the Bondholders and the SGX-ST (so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require).

8 **Taxation**

All payments of principal and interest by or on behalf of the Issuer or the Guarantors in respect of the Bonds or the Guarantees, as applicable, shall be made free and clear of, and without set off or counterclaim and withholding or deduction for or on account of, any taxes, duties, assessments or governmental charges (including, without limitation, penalties and interest and other amounts related thereto) of whatever nature imposed, levied, collected, withheld or assessed by or within the United Kingdom, Mauritius or Cyprus or any other jurisdiction in which the Issuer or any Guarantor is then incorporated, organised, engaged in business for tax purposes or resident for tax purposes or through which any payment on the Bonds or the Guarantees is made on behalf of the Issuer or a Guarantor (each, a “**Tax Jurisdiction**”) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. If such withholding or deduction is required by law, the Issuer, or as the case may be, the Guarantors shall pay such additional amounts as will result in receipt by the Bondholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Bond:

- (a) to a holder (or to a third party on behalf of a holder) who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of such holder (or its beneficial owner or equity holder) having some connection with a Tax Jurisdiction other than the mere holding of such Bond or exercising any rights or obligations relating thereto;
- (b) in the case of payment of principal or interest (other than interest due on an Interest Payment Date) if the Certificate in respect of such Bond is presented for payment more than thirty (30) days after the Relevant Date except to the extent that the holder of it would have been entitled to such additional amounts on presenting such Certificate for payment on the last day of such period of thirty (30) days;
- (c) with respect to taxes, duties, assessments or governmental charges in respect of such Bond imposed as a result of the failure of the holder or beneficial owner of such Bond to comply with a written request of the Issuer or the relevant Guarantor at least sixty (60) days before any such withholding or deduction would be payable to provide timely or accurate information concerning the nationality, residence or identity of the holder or beneficial owner or to make any valid or timely declaration or similar claim or satisfy any certification, information or other reporting requirement (to the extent such holder or beneficial owner is legally eligible to do so), which is required or imposed by a statute, treaty, regulation

or administrative practice of a Tax Jurisdiction or any authority therein or thereof having the power to tax as a condition to exemption from all or part of such taxes;

- (d) for any estate, inheritance, gift, sale, transfer, personal property or similar tax or assessment;
- (e) for any Taxes imposed or required to be withheld under Sections 1471 to 1474 (or any successor provisions or amendments thereof) of the Code, any regulations or other official guidance thereunder, any intergovernmental agreement entered into in connection therewith or any law or regulation (or any official interpretation thereof) implementing an intergovernmental approach thereto, or any agreements entered into pursuant to Section 1471(b) of the Code; or
- (f) for any taxes, duties, assessments or governmental charges payable otherwise than by deduction or withholding on payments under such Bond or the Guarantees.

Such additional amounts shall also not be payable where, had the beneficial owner of the Bond been the holder of the Bond, it would not have been entitled to payment of additional amounts by reason of clauses (a) through (f) inclusive above.

“Relevant Date” means whichever is the later of:

- (i) the date on which such payment first becomes due; and
- (ii) if the full amount payable has not been received by the Paying Agent or the Trustee on or prior to such due date, the date on which, the full amount having been so received, notice to that effect shall have been given to the Bondholders and payment made.

Any reference in these Conditions to principal and/or interest in respect of the Bonds shall be deemed to include any additional amounts which may be payable under this Condition or any undertaking given in addition to or substitution for it under the Trust Deed.

9 Events of Default

The Trustee at its discretion may, and if so requested by holders of not less than 25 per cent. in principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution shall (subject in each case to it being indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction), give notice in writing to the Issuer and the Parent Guarantor that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest, if applicable, if any of the following events (each, an **“Event of Default”**) shall have occurred:

- (a) **Non-Payment:**
 - (i) the Issuer and the Guarantors fail to pay all or any part of the principal of any of the Bonds when the same shall become due and payable, whether at maturity, upon redemption or otherwise and such failure continues for a period of seven calendar days; or
 - (ii) the Issuer and the Guarantors fail to pay any instalment of interest upon any of the Bonds as and when the same shall become due and payable, and such failure continues for a period of fourteen (14) calendar days; or
- (b) **Breach of Other Obligations:**
 - (i) the Issuer fails to make or consummate an Offer to Purchase with respect to any of the Bonds in the manner set out in Condition 6(d); or
 - (ii) the Issuer or any Guarantor defaults in the performance or observance of or compliance with any of its other obligations set out in the Bonds or the Trust Deed or under the Guarantees (other than

under Condition 4), which default is incapable of remedy or, if in the opinion of the Trustee such default is capable of remedy, is not remedied within forty-five (45) calendar days after the date on which written notice specifying such failure, stating that such notice is a “Notice of Default” under the Bonds and demanding that the Issuer or, as the case may be, the relevant Guarantor remedy the same, shall have been given to the Issuer and the Parent Guarantor by the Trustee; or

(c) **Cross-Default:**

- (i) any other present or future indebtedness of the Issuer, any Guarantor or any of the Material Subsidiaries for or in respect of moneys borrowed or raised becomes due and payable prior to its stated maturity (otherwise than at the option of the Issuer, any Guarantor or any Material Subsidiary, as the case may be) by reason of any actual or potential default, event of default or the like (howsoever described); or
- (ii) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period originally provided for; or
- (iii) the Issuer, any Guarantor or any of the Material Subsidiaries fails to pay when due (or within any applicable grace period originally provided for) any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised;

provided that the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which any one or more of the events mentioned above in this Condition 9(c) has or have occurred equals or exceeds U.S.\$100,000,000 (or the Dollar Equivalent thereof); or

(d) **Enforcement Proceedings:** A distress, attachment, execution or other legal process (other than distraint or attachment imposed by any government, authority or agent prior to enforcement foreclosure) is levied, enforced or sued out, as the case may be, on or against all or a substantial part of the property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries and is not:

- (i) either discharged or stayed within sixty (60) calendar days or in circumstances where the levy, enforcement or suing out, as the case may be, of such legal process is not, or does not become, materially prejudicial to the interests of the Bondholders, within 120 calendar days; or
- (ii) being contested in good faith on the basis of appropriate legal advice provided by reputable independent counsel in the relevant jurisdiction or jurisdictions and by appropriate proceedings; or

(e) **Security Enforced:** An encumbrancer takes possession or a receiver, administrator, administrative receiver, liquidator, examiner, manager, receiver and manager or other similar person (any of the foregoing, an “**Administrator or Receiver**”) is appointed over, or an attachment order is issued in respect of, the whole or a substantial part of the undertaking, property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries and in any such case such possession or appointment is not stayed or terminated or the debt on account of which such possession was taken or appointment made is not discharged or satisfied within sixty (60) calendar days of such appointment or the issue of such order; or

(f) **Insolvency:** The Issuer, any Guarantor or any of the Material Subsidiaries:

- (i) is insolvent or bankrupt or is deemed to be insolvent as a result of a court being satisfied that the value of the Issuer, any Guarantor or any of the Material Subsidiaries’ assets is less than the amount of its liabilities, taking into account contingent and prospective liabilities, or unable to pay its debts or stops, suspends or threatens to stop or suspend payment of all or a substantial part of (or of a particular type of) its debts as they mature; or

- (ii) applies for or consents to or suffers the appointment of an Administrator or Receiver in respect of the Issuer, any Guarantor or any of the Material Subsidiaries or over the whole or a substantial part of the undertaking, property, assets or revenues of the Issuer, any Guarantor or any of the Material Subsidiaries; or
 - (iii) proposes or makes or enters into a general assignment or an arrangement or composition with or for the benefit of its creditors in respect of any of such debts or a moratorium is agreed or declared or comes into effect in respect of or affecting all or a substantial part of (or of a particular type of) the debts of the Issuer, any Guarantor or any of the Material Subsidiaries, except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by an Extraordinary Resolution; or
- (g) **Winding-up, Disposals:** An Administrator or Receiver is appointed, an order is made or an effective resolution is passed for the winding-up, dissolution, striking off the register, examinership or administration of the Issuer, any Guarantor or any of the Material Subsidiaries, or the Issuer, any Guarantor or any of the Material Subsidiaries ceases or threatens to cease to carry on all or a substantial part of its business or operations, or the Issuer, any Guarantor or any of the Material Subsidiaries sells or disposes of all or a substantial part of its assets or business whether as a single transaction or a number of transactions, related or not; except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger, consolidation or other similar arrangement:
- (i) on terms previously approved by an Extraordinary Resolution; or
 - (ii) in the case of a Material Subsidiary, not including arising out of the insolvency of such Material Subsidiary and under which all or substantially all of its assets are transferred to another member or members of the Group or to a transferee or transferees which immediately upon such transfer become(s) a Subsidiary or Subsidiaries of the Parent Guarantor; or
- (h) **Expropriation:** Any governmental authority or agency condemns, seizes, compulsorily purchases or expropriates (excluding any distraint or attachment prior to enforcement or foreclosure) all or a substantial part of the assets or shares of the Issuer, any Guarantor or any of the Material Subsidiaries; or
- (i) **Issuer or Subsidiary Guarantor ceases to be Subsidiary:** The Issuer ceases to be a Subsidiary wholly-owned and controlled, directly or indirectly, by the Parent Guarantor or any Subsidiary Guarantor ceases to be a Subsidiary; or
- (j) **Analogous Events:** Any event occurs which under the laws of the Issuer's, the relevant Guarantor's or the relevant Material Subsidiary's (as the case may be) place of incorporation or principal place of business has an analogous effect to any of the events referred to in paragraphs (d) to (i) above; or
- (k) **Guarantees:** The Guarantee of any Guarantor is not (or is claimed by any Guarantor not to be) in full force and effect.

In addition, in the case of paragraph (a), the holders of not less than 25 per cent. in principal amount of the Bonds then outstanding may give notice in writing to the Issuer and the Parent Guarantor (with a copy to the Trustee) that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest, if applicable.

Upon any such notice being given by the Trustee or such holders to the Issuer and the Parent Guarantor, the Bonds will immediately become due and payable at their principal amount, together with accrued interest as provided in the Trust Deed, *provided* that no such notice may be given unless an Event of Default shall have occurred.

“Material Subsidiary” means, at any particular time, a Subsidiary of the Parent Guarantor:

- (a) whose:
 - (i) total assets; or
 - (ii) gross revenues,

(in each case on an unconsolidated basis) attributable to the Parent Guarantor are equal to or greater than 10 per cent. of the consolidated total assets or consolidated gross revenues of the Parent Guarantor, as applicable (in each case as calculated based on the latest annual unconsolidated financial statements of the Subsidiary and the latest audited annual consolidated financial statements of the Parent Guarantor); or
- (b) to which is transferred all or substantially all of the business, assets and undertaking of a Subsidiary of the Parent Guarantor which immediately prior to such transfer is a Material Subsidiary, whereupon the transferor Subsidiary of the Parent Guarantor shall immediately cease to be a Material Subsidiary and the transferee Subsidiary shall immediately become a Material Subsidiary (subject to the provisions of paragraph (a) above).

A report by two directors of the Parent Guarantor that in their opinion a Subsidiary of the Parent Guarantor is or is not, or was or was not, at any particular time or throughout any specified period a Material Subsidiary shall, in the absence of manifest error, be conclusive and binding on the Trustee and the Bondholders.

10 **Consolidation, Amalgamation or Merger**

The Parent Guarantor will not consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to, any corporation or convey or transfer its properties and assets substantially as an entirety to any person (the consummation of any such event, a “Merger”), unless:

- (a) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets shall expressly assume, by a supplemental trust deed in form and substance satisfactory to the Trustee, all obligations of the Parent Guarantor under the Trust Deed and the Bonds and the performance of every covenant and agreement applicable to it contained therein;
- (b) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets, if not organised under the law of the United Kingdom, shall expressly agree, by a supplemental trust deed in form and substance satisfactory to the Trustee, that its jurisdiction of organisation (or any authority therein or thereof having power to tax) will be added as a Tax Jurisdiction to Condition 8 and clause (c) of Condition 6, subject to clause (d) of the first paragraph of this Condition 10;
- (c) immediately after giving effect to any such Merger, no Event of Default or Potential Event of Default shall have occurred or be continuing or would result therefrom as confirmed to the Trustee by:
 - (i) a certificate signed by two directors of the Parent Guarantor; and
 - (ii) a certificate signed by two directors of the Person that would result from such Merger or that would acquire such properties and assets; and
- (d) the Person formed by (or surviving) such Merger (if other than the Parent Guarantor) or that acquired such properties and assets shall expressly agree, among other things, not to redeem the Bonds pursuant to Condition 6(c) as a result of it becoming obliged to pay any additional amounts (as provided or referred to in Condition 8) arising solely as a result of such Merger.

Each Subsidiary Guarantor will not, and the Parent Guarantor will not permit any Subsidiary Guarantor to, consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to,

any corporation or convey or transfer its properties and assets substantially as an entirety to any Person other than the Parent Guarantor or another Subsidiary Guarantor (the consummation of any such event, a “**Subsidiary Merger**”), unless:

- (a) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets shall expressly assume, by a supplemental trust deed in form and substance satisfactory to the Trustee, all obligations of such Subsidiary Guarantor under the Trust Deed and the Bonds and the performance of every covenant and agreement applicable to it contained therein;
- (b) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets, if not organised under the law of the jurisdiction of organisation of such Subsidiary Guarantor, shall expressly agree, by a supplemental trust deed in form and substance satisfactory to the Trustee, that its jurisdiction of organisation (or any authority therein or thereof having power to tax) will be added as a Tax Jurisdiction to Condition 8 and clause (c) of Condition 6, subject to clause (d) of the second paragraph of this Condition 10;
- (c) immediately after giving effect to any such Subsidiary Merger, no Event of Default or Potential Event of Default shall have occurred or be continuing or would result therefrom as confirmed to the Trustee by:
 - (i) a certificate signed by two directors of the Parent Guarantor; and
 - (ii) a certificate signed by two directors of the Person that would result from such Subsidiary Merger or that would acquire such properties and assets;
- (d) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets shall expressly agree, among other things, not to redeem the Bonds pursuant to Condition 6(c) as a result of it becoming obliged to pay any additional amounts (as provided or referred to in Condition 8) arising solely as a result of such Subsidiary Merger; and
- (e) the Person formed by (or surviving) such Subsidiary Merger (if other than the applicable Subsidiary Guarantor) or that acquired such properties and assets would, on the date of such transaction after giving pro forma effect thereto, be permitted to Incur at least U.S.\$1.00 of additional Borrowings pursuant to the Subsidiary Guarantor Attributable Leverage Ratio test set forth in the first paragraph of Condition 3(f).

The Issuer will not, and the Parent Guarantor will not permit the Issuer to, consolidate with, merge or amalgamate into, or transfer its properties and assets substantially as an entirety to, any corporation or convey or transfer its properties and assets substantially as an entirety to any person (other than the Parent Guarantor).

11 **Prescription**

Claims in respect of principal and interest will become void unless made within a period of 10 years in the case of principal and five years in the case of interest from the appropriate Relevant Date.

12 **Replacement of Certificates**

If any Certificate representing a Bond is lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the Registrar subject to all applicable laws and stock exchange or other relevant authority requirements, upon payment by the claimant of the costs and expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer and the Parent

Guarantor may require (*provided* that the requirement is reasonable in the light of prevailing market practice). Mutilated or defaced Certificates must be surrendered before replacements will be issued.

13 Meetings of Bondholders, Modification and Waiver

(a) Meetings of Bondholders

The Trust Deed contains provisions for convening meetings of Bondholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of any of these Conditions or any provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement and the Security Document. Such a meeting may be convened by the Issuer, the Parent Guarantor or the Trustee at any time and shall be convened by the Trustee if it receives a written request by Bondholders holding not less than 15 per cent. in principal amount of the Bonds for the time being outstanding. The quorum for any such meeting convened to consider an Extraordinary Resolution will be two (2) or more persons holding or representing a clear majority in principal amount of the Bonds for the time being outstanding, or at any adjourned meeting two (2) or more persons being or representing Bondholders whatever the principal amount of the Bonds held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*:

- (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds;
- (ii) to reduce or cancel the principal amount of, or interest on, the Bonds;
- (iii) to change the currency of payment of the Bonds;
- (iv) to cancel or modify any Guarantee in relation to the Bonds (other than any modification described in Condition 13(b));
- (v) to modify or discharge any Lien on the Collateral securing the Bonds (other than in accordance with Condition 4);
- (vi) to impair or affect the contractual right of any Bondholder of Bonds to bring suit for the enforcement of any contractual right to payment, on or after the due date expressed in the Bonds; and
- (vii) to modify the provisions concerning the quorum required at any meeting of Bondholders or the majority required to pass an Extraordinary Resolution,

in which case the necessary quorum will be two (2) or more persons holding or representing not less than two-thirds, or at any adjourned meeting not less than one-third, in principal amount of the Bonds for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Bondholders of Bonds (whether or not they were present at the meeting at which such resolution was passed and whether or not they voted in favour).

The expression “**Extraordinary Resolution**” means a resolution passed at a meeting of Bondholders duly convened and held in accordance with these provisions by a majority consisting of not less than two-thirds of the votes cast.

(b) Modification and Waiver

The Trustee may agree, without the consent of the Bondholders, to:

- (i) any modification to these Conditions or to the provisions of the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document which is in its opinion of a formal, minor or technical nature or is made to correct a manifest error, and

- (ii) any other modification (except as provided for in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of these Conditions, the Trust Deed, the Agency Agreement, the Security Sharing Agreement or the Security Document which is in the opinion of the Trustee not materially prejudicial to the interests of the Bondholders, and
- (iii) add any guarantor or any guarantee of the Bonds or any collateral to secure the Bonds, in each case, at the cost of the Issuer.

Any such modification, authorisation or waiver shall be binding on the Bondholders and such modification shall be notified to the Bondholders as soon as practicable.

(c) Written resolutions of 75 per cent. holders

The Trust Deed provides that (i) a written resolution signed, and (ii) consent given by way of electronic consents through the relevant clearing system(s) in accordance with their operating rules and procedures, by or on behalf of the holders of not less than 75 per cent. of the aggregate principal amount outstanding of Bonds who for the time being are entitled to receive notice of a meeting in accordance with the provisions of the Trust Deed shall, in each case, be as valid and effective as a duly passed Extraordinary Resolution at a meeting of bondholders duly convened and held. Such written resolution and/or consent given by way of electronic consents will be binding on all Bondholders whether or not they participated in such written resolution and/or electronic consent, as the case may be.

(d) Entitlement of the Trustee

In connection with the exercise of its powers, trusts, authorisations or discretions (including but not limited to those referred to in this Condition), the Trustee shall have regard to the interests of the Bondholders as a class and shall not have regard to the consequences of such exercise for individual Bondholders (including as a result of their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory) and the Trustee shall not be entitled to require, nor shall any Bondholder be entitled to claim, from the Issuer or the Guarantors, or in the case of a claim by any Bondholder, the Trustee, any indemnification or payment in respect of any tax consequence of any such exercise upon individual Bondholders.

14 Enforcement

At any time after the Bonds become due and payable, the Trustee and the Security Agent may, at its discretion and without further notice, take such steps and/or actions and/or institute such proceedings against the Issuer and/or the Guarantors as it may think fit to enforce the terms of the Trust Deed, the Security Document, the Security Sharing Agreement, the Bonds and/or the Guarantees of Bonds, and direct the Security Agent to take steps to enforce on the Collateral, but it need not take any such proceedings unless:

- (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Bondholders holding at least one-quarter in principal amount of the Bonds outstanding; and
- (b) it shall have been first indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction.

No Bondholder may proceed directly against the Issuer and/or the Guarantors unless the Trustee or the Security Agent (as the case may be), having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing. However, such limitation does not apply to the contractual right of any Bondholder to bring suit for the enforcement of any contractual right to payment, on or after the due date expressed in the Bonds.

The Security Agent may at its discretion take possession of and/or realize all or any part of the Collateral and/or take action or proceedings against any person liable in respect of all or any part of the Collateral and/or any rights in relation to the Security Document and take any steps and/or actions and/or proceedings provided for in or pursuant, and/or subject to, the Security Document and applicable laws, but without any liability to any person as to the consequences of such steps and/or actions and/or proceedings and without having regard to the effect of such steps and/or actions and/or proceedings on the Issuer or individual Bondholders, and *provided* that the Security Agent shall not be required to take any steps and/or actions and/or proceedings without first being indemnified and/or secured and/or prefunded to its satisfaction.

Following any realization of the Lien over the Collateral, the Security Agent and the Trustee will procure that the proceeds are applied pursuant to the Trust Deed.

15 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and the Security Agent and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment unless first indemnified and/or secured and/or pre-funded (including by way of payment in advance) to its satisfaction. Each of the Trustee and the Security Agent is entitled to enter into business transactions with the Issuer, any Guarantor and any entity related to the Issuer or any Guarantor without accounting for any profit.

Each of the Trustee and the Security Agent may rely without liability to Bondholders, the Issuer, the Guarantor or any other person on any certificate, report or advice prepared by any legal counsel, the auditors, professional advisers or any other expert or person pursuant to these Conditions and/or the Trust Deed, whether or not addressed to the Trustee or the Security Agent and whether or not the auditors liability in respect thereof is limited by a monetary cap or otherwise; any such certificate, report or advice shall be conclusive and binding on the Issuer, the Guarantors, the Trustee, the Security Agent and the Bondholders.

None of the Trustee, the Security Agent or any of the Agents shall be responsible for the performance by the Issuer, the Guarantor or any other person appointed by the Issuer or the Guarantor in relation to the Bonds of the duties and obligations on their part expressed in respect of the same and, unless it has express written notice from the Issuer or the Guarantor to the contrary, the Trustee, the Security Agent and each Agent shall be entitled to assume that the same are being duly performed. None of the Trustee, the Security Agent or any Agent shall be liable to any Bondholder, the Issuer, the Guarantor or any other person for any action taken by the Trustee, the Security Agent or such Agent in accordance with the instructions of the Bondholders. The Trustee and the Security Agent shall be entitled to rely conclusively on any direction, request or resolution of Bondholders given by holders of the requisite principal amount of Bonds outstanding or passed at a meeting of Bondholders convened and held in accordance with the Trust Deed or passed as otherwise provided in the Trust Deed.

Whenever the Trustee or the Security Agent is required or entitled by the terms of the Trust Deed, the Agency Agreement, the Security Sharing Agreement, the Security Document or these Conditions to exercise any discretion or power, take or refrain from any action, make any decision or give any direction, the Trustee and the Security Agent is entitled, prior to its exercising any such discretion or power, taking or refraining from any such action, making any such decision, or giving any such direction, to seek directions or clarification of directions from the Bondholders by way of an Extraordinary Resolution, and the Trustee and the Security Agent shall not be responsible for any loss or liability incurred by any person as a result of any delay in it exercising such discretion or power, taking or refraining from such action, making such decision, or giving such direction where the Trustee and the Security Agent is seeking such directions or clarification of directions from Bondholders or in the event that no such directions or clarification of directions are received.

None of the Trustee, the Security Agent or the Agents shall be under any obligation to monitor compliance with the provisions of the Trust Deed, the Agency Agreement, or these Conditions. The Trustee, the Security Agent and the Agents shall have no obligation to calculate or monitor anything in relation to the covenants in Condition

3. None of the Trustee, the Security Agent or the Agents shall be under any obligation to ascertain whether an Event of Default, Potential Event of Default, Change of Control or breach of covenant or any event which could lead to the occurrence of any such events has occurred, and shall not be liable to the Bondholders, the Issuer, the Guarantor or any other person for not doing so.

Each Bondholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer and its Subsidiaries, and the Trustee and Security Agent shall not at any time have any responsibility for the same and each Bondholder shall not rely on the Trustee and Security Agent in respect thereof.

16 Further Issues

The Issuer may from time to time without the consent of the Bondholders create and issue further securities (“**Additional Bonds**”) having the same terms and conditions as the Bonds in all respects (or in all respects except for the issue date, the issue price, the first payment of interest on them, the first payment date of an Amortization Amount on them, the first date on which interest will accrue and Amortization Amounts which will be owing, and, to the extent necessary, certain temporary securities law transfer restrictions), and so that such further issue shall be consolidated and form a single series with the outstanding securities (including the Bonds) or upon such terms as the Issuer may determine at the time of their issue, *provided that*, if the securities of such further issue are not fungible with the Bonds for U.S. federal income tax purposes, such securities will have a separate ISIN from those of the Bonds. References in these Conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Bonds. Any further securities forming a single series with the outstanding securities (including the Bonds) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed.

17 Notices

Notices to Bondholders will be valid if published in a leading newspaper having general circulation in Singapore (which is expected to be *The Business Times*). Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the first date on which publication is made.

So long as the Bonds are represented by the Global Certificates and the Global Certificates are held on behalf of Euroclear Bank SA/NV and Clearstream Banking S.A. or the alternative clearing system (as defined in the Global Certificates), notices to Bondholders shall be given by delivery of the relevant notice to Euroclear Bank SA/NV or Clearstream Banking S.A., as the case may be, or the alternative clearing system, for communication by it to entitled accountholders in substitution for notification as required by the Conditions.

18 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999.

19 Governing Law and Jurisdiction

(a) Governing Law

The Trust Deed, the Agency Agreement, the Security Sharing Agreement, the Security Document and the Bonds and all non-contractual matters arising therefrom or in connection therewith are (or, once executed (if at all), shall be) governed by and construed in accordance with English law.

(b) **Jurisdiction**

The courts of England have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising from or connected with the Trust Deed or the Bonds and all non-contractual matters arising therefrom or in connection therewith (including a dispute regarding the existence, validity or termination of the Trust Deed or the Bonds or the consequences of their nullity). The submission to the jurisdiction of the courts of England is for the benefit of the Trustee, the Security Agent and the Bondholders only and shall not (and shall not be construed so as to) limit the right of the Trustee, the Security Agent or any Bondholder to take proceedings relating to a Dispute (“**Proceedings**”) in any other courts with jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not) if any to the extent permitted by law.

(c) **Process Agent**

Upon becoming a Subsidiary Guarantor, each Subsidiary Guarantor will irrevocably appoint the Parent Guarantor, located at 30 Berkeley Square, London W1J 6EX, as its agent in England and Wales to receive service of process in any Proceedings in England. If the Parent Guarantor ceases to be able to accept service of process in England and Wales, each Subsidiary Guarantor shall immediately appoint a new agent to accept such service of process in England and notify the Trustee of the same. Nothing herein shall affect the right to serve process in any other manner permitted by law.

SUMMARY OF PROVISIONS RELATING TO THE BONDS WHILE IN GLOBAL FORM

The Global Certificates contain provisions which apply to the Bonds while they are in global form, some of which modify the effect of the Conditions of the Bonds set out in this Offering Circular. The following is a summary of certain of those provisions. Terms defined in the Conditions have the same meaning in the paragraphs below.

Book-Entry; Delivery and Form

The certificates representing the Bonds will be issued in fully registered form without interest coupons attached.

The Bonds will be evidenced on issue by an Unrestricted Global Certificate and a Restricted Global Certificate (both registered in the name of a nominee of, and deposited on or about the Closing Date with, a Common Depositary for Euroclear and Clearstream).

Ownership of beneficial interests in the Global Certificates (the “**book-entry interests**”) will be limited to persons that have accounts with Euroclear and/or Clearstream or persons that may hold interests through such participants. Book-entry interests will be shown on, and transfers thereof will be effected only through, records maintained in book-entry form by Euroclear and Clearstream and their participants.

The book-entry interests will not be held in definitive form. Instead, Euroclear and/or Clearstream will credit on their respective book-entry registration and transfer systems a participant’s account with the interest beneficially owned by such participant. The laws of some jurisdictions may require certain purchasers of securities to take physical delivery of such securities in definitive form. The foregoing limitations may impair the ability to own, transfer or pledge book-entry interests.

So long as the Bonds are held in global form, the common depositary for Euroclear and/or Clearstream (or its nominee) will be considered the sole holder of the Global Certificates for all purposes under the Trust Deed and “holders” of book-entry interests will not be considered the owners or “Holders” of the Bonds for any purpose. As such, participants must rely on the procedures of Euroclear and Clearstream and indirect participants must rely on the procedures of the participants through which they own book-entry interests in order to transfer their interests in the Bonds or to exercise any rights of Holders under the Trust Deed.

None of the Issuer, the Guarantors, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent or the Registrar or any of their respective agents will have any responsibility or be liable for any aspect of the records relating to the book-entry interests. The Bonds are not issuable in bearer form.

Payments and Transfers

The Issuer, for value received, promises to pay to the registered holder (subject to surrender of the Global Certificate if no further payment falls to be made in respect of such Bonds) on such date or dates as the same may become repayable in accordance with the Conditions, the amount payable upon redemption under the Conditions in respect of the Bonds represented by the Global Certificate and to pay interest in respect of such Bonds in arrear at the rates, on the dates for payment, and in accordance with the method of calculation provided for in the Conditions, save that the calculation is made in respect of the total aggregate amount of the Bonds represented by the Global Certificate, together with such other sums and additional amounts (if any) as may be payable under the Conditions, in accordance with the Conditions. Each payment will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the record date which shall be on the Clearing System Business Day immediately prior to the due date for such payment, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive) except 25 December and 1 January.

The Issuer or the Guarantors will make payments of all such amounts without withholding or deduction for, or on account of, any taxes, duties, assessments or governmental charges (including, without limitation, penalties and interest and other amounts related thereto) of whatever nature, except as may be required by law. None of

the Issuer, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent or the Registrar or any of their respective agents has or will have any responsibility or liability:

- (i) in any aspect of the records of Euroclear, Clearstream or any participant or indirect participant relating to, or payments made on account of, a book-entry interest, for any such payments made by Euroclear, Clearstream or any participant or indirect participants, or for maintaining, supervising or reviewing any of the records of Euroclear, Clearstream or any participant or indirect participant relating to, or payments made on account of, a book-entry interest; or
- (ii) any action or failure to take any action by Euroclear, Clearstream or any participant or indirect participant.

Payments by participants to owners of book-entry interests held through participants are the responsibility of such participants.

Transfers between participants in Euroclear and Clearstream will be effected in accordance with the rules of Euroclear and Clearstream and will be settled in immediately available funds.

Notices

So long as the Bonds are represented by a Global Certificate and such Global Certificate is held on behalf of Euroclear, Clearstream or an Alternative Clearing System, notices to Bondholders may be given by delivery of the relevant notice to that clearing system for communication by it to entitled account holders in substitution for publication as required by the Conditions.

Meetings

The registered holder of each Global Certificate will be treated as being two persons for the purposes of any quorum requirements of a meeting of Bondholders and, at any such meeting, as having one vote in respect of each \$1,000 in principal amount of the Bonds for which the Global Certificates may be exchanged. The Trustee may allow a person with an interest in the Bonds in respect of which a Global Certificate has been issued to attend and speak (but not to vote) at a meeting of Bondholders on appropriate proof of his identity and interest.

Purchase and Cancellation

Cancellation of any Bond required by the Conditions to be cancelled following its purchase will be effected by reduction in the principal amount of the Bonds in the register of Bondholders.

Trustee's Powers

In considering the interests of Bondholders while a Global Certificate is registered in the name of a nominee for a clearing system, the Trustee may have regard to any information provided to it by or on behalf of the relevant clearing system or its operator as to the identity (either individually or by category) of its account holders with entitlements to the Bonds and may consider such interests as if such account holders were the Bondholders.

The Clearing Systems

General

Euroclear and Clearstream hold securities for participating organisations and facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream provide to their participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream interface with domestic securities markets. Euroclear and Clearstream participants are financial institutions such as underwriters, securities brokers and dealers, banks, trust companies and certain other organisations. Indirect access to Euroclear or Clearstream is

also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Euroclear or Clearstream participant, either directly or indirectly.

Although the foregoing sets out the procedures of Euroclear and Clearstream in order to facilitate the original issue and subsequent transfers of interests in the Bonds among participants of Euroclear and Clearstream, neither Euroclear nor Clearstream is under any obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time.

None of the Issuer, the Guarantors, the Trustee, the Security Agent, the Paying Agent, the Transfer Agent or the Registrar will have responsibility for the performance of Euroclear or Clearstream or their respective participants of their respective obligations under the rules and procedures governing their operations, including, without limitation, rules and procedures relating to book-entry interests.

TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Bonds and the Guarantees.

This offering is being made in reliance on Rule 144A and Regulation S. The Bonds and the Guarantees have not been, and will not be, registered or with any securities regulatory authority of any State in the United States or any other jurisdiction, and may only be offered or sold (a) within the United States to QIBs in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (b) to non-US persons outside the United States in reliance on Regulation S, and in each case in accordance with any other applicable law.

Rule 144A Bonds

Each purchaser of the Bonds and the Guarantees within the United States pursuant to Rule 144A, by accepting delivery of this Offering Circular, will be deemed to have represented, agreed and acknowledged that it has received such information as it deems necessary to make an investment decision and that:

- It is (a) a QIB within the meaning of Rule 144A, (b) acquiring such Bonds and the Guarantees for its own account or for the account of one or more QIBs, (c) not acquiring the Bonds and the Guarantees with a view to further distribute such Bonds, and (d) aware, and each beneficial owner of such Bonds and the Guarantees has been advised, that the sale of such Bonds and the Guarantees to it is being made in reliance on Rule 144A.
- It understands that such Bonds and the Guarantees have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, resold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that the holder and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S, (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available) or (d) pursuant to an effective registration statement under the Securities Act, in each case in accordance with all applicable securities laws of the States of the United States; and the purchaser will, and each subsequent holder is required to, notify any subsequent purchaser of the Bonds and the Guarantees of the resale restrictions referred to in this clause.
- It acknowledges that such Bonds and the Guarantees are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, are being offered and sold in a transaction not involving any public offering in the United States within the meaning of the Securities Act and that no representation is made as to the availability of the exemption provided by Rule 144 for resales of the Bonds and the Guarantees.
- It understands that any offer, sale, pledge or other transfer of the Bonds and the Guarantees made other than in compliance with the above-stated restrictions may not be recognised by the Issuer, the Parent Guarantor or the Subsidiary Guarantors.
- The Issuer, the Parent Guarantor, the Subsidiary Guarantors, the Transfer Agent, the Registrar, the Joint Global Coordinators and Managers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements. If it is acquiring any Bonds and the Guarantees for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make (and does make) the foregoing acknowledgments, representations and agreements on behalf of each such account.
- It understands that the Bonds offered in reliance on Rule 144A and the Guarantees will be represented by the Restricted Global Certificates. Before any interest in the Restricted Global Certificates may be

offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Unrestricted Global Certificates, it will be required to provide the Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws.

It understands that such Bonds and the Guarantees, unless otherwise agreed between the Issuer, the Parent Guarantor, the Subsidiary Guarantors and the Trustee in accordance with applicable law, will bear a legend to the following effect:

THIS BOND AND THE GUARANTEE IN RESPECT HEREOF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933 (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) PURSUANT TO A REGISTRATION STATEMENT THAT HAS BEEN DECLARED EFFECTIVE UNDER THE SECURITIES ACT, (2) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (3) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, (4) PURSUANT TO RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (5) PURSUANT TO ANY OTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE HOLDER OF THIS BOND WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THIS BOND OF THE RESALE RESTRICTIONS REFERRED TO ABOVE.

Regulation S Bonds

Each purchaser of Bonds and the Guarantees offered hereby to non-US persons in reliance on Regulation S, by accepting delivery of this Offering Circular and the Bonds and the Guarantees, will be deemed to have represented, agreed and acknowledged that it has received such information as it deems necessary to make an investment decision and that:

- It understands that such Bonds and the Guarantees have not been and will not be registered under the Securities Act, and such Bonds and the Guarantees are being offered and sold to non-US persons in reliance on Regulation S.
- It is, or at the time the Bonds and the Guarantees are purchased will be, the beneficial owner of such Bonds and the Guarantees and (a) it is purchasing the Bonds and the Guarantees in an offshore transaction (within the meaning of Regulation S); (b) it is not an affiliate of the Issuer, the Parent Guarantor or the Subsidiary Guarantors or a person acting on behalf of such an affiliate and (c) it is not a US person (as defined in Regulation S) and is located outside the United States and will continue to be located outside the United States at the time the buy order is originated.
- It will not offer, sell, pledge or transfer Bonds and the Guarantees, except in accordance with the Securities Act and any applicable laws of the states of the United States and any other jurisdiction.
- The Issuer, the Parent Guarantor, the Subsidiary Guarantors, the Transfer Agent, the Registrar, the Joint Global Coordinators and Managers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements.

It understands that the Bonds and the Guarantees offered in reliance on Regulation S will be represented by the Unrestricted Global Certificates. For the period until and including the 40th day after the commencement of the offering, any interest in the Unrestricted Global Certificates may be offered, sold, pledged or otherwise transferred to a US person or a person located in the United States or a person who takes delivery in the form of an interest in the Restricted Global Certificate, provided that it will be required to provide the Transfer Agent with a written certification (in the form provided in the Agency Agreement) to the effect that the transferee is a “qualified institutional buyer” (as defined in Rule 144A) and as to compliance with applicable securities laws.

It understands that such Bonds and the Guarantees will, unless otherwise agreed between the Issuer, the Parent Guarantor, the Subsidiary Guarantors and the Trustee in accordance with applicable law, will bear a legend to the following effect:

This Bond and the Guarantee in respect hereof have not been and will not be registered under the United States Securities Act of 1933 (the “Securities Act”) or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged or otherwise transferred in the United States or to, for the account or benefit of, any United States person except pursuant to an available exemption from the registration requirements of the Securities Act and all applicable state securities laws. Terms used above have the meanings given to them in Regulation S under the Securities Act.

TAXATION

The information provided below does not purport to be a comprehensive description of all tax considerations which may be relevant to a decision to purchase the Bonds. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any holder or beneficial owner of the Bonds or of any person acquiring, selling or otherwise dealing with the Bonds or on any tax implications arising from the acquisition, sale or other dealings in respect of the Bonds. The statements do not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Bonds and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rules.

Prospective purchasers of the Bonds are advised to consult their tax advisers as to the tax consequences, under the tax laws of the country in which they are resident, of a purchase of Bonds including, without limitation, the consequences of receipt of interest and premium, if any, on the Bonds and a sale or redemption of, the Bonds or any interest therein.

Certain United Kingdom Taxation Considerations

The comments below, which are of a general nature and are based on the Issuer's understanding of current UK tax law as applied in England and Wales and HM Revenue & Customs ("HMRC") practice (which may not be binding on HMRC) in each case as at the latest practicable date before the date of this Offering Circular, both of which may be subject to change, possibly with retrospective effect, describe only the UK withholding tax treatment of payments in respect of the Bonds. They are not exhaustive. They do not deal with any other UK taxation implications of acquiring, holding, exchanging, redeeming or disposing of the Bonds. Prospective holders of the Bonds who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK are strongly advised to consult their own professional advisers. In particular, Bondholders should be aware that the tax legislation of any jurisdiction where a Bondholder is resident or otherwise subject to taxation (as well as the jurisdictions discussed below) may have an impact on the tax consequences of an investment in the Bonds including in respect of any income received from the Bonds.

Interest on the Bonds

The Bonds will constitute "quoted Eurobonds" within the meaning of section 987 of the Income Tax Act 2007 (the "Act") as long as they are and continue to be listed on a "recognised stock exchange" within the meaning of section 1005 of the Act. SGX-ST is a "recognised stock exchange" for these purposes. The Bonds will be treated as listed on SGX-ST if the Bonds are included in the official list of, and are admitted to trading on (which, in the case of SGX-ST, means quoted on), the Main Board of SGX-ST.

Provided, therefore, that the Bonds are and remain so listed and quoted, payments of interest on the Bonds will be made without deduction or withholding for or on account of UK income tax.

If the Bonds are not, or cease to be, so listed, generally an amount must be deducted or withheld for or on account of UK income tax at the basic rate (currently 20%), subject to any direction to the contrary by HM Revenue and Customs under an applicable double taxation treaty, and except that the deduction or withholding obligation is disappplied in respect of payments of interest to Bondholders who the Issuer reasonably believes are either UK resident companies or non-UK resident companies carrying on a trade in the UK through a permanent establishment which are, in each case, within the charge to UK corporation tax and to which the interest is attributable, or are partnerships whose members consist entirely of such companies (unless, in each such case, HM Revenue and Customs directs otherwise), or where any other relevant exception, exemption or relief applies. Any premium payable on redemption may be treated as a payment of interest for UK tax purposes and may accordingly be subject to the withholding tax treatment described above.

Interest on the Bonds will constitute UK source income for UK tax purposes and may be subject to UK income tax or UK corporation tax (as appropriate) by assessment (including self-assessment) even where paid without

deduction or withholding for or on account of UK tax. However, interest with a UK source received without deduction or withholding for or on account of UK income tax will not be chargeable to UK tax in the hands of a Bondholder who is not resident for tax purposes in the UK unless that Bondholder: (i) is not a company and carries on a trade, profession or vocation in the UK through a UK branch or agency, or is a company and carries on a trade in the UK through a UK permanent establishment and the interest is received in connection with, or the Bonds are attributable to, that branch or agency or permanent establishment (as applicable); or (ii) is a trustee in certain circumstances. There are exemptions for interest received by certain categories of agent (such as some brokers and investment managers). The provisions of an applicable double tax treaty may also be relevant for such Bondholders.

UK Withholding Tax — Payments by a Guarantor

If a Guarantor makes any payments in respect of interest on the Bonds then, depending on the correct legal analysis of the payments as a matter of UK law (which is uncertain), it is possible that such payments may be subject to deduction or withholding for or on account of UK income tax at the basic rate (currently 20%), subject to any claim which could be made under an applicable double taxation treaty or any other available exemption or relief. In particular, such payments by a Guarantor may not be eligible for the quoted Eurobonds exemption described above.

Provision of information

Information relating to the Bonds, their holders and beneficial owners may be required to be provided to HM Revenue and Customs in certain circumstances in respect of domestic or international reporting and transparency regimes. This may include (but is not limited to) information relating to the value of the Bonds, amounts paid or credited with respect to the Bonds, details of the holders or beneficial owners of the Bonds and information and documents in connection with transactions relating to the Bonds. In certain circumstances, the information obtained by HM Revenue & Customs may be provided to tax authorities in other countries.

Transfer and redemption of the Bonds

UK corporation taxpayers

In general, Bondholders who are within the charge to UK corporation tax in respect of the Bonds will be treated for tax purposes as realising profits, gains or losses (including exchange gains and losses) in respect of the Bonds on a basis which is broadly in accordance with their statutory accounting treatment so long as that accounting treatment is in accordance with generally accepted accounting practice as that term is defined for the relevant tax purposes. Such profits, gains and losses will be taken into account in computing taxable income for UK corporation tax purposes.

Other UK taxpayers

It is not certain whether or not the Bonds will be treated as “deeply discounted securities” for the purposes of Chapter 8 of Part 4 of the Income Tax (Trading and Other Income) Act 2005. Accordingly, Bondholders are advised to consult their own professional advisers in respect of this issue.

If the Bonds are treated as “deeply discounted securities” for the purposes of Part 4, Chapter 8 of the Income Tax (Trading and Other Income) Act 2005, Bondholders who are not within the charge to UK corporation tax and who are resident for tax purposes in the UK, or who carry on a trade, profession or vocation in the UK through a branch or agency to which the Bonds are attributable, may be subject to UK tax on income on a disposal of the Bonds (including a disposal occurring on redemption of Bonds). In such a case, no chargeable gain or allowable loss would arise on a disposal of a Bond by a Bondholder (including a disposal occurring on redemption) nor should the accrued income profits and losses regime (as set out below) apply to Bondholders on such a disposal.

If the Bonds are not treated as “deeply discounted securities” for the purposes of Part 4, Chapter 8 of the Income Tax (Trading and Other Income) Act 2005, a disposal of the Bonds (including a disposal occurring on redemption) by an individual Bondholder who is resident for tax purposes in the UK, or who carries on a trade, profession or vocation in the UK through a branch or agency to which the Bonds are attributable, may give rise to a chargeable gain or allowable loss for the purposes of the UK taxation of chargeable gains. In calculating any gain or loss accordingly, a taxable profit can arise even where the amount received in a non-sterling currency is the same as, or less than, the amount paid in that currency for the Bond. Special rules may apply to individuals who have ceased to be resident in the UK and who dispose of their Bonds before becoming once again resident in the UK.

The provisions of the “accrued income profits and losses” regime (the “**Regime**”) may apply to Bondholders who are subject to UK income tax in relation to the Bonds. On a transfer of securities with accrued interest, the Regime can, in certain circumstances, apply to deem the transferor to receive an amount of income equal to the accrued interest and to treat the deemed or actual interest subsequently received by the transferee as reduced by a corresponding amount. Generally, persons who are not resident in the UK and who do not carry on a trade in the UK through a branch or agency to which the Bonds are attributable will not be subject to the provisions of these rules. Bondholders are advised to consult their own professional advisers for further information about the rules relating to the Regime.

Certain Mauritian Taxation Considerations

Each of Twin Star and VHM II is structured as a Global Business Company (“**GBC**”) in Mauritius. A GBC must at all times: (i) carry out its core income generating activities in, or from, Mauritius, as required under the Income Tax Act 1995 of Mauritius; (ii) be managed and controlled from Mauritius; and (iii) be administered by a management company licensed under the Financial Services Act 2007.

Generally, income tax rate for GBCs is at 15%, (but this can go up to 17% where the corporate climate responsibility levy of 2% is applicable). However, subject to meeting certain prescribed conditions, a partial exemption of 80% may be allowed against certain types of income such as foreign source dividend and interest, reducing the effective income tax rate on such income to 3% or 3.4%. Where the GBC derives income which is subject to foreign tax, and where the said partial exemption has not been applied, the amount of foreign tax paid may be allowed as a credit against income tax payable in Mauritius in respect of that income.

Under Income Tax Act 1995 of Mauritius, interest paid by a GBC to a non-resident not carrying on any business in Mauritius out of its “foreign source income” is exempt from income tax in Mauritius and as such would not be subject to withholding tax in Mauritius. To the extent that Twin Star holds a GBC license, interest paid under the Bonds issued to non-residents not carrying on any business in Mauritius will therefore not be subject to withholding tax in Mauritius. There are currently no capital duties levied in Mauritius on the issue, transfer, conversion or redemption of the Bonds. Registration duties do not apply to the transfer of the Bonds. Capital gains derived from the sale of the Bonds will not be subject to tax in Mauritius. Twin Star is entitled to apply for tax residence certificates issued by the Mauritius Revenue Authority. These certificates are required where Twin Star wishes to be certified as tax resident in Mauritius and to avail itself of treaty benefits and to avoid double taxation under the Agreements for the Avoidance of Double Taxation signed between Mauritius and other jurisdictions, including India and the UK. Prospective purchasers of the Bonds are urged to consult their own tax advisers in order to fully understand the tax consequences of purchasing the Bonds.

Certain Cypriot Taxation Considerations

The statements below regarding taxation are based on the laws and practices that are in force in the Republic of Cyprus as at the date of this Offering Circular and should be treated with appropriate caution. The statements below are based on the Issuer’s understanding and interpretation of the relevant laws and practices applicable in the Republic. In addition, the laws and practices currently in force may be subject to changes and/or amendments that could result in changes and/or amendments on a retroactive basis.

These statements are not exhaustive and do not constitute tax or legal advice and are of a general nature only. Prospective investors in the Bonds should consult their professional advisers on the tax implications of the purchase, holding, redemption or sale of the Bonds and the receipt of interest thereon under the laws of their country of residence, citizenship or domicile and, if deemed appropriate, obtain an advance tax ruling from the Cyprus Tax Department.

Interest income

In accordance with the provisions of the Cyprus Income Tax Law, Law 118(I)/2002 (as amended up to Law 219(I)/2025) (the “Income Tax Law”), a person (natural or legal) is liable to income tax in Cyprus on its worldwide income if it is tax resident in Cyprus. If such person is not tax resident in Cyprus, it will only be subject to income tax in on Cyprus sourced income.

Accordingly, persons (natural or legal) who are not tax resident in Cyprus for tax purposes pursuant to the provisions of the Income Tax Law will not be liable to income tax or to special defence contribution tax on interest payments under the Bonds (given that such interest will emanate from sources outside Cyprus).

Under the provisions of the Income Tax Law, interest income earned by a Cypriot tax resident company is subject to corporate income tax at the rate of 15% and exempt from Special Contribution for Defence.

Under the provisions of the Special Contribution for the Defence of the Republic Law, Law 117(I) of 2002 (as amended up to Law 220(I)/2025) (the “SDC Law”), interest income earned by a natural person who is tax resident in Cyprus and also domiciled in Cyprus (see the section entitled “Tax residency — SDC Law” below), is subject to SDC only. The current SDC rate for interest income is 17%. Interest from savings certificates or Government bonds of the Republic of Cyprus or bonds of another EU Member State, listed on a recognized stock exchange, corporate bonds or listed securities issued by a local government authority or state organization of the Republic of Cyprus or another EU Member State, are subject to SDC at the rate of 3%.

Tax residency — Income Tax Law

Individuals

“183-day-rule”: An individual is considered to be a tax resident in Cyprus if he or she is physically present in the Republic of Cyprus for one or more periods that exceed in aggregate 183 days within the tax year.

“60-day-rule”: As of 1 January 2017, an individual is also considered as Cypriot tax resident for a tax year, if he or she meets all of the following requirements: (1) does not spend one or more periods that in aggregate exceed 183 days in any other single state within the tax year; (2) stays in Cyprus for at least 60 days in the tax year; (3) pursues a business or is employed in Cyprus or holds an office with a company that is tax resident in Cyprus at any time during the tax year; and (4) maintains a permanent home in Cyprus that is either owned or rented. If an individual terminates his or her employment in the Republic of Cyprus and/or terminates his or her business pursued in the Republic of Cyprus and/or terminates the holding of office with a company that is tax resident in Cyprus, he or she cannot be considered a Cypriot tax resident for that tax year.

Companies

A company is considered to be tax resident in the Republic of Cyprus if its management and control is exercised in Cyprus. There is no definition in the Cyprus Income Tax Law as to what constitutes “management and control”. Based on caselaw, a company is tax resident in Cyprus if: (1) the majority of the Board of Directors’ meetings are held in Cyprus; (2) the Board of Directors exercise control and make key management and commercial decisions necessary for the company’s operations and general policies in Cyprus; and (3) the majority of the directors are Cyprus tax residents.

In addition to the above, for the purposes of obtaining a tax residency certificate from the Cyprus Tax Department, the following factors are also considered (in addition to the fact that such company should be tax

compliant at the time of submission of such a request): whether the shareholders' meetings are held in Cyprus; whether any general powers of attorney are issued to non-Cyprus tax residents; whether the corporate seal and all statutory books and records are maintained in Cyprus; whether corporate filing and reporting functions are performed by representatives located in Cyprus; whether agreements relating to the company's business or assets are executed or signed in Cyprus. Furthermore, the term Cyprus tax resident company was expanded to also include a company which has been incorporated under the Cyprus Companies Law unless a double tax treaty provides differently (i.e. unless a company is deemed as tax resident of another country by reference to an applicable double tax treaty). Companies that have transferred their registered office or legal seat to Cyprus will be considered as being incorporated in Cyprus.

Tax residency — SDC Law

Individuals

The SDC Law provides that the term “resident in the Republic”, when applied to an individual, means a person who is resident in the Republic of Cyprus as defined in accordance with the provisions of the Income Tax Law and who also has “domicile in the Republic”.

For the purposes of the SDC Law, an individual has a “domicile in the Republic” if he or she has a domicile of origin in the Republic of Cyprus based on the provisions of the Cyprus Wills and Succession Law, Cap. 195, as amended (the “**Wills and Succession Law**”) except for: (i) a person who has acquired and maintains a domicile of choice outside the Republic of Cyprus based on the provisions of the Wills and Succession Law, provided that he or she was not resident in the Republic of Cyprus as defined in accordance with the provisions of the Income Tax Law for any period of at least 20 consecutive years before the tax year; or (ii) a person who was not resident in the Republic of Cyprus as defined in accordance with the provisions of the Income Tax Law for a period of at least 20 consecutive years before the entry into force of the relevant provisions (regarding non domiciled individuals) in the SDC Law. As per the tax circular issued, this period is defined as the one that commences from tax year 1995 until tax year 2014 (inclusive).

However, the SDC Law also provides that, regardless of the domicile of origin, any person who is resident in the Republic of Cyprus, as defined in accordance with the provisions of the Income Tax Law, for at least 17 out of the last 20 years before the tax year, will be deemed domiciled in the Republic of Cyprus for the purposes of this Law.

A non-domicile individual whose 17-years exemption period has elapsed may elect to be taxed under an alternative method, by paying a lump sum amount of €250.000 for a 5-years period, subject to approval by the Commissioner of Taxation.

Companies

The SDC Law provides that any terms not defined therein shall have the meaning set out in the Income Tax Law. Given that the term “resident in the Republic” is not defined for a company in the SDC Law, such term shall be interpreted as per the provisions of the Income Tax Law (see the section entitled “— *Tax residency — Income Tax Law*” above).

Cypriot Withholding Tax on Guarantee Payments

Subject to the following, Cyprus does not impose any withholding tax on interest payments made by a Cyprus tax resident company to persons not being resident for tax purposes in Cyprus, or to individuals who are tax residents of Cyprus but do not have a Cypriot domicile (as defined in the SDC Law), or to Cyprus tax resident companies.

However, a non-Cyprus resident, which is either of the following: (i) resident in a jurisdiction that is included in the EU list of non-cooperative jurisdictions for tax purposes (the “**EU Blacklist**”), or (ii) incorporated or registered in a jurisdiction included in the EU Blacklist and is not tax resident in any other jurisdiction that is

not included in the EU Blacklist, and such non-Cyprus resident receives or is credited with interest from sources within Cyprus, then such interest may be subject to withholding tax at a rate of 17%. The withholding tax does not apply in the case of interest payments on securities listed on a recognised stock exchange.

It is noted that the SDC Law includes anti-abuse provisions, based on which withholding tax may also apply in the case of payments of interest indirectly to companies that are tax residents in EU Blacklisted jurisdictions (e.g. in the case of the interposition of an intermediary company tax resident in another non-EU Blacklisted jurisdiction, between the Cypriot tax resident interest paying company and the company tax resident in an EU Blacklisted jurisdiction), subject to conditions (e.g. when the main purpose or one of the main purposes of the interposition was for obtaining a tax advantage) and to the provisions of the Decree issued by the Council of Ministers on this matter.

There is no legislative or other available technical guidance as to how payments made by a Cyprus tax resident corporate guarantor to bondholders who are resident for tax purposes in Cyprus, could be legally characterised for Cypriot withholding tax purposes. Accordingly, an advance tax ruling is recommended to be obtained from the Cyprus Tax Department in this respect.

To the extent that payments made under any Guarantee represent interest payments, then SDC at the rate of 17% will be imposed on interest payments to individuals that are tax resident in Cyprus and have a Cypriot domicile (see the section entitled “— *Tax residency — SDC Law*” above).

Stamp Duty

As from 1 January 2026, the Stamp Duty Law, Law 19/1963 (as amended) was abolished and therefore no stamp duty is payable on any document or instrument signed thereafter.

US Federal Income Tax Considerations

The following discussion is a summary of certain material US federal income tax consequences of the purchase, ownership and disposition of the Bonds by a US holder (defined below), (except for discussions of FATCA (as defined below under “— *Foreign Account Tax Compliance Act*”), which apply to all holders), but does not purport to be a complete analysis of all potential tax effects. This summary is based upon the US Internal Revenue Code of 1986, as amended (the “**Code**”), Treasury regulations issued or proposed thereunder, and judicial and administrative interpretations thereof, each of the date hereof, and all of which are subject to change, possibly with retroactive effect. No rulings from the US Internal Revenue Service (the “**IRS**”) have been or are expected to be sought with respect to the matters discussed below. There can be no assurance that the IRS will not take a different position concerning the tax consequences of the purchase, ownership or disposition of the Bonds or that any such position would not be sustained.

This discussion does not address all of the US federal income tax consequences that may be relevant to a US holder in light of such US holder’s particular circumstances, including the impact of the unearned income Medicare contribution tax or the alternative minimum tax, or to US holders subject to special rules, such as certain financial institutions, US expatriates, insurance companies, dealers in securities or currencies, traders in securities, US holders whose functional currency is not the US dollar, tax-exempt entities, regulated investment companies, real estate investment trusts, partnerships or other pass-through entities, persons that are resident in or have a permanent establishment in or are holding Bonds in connection with a trade or business conducted in a jurisdiction outside the United States, and persons holding the Bonds as part of a “straddle,” “hedge,” “conversion transaction” or other integrated transaction. In addition, this discussion does not address state, local or non-US tax consequences or estate or gift tax laws and is limited to persons who purchase Bonds for cash pursuant to this Offering Circular at original issue, at their “issue price” (the first price at which a substantial amount of the Bonds of the relevant series is sold to the public for cash, excluding sales to bond houses, brokers or similar persons or organisations acting in the capacity of underwriters, placement agents or wholesalers) and who hold the Bonds as capital assets within the meaning of Section 1221 of the Code (generally for investment).

The Issuer intends to treat the issuance of the Bonds and the Tender Offer and any repurchases or optional redemptions of our Existing Bonds or repayment of any of our Existing Loans as separate transactions, and the remainder of this discussion so assumes. However, prospective US holders who are also participating in such Tender Offer or otherwise holding certain Existing Bonds that may be redeemed or Existing Loans that may be repaid should consult their tax advisers as to the treatment of the tender offers (and/or repurchase or redemption of such Existing Bonds or repayment of our Existing Loans) and their investment in the Bonds and whether different tax consequences might apply to their investment in the Bonds and the repurchase or redemption of such Existing Bonds or repayment of our Existing Loans.

For purposes of this discussion, a “**US holder**” is a beneficial owner of a Bond that is, for US federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation created or organised in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- any estate the income of which is subject to US federal income taxation regardless of its source; or
- any trust if (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or (ii) a valid election is in place to treat the trust as a United States person.

If an entity or arrangement treated as a partnership for US federal income tax purposes holds Bonds, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. A holder that is a partnership, and partners in such partnerships, should consult their tax advisers regarding the tax consequences of the purchase, ownership and disposition of Bonds.

Prospective purchasers of Bonds should consult their tax advisers concerning the tax consequences of the purchase, ownership and disposition of the Bonds in light of their particular circumstances, including the application of the US federal income tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

Characterization of the Bonds

In certain circumstances, we may be obligated to make payments on the Bonds in excess of stated interest and principal, including (but not limited to) upon a Change of Control Triggering Event. We intend to take the position that the Bonds should not be treated as contingent payment debt instruments (“**CPDIs**”) for US federal income tax purposes because of these possible additional payments. Our position is binding on a US holder, unless the US holder discloses in the proper manner to the IRS that it is taking a different position. If the IRS successfully challenged this position, and the Bonds were treated as CPDIs, US holders would be required to accrue interest income currently (potentially at a rate higher than the stated interest), without regard to their usual method of accounting, and to treat as ordinary income, rather than capital gain, any gain recognized on a sale, exchange or redemption of the Bonds. The remainder of this discussion assumes that the Bonds are not treated as CPDIs. US holders are strongly urged to consult their tax advisor regarding the characterization of the Bonds for US federal income tax purposes.

Payments of Interest

It is expected, and the following discussion assumes, that the Bonds will be treated as issued without original issue discount (“**OID**”) for US federal income tax purposes. The Bonds will be treated as issued without OID if the difference between the principal amount of the Bonds and their issue price is less than the product of one-fourth of one percent (0.25%) of their principal amount multiplied by the weighted average maturity of the Bonds, as defined by the applicable U.S. Treasury regulations (“**de minimis OID**”). If this is the case, then such

de minimis OID is generally ignored, except as discussed below under “*Amortization Payments and De Minimis OID*”.

Interest income on a Bond generally will constitute foreign source income and generally will be considered “passive category income” for purposes of the foreign tax credit limitation rules.

Should any foreign tax be withheld, the amount withheld and the gross amount of any additional amounts paid to a US holder as a result of such withholding as described in “*Terms and Conditions of the Bonds — Taxation*” (such amounts, “**Additional Amounts**”) will be included in such US holder’s income as ordinary income at the time such amount is deemed paid, received or accrued in accordance with such US holder’s method of tax accounting. Foreign withholding tax (at a rate not exceeding any applicable tax treaty rate) may, subject to complex limitations and conditions, be creditable against the US holder’s US federal income tax liability or, at such US holder’s election, deductible in computing its taxable income. There are significant, complex and evolving limitations on a US holder’s ability to obtain foreign tax credits and the rules governing foreign tax credits are very complex. US holders should consult their tax advisers regarding the creditability or deductibility of any withholding taxes and any applicable limitations in their particular circumstances.

Amortization Payments and De Minimis OID

In the event the Bonds are issued with de minimis OID, a US holder must include such de minimis OID in income upon receipt of payments of stated principal on the Bonds pursuant to the amortization schedule. The includible amount with respect to each payment will be equal to the product of the total amount of the Bond’s de minimis OID and a fraction, the numerator of which is the amount of the principal payment made and the denominator of which is the stated principal amount of the Bond. Any amount of de minimis OID includible in income under the preceding sentence is treated as an amount received in retirement of the Bonds and thus as capital gain.

Sale, Exchange, Redemption or Other Disposition of Bonds

Generally, upon the sale, exchange, redemption or other disposition of a Bond, a US holder will recognise taxable gain or loss equal to the difference between the amount realised on the sale, exchange, redemption or other disposition (less any amount attributable to accrued but unpaid interest, which will be taxable as interest to the extent not previously included in income) and such US holder’s adjusted tax basis in the Bond. A US holder’s adjusted tax basis in a Bond generally will equal the cost of such Bond to such US holder, reduced by any principal payments received by the US holder, and likely increased by any de minimis OID included in the US holder’s income.

Such gain or loss generally will be US source capital gain or loss, and will be long-term capital gain or loss if at the time of the sale, exchange, redemption or other disposition the Bond has been held by such US holder for more than one year. Long-term capital gain recognised by a non-corporate US holder will generally be subject to taxation at a reduced rate. The deductibility of capital losses is subject to limitation.

The creditability of foreign taxes imposed on disposition gains is subject to significant, complex and evolving limitations and therefore a US holder may not be able to obtain a credit if such taxes are imposed. US holders should consult their tax advisers regarding the US federal income tax implications (including creditability, deductibility and determination of the amount realised and any applicable limitations) of any foreign taxes imposed on disposition gains in their particular circumstances.

Information Reporting and Backup Withholding

In general, payments made in the United States or through certain US-related financial intermediaries of interest or principal and the proceeds from sale, exchange, redemption or other disposition of Bonds held by a US holder will be required to be reported to the IRS unless the US holder is an exempt recipient and when required, demonstrates this fact. In addition, a US holder that is not an exempt recipient may be subject to backup

withholding unless it provides a taxpayer identification number and otherwise complies with applicable certification requirements.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a US holder's US federal income tax liability and may entitle the US holder to a refund, provided that the appropriate information is timely furnished to the IRS.

Tax Return Disclosure Requirements

Certain US holders that own "specified foreign financial assets" with an aggregate value in excess of certain thresholds are generally required to file an information report (on IRS Form 8938) with respect to such assets with their tax returns. If a US holder does not file a required IRS Form 8938, such holder may be subject to substantial penalties and the statute of limitations on the assessment and collection of all US federal income taxes of such holder for the related tax year may not close before the date which is three years after the date on which such report is filed. The Bonds generally will constitute specified foreign financial assets subject to these reporting requirements, unless the Bonds are held in certain accounts maintained by certain financial institutions. Under certain circumstances, an entity may be treated as an individual for purposes of these rules.

Foreign Account Tax Compliance Act

Pursuant to Sections 1471 through 1474 of the Code (commonly referred to as "**FATCA**") and subject to the proposed regulations discussed below, a "foreign financial institution" (including an intermediary through which Bonds are held) may be required to withhold US tax at a rate of 30% on certain "foreign passthru payments". The term "foreign passthru payment" has not yet been defined. Obligations issued on or prior to the date that is six months after the date on which applicable final regulations defining foreign passthru payments are filed with the Federal Register generally would be "grandfathered" unless materially modified after such date. Accordingly, FATCA could apply to payments on the Bonds if there is a significant modification of the Bonds for US federal income tax purposes after the expiration of this grandfathering period. Under proposed regulations, any withholding on foreign passthru payments on Bonds that are not otherwise grandfathered would apply to passthru payments made on or after the date that is two years after the date of publication in the Federal Register of applicable final regulations defining foreign passthru payments. Taxpayers generally may rely on these proposed regulations until final regulations are issued. Non-US governments (including the UK, Cyprus and Mauritius) have entered into agreements with the United States to implement FATCA in a manner that may alter the rules described herein. Holders should consult their tax advisers on how these rules may apply to their investment in the Bonds. In the event any withholding under FATCA is imposed with respect to any payments on the Bonds, there will be no Additional Amounts payable to compensate for the withheld amount.

INDIAN REGULATORY MATTERS

Our mining business is subject to mining laws and regulations. The MMDR Act, the Mineral Concession Rules, 1960, as amended up to May 20, 2025, and the Mineral Conservation and Development Rules, 2017 (as amended up to June 5, 2026 which has replaced Mineral Conservation and Development Rules, 1988 (the “**MCD Rules**”), as amended governs the mining rights and operations of mines in India. The MCD Rules outline the procedures for obtaining a prospecting licence or the mining lease, the terms and conditions of such licences and the model form in which they are to be issued.

The National Mineral Policy of 2019 was approved by the GoI on February 28, 2019 (“**NMP 2019**”). NMP 2019 provides for incentives for private sector investment in exploration and mining by encouraging merger and acquisition of mining entities, creation of dedicated mineral corridors to boost private sector mining areas, and for ensuring level playing field and transparency in the grant of concessions and promotion of scientific mining within a sustainable development framework so as to protect the interest of local population in mining areas. Further, NMP 2019 focuses on improving the regulatory mechanism by incorporation of e-governance, including satellite and remote sensing applications. The NMP 2019 has introduced the right of first refusal for reconnaissance permit/prospecting licence holders, encouraging the private sector to take up exploration of sections in prospective areas. The NMP 2019 also proposes to grant the status of an ‘Industry’ to mining activity to boost financing of mining for private sector and for acquisitions of mineral assets in other countries by the private sector entities.

Following the ordinance promulgated on January 10, 2020, the Mineral Laws (Amendment) Act, 2020 (“**MLAA**”) was passed on March 13, 2020 which amended the MMDR Act and CMSP (as defined below), with effect from January 10, 2020. Pursuant to the MLAA, companies that do not possess any prior coal mining experience in India are now permitted to participate in the auction of coal and lignite blocks, subject to certain conditions. Pursuant to the MLAA, applicants may also apply for a composite license, a prospecting cum mining license providing for both prospecting and mining activities. In case of expiring mining leases, the MLAA provided that, various approvals, licenses, and clearances given to the previous lessee would be extended to the successful bidder for a period of two years. During this period, the new lessee would be allowed to continue mining operations, provided they obtain all the required clearances within this two-year period. The MLAA has further removed the requirement of prior approval of the Government in granting reconnaissance permit, prospecting license or mining license for coal and lignite, in certain cases, including cases where: (i) the allocation has been done by the GoI; and (ii) the mining block has been reserved to conserve a mineral. Under the amended MMDR Act, the state governments are now empowered to take an advance action for auction of mining leases before their expiry.

The MMDR Act has been further amended pursuant to the Mines and Minerals (Development and Regulation) Amendment Act, 2021, *inter alia*, in relation to the following: (i) allowing private entities (notified by the GoI) with enhanced technology to undertake mineral exploration activities; (ii) a one-time extension for a period of one year in cases where the holder of a mining lease fails to undertake or discontinues production and dispatch for a period of two years; (iii) allowing existing captive mines (including captive coal mines) to sell up to 50% of the minerals produced after meeting the requirement of the linked end use plants subject to payment of certain additional sums (this upper limit has been amended pursuant to the Mines and Minerals (Development and Regulation) Amendment Act, 2025); and (iv) continuation of the validity of all rights, approvals, clearances, licenses, etc. granted to a lessee in respect of a mine (other than those granted under the provisions of the Atomic Energy Act, 1962) even after expiry or termination of the lease and vesting of such rights, approvals, clearances, licenses, etc. in the successful bidder of the mining lease selected through auction. Subsequently, the MMDR Act was amended in 2023, *inter alia*, in relation to the following: (i) creating a new category comprising eight of the twelve atomic minerals and classifying them as critical and strategic minerals, including lithium bearing minerals, zirconium bearing minerals, beach sand minerals, titanium bearing minerals, minerals of rare earth group containing uranium and thorium. The GoI will have the power to grant concessions for these minerals to

both public and private mining companies; (ii) allowing prohibited activities under the MMDR Act like pitting, trenching, drilling, and sub-surface excavation as part of reconnaissance, which included mapping and surveys, (iii) introduction of a new type of license to encourage reconnaissance-level and or prospective stage exploration by the private sector; (iv) this exploration licence, valid for a period of five years (extendable by two years), will be granted by the state government(s) by way of competitive bidding.

Thereafter, the MMDR Act was further amended on August 21, 2025 (effective from September 1, 2025) pursuant to the Mines and Minerals (Development and Regulation) Amendment Act, 2025 (“**MMDR Amendment Act**”) *inter alia*, in relation to the following: (i) setting up of mineral exchanges (i.e., electronic trading platform or marketplace registered in accordance with the provisions of the MMDR Act, where buyers and sellers of minerals, its concentrate or its processed forms (including metals), transact, trade and enter into contract, including in derivatives) with further powers delegated to the central government in relation to appointment of the concerned authority, registration and regulation of mineral exchanges, maintenance of data banks in relation to trading activities, and grievance redressal mechanisms; (ii) permitting the holder of a mining lease or a composite license of deep-seated mineral to apply for a one time extension of existing leased area or the area under the composite license, as the case may be, to include therein a contiguous area not exceeding 10% and 30%, respectively; (iii) in relation to a minerals being used for captive purposes, the MMDR Amendment Act has omitted the upper limit 50% of the total mineral produced in a year being sold after meeting the requirement of the captive end use; (iv) the amount required to be paid to the National Mineral Exploration and Development Trust (*formerly known as National Mineral Exploration Trust*) has been increased from 2% of the royalty required to be paid by the holder of a mining lease to 3%; (v) a holder of a mining lease may apply to the state government for inclusion of any other mineral in its mining lease on the basis of a geological report in relation to that lease.

Coal Mines (Special Provisions) Act, 2015 (“CMSP”)

Following the Supreme Court’s judgement dated August 25, 2014 and order dated September 24, 2014, allocation of coal blocks by the Government, based on the recommendations made in 36 screening committee meetings between 1993 and 2011 and through the government dispensation route, were declared illegal and ordered to be cancelled. CMSP was enacted to provide for the process of allocation of the cancelled coal blocks by way of public auction in accordance with rules to be prescribed and on payment of such fees not exceeding ₹50 million. The CMSP *inter alia*, provides that prior allottees may participate in the public auction, subject to certain conditions. However, any prior allottee who is convicted of an offence relating to the coal block allocation and sentenced with imprisonment for more than three years is not eligible to participate. Further, prior allottees for the land in relation to the coal blocks are eligible for compensation in accordance with the registered sale deed in addition to 12% interest from the date of acquisition of the coal block till the date of vesting or allotment order. Proceeds raised from land and mine infrastructure of coal blocks are utilised for (i) payment to the secured creditors for the unpaid amount and (ii) compensation to the prior allottee.

The Government can allot coal blocks to a government company or a joint venture company or a company with a power project. Government joint venture companies are prohibited from transferring any interest except for any loans from a financial institution or bank. A successful bidder or allottee may negotiate with a prior allottee to own or utilise movable property and adopt and continue with any contracts for coal mining operations. If the prior allottee is a successful bidder or an allottee, then the secured creditors of such allottee can continue with their loans and security and if not, then the security shall only be satisfied from the compensation and outstanding debt be recovered from the prior allottee.

The CMSP also amends the MMDR Act and allows joint ventures between (i) a government company or corporation and the central and state government or any other company and (ii) a company or a joint venture company between two or more companies, to mine coal blocks, either for its own consumption or for sale or for any other purpose in accordance with the reconnaissance permit, prospecting licence or mining lease.

The MLAA has also brought forth amendments in the CMSP, whereby the (i) end-use restriction for bidding in the auction of mining concessions have been removed; (ii) use of coal is permitted in the allottees subsidiary/holding company provided the specific end-use remains common; and (iii) enabling compensation for land and mine infrastructure for instances of termination of allocation of the coal mines.

Coal Mines (Special Provisions) Amendment Rules

In light of the amendments effected by the MLAA, the Ministry of Coal vide a gazette notification dated May 29, 2020 published the Coal Mines (Special Provisions) Amendment Rules, 2020 to further amend the Coal Mines (Special Provisions) Rules, 2014 hereby bringing the rules to be in parity with the changes made by the MLAA. Further, the Ministry of Coal vide a gazette notification dated January 24, 2023 published the Coal Mines (Special Provisions) Amendment Rules, 2023 to further amend the Coal Mines (Special Provisions) Rules, 2014.

Foreign direct investment in commercial coal mining

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, GoI has, through its Press Note No. 4 of 2019 (“**PN4**”), permitted foreign direct investment up to 100% under the automatic route in a company engaged in the business of sale of coal and coal mining activities, including associated processing infrastructure (i.e., activities in the nature of: (i) coal washery; (ii) crushing; (iii) coal handling; and (iv) magnetic and non-magnetic separation). This has liberalised the erstwhile position where foreign direct investment up to 100% was permitted under the automatic route only for coal and lignite mining for captive consumption by power plants, iron & steel and cement units, and not for only associated activities.

The MLAA and the PN4 have been brought about to facilitate commercial coal mining and participation from the private sector (including foreign investors) in the industry. Pursuant to this liberalisation, the Ministry of Coal, the GoI conducted the first round of auction of 38 coal blocks for commercial mining that was concluded with the award of 19 coal blocks in November 2020.

Other Mining laws

Other mining laws and regulations that may be applicable to the company include the following: Mining Lease (Modification of Terms) Rules, 1956; and Metalliferous Mine Regulations, 2019. The Ministry of Coal has also issued various guidelines including Guidelines for Preparation of Mining Plan for the Coal and Lignite Blocks dated April 4, 2011, further modified by Guidelines for Preparation of Mining Plan for coal blocks dated May 8, 2018, the Guidelines for Preparation of Mine Closure Plan dated January 7, 2013, the Guideline for Preparation of Mining Plan for the Coal dated July 15, 2015, the Guidelines for Preparation of Mining Plan for the Coal and Lignite Blocks dated December 16, 2019, the Guidelines for Preparation of Mining Plan and Mine Closure Plan for Coal and Lignite Blocks, 2025 dated January 31, 2025 and the Guidelines for Preparation of Mining Plan and Mine Closure Plan for Coal and Lignite blocks 2025 dated May 20, 2025. The Ministry of Mines has issued the Policy for Exploration of Critical Minerals in New Projects and Recovery of Critical Minerals from Overburden, Dumps, and Tailings of Existing Mines, 2025 in December 2025 which sets out the framework for discovery and recovery of critical minerals from all value chain including initial exploration, overburden, existing mines and processing operations, tailing in the country.

Oil and Gas Laws

Our Oil and Gas business is governed by various oil and gas laws and is regulated by the Ministry of Petroleum and Natural Gas, GoI (“**MoPNG**”). The MoPNG is the principal regulator of oil and natural gas exploration and production in India. The MoPNG established the Directorate General of Hydrocarbons (“**DGH**”) in 1993 to promote the sound management of Indian petroleum and natural gas resources with due regard to the environmental, safety, technological and economic aspects of petroleum activities. The Directorate General of Hydrocarbons is responsible for, inter alia, ensuring correct reservoir management practises, reviewing and

monitoring exploratory programmes, the development plans of oil companies, and monitoring the production and the optimal utilisation of gas fields.

The MoPNG oversees the Oil Industry Safety Directorate, which develops standards for safety, firefighting, training programmes and information dissemination, and conducts periodic safety audits of all petroleum-handling facilities. It also oversees the Oil Industry Development Board, which provides financial and other assistance for the conducive development of the oil industry. The safety standards prescribed by the Oil Industry Safety Directorate, and the safety regulations prescribed by the Directorate General of Mines Safety in respect of onshore petroleum mining installations, must be complied with.

Oil and natural gas exploration activities are governed by the Oilfields (Regulation and Development) Act, 1948, as amended ("**ORDA Act**"). This legislation provides for the regulations of oilfields and for the development of mineral oil resources, including natural gas and petroleum. The ORDA Act empowers the GoI to frame rules on the granting of mining leases and petroleum exploration or prospecting licences, the conservation and development of mineral oils, the production of oil, and the regulation of oilfields.

The ORDA Act was amended with effect from April 15, 2025 pursuant to the Oilfields (Regulation and Development) Amendment Act, 2025 ("**ORDA Amendment Act**") which enables the central government to frame rules on, *inter alia*, the merger of petroleum leases, sharing of production and processing facilities, safety at oilfields, environmental protection, and alternative dispute resolution. Further, the ORDA Amendment Act proposes to replace the existing practice of "mining leases" under the ORDA Act with "petroleum leases". Furthermore, the ORDA Amendment Act classifies non-payment of royalty and mineral oil activities without valid leases as punishable offences. The ORDA Amendment Act also amends the definition of "Mineral Oil" adding, *inter alia*, naturally occurring hydrocarbons, coal bed methane and shale gas within its definition and clarifying that 'mineral oils' will not include coal, lignite or helium.

The Petroleum and Natural Gas Rules, 2025 ("**PNG Rules 2025**") provide the framework for granting petroleum leases for the exploration, development, and conservation of mineral oils, superseding the Petroleum Concession Rules, 1949, and the Petroleum and Natural Gas Rules, 1959. A petroleum lease grants the lessee exclusive rights to explore, develop, and produce mineral oils in the leased area. The PNG Rules 2025 introduce provisions enabling lessees to develop comprehensive energy projects, undertake decarbonisation activities in oilfields, and obtain authorisation for greenhouse gas sequestration. The rules also govern data ownership, infrastructure sharing, environmental protection, site restoration, and establish a mechanism for dispute resolution.

The Territorial Waters, Continental Shelf, Exclusive Economic Zone and other Maritime Zones Act, 1976, as amended regulates the exploration and exploitation of resources of the continental shelf and exclusive economic zone.

The Essential Commodities Act, 1955, as amended makes provisions controlling the production, supply and distribution of certain essential commodities, which include petroleum and petroleum products.

The Petroleum Act, 1934, as amended ("**Petroleum Act**") provides that no person shall produce, refine, blend, store or transport petroleum except in accordance with the rules framed by the GoI under the Petroleum Act. The Petroleum Rules, 2002, as amended now regulate these activities.

The Petroleum and Natural Gas Regulatory Board Act, 2006, as amended provides for the establishment of the Petroleum and Natural Gas Regulatory Board. The board regulates the refining, processing, storage, transportation, distribution, marketing and sale of petroleum products and natural gas (excluding production of crude oil and natural gas).

The Petroleum and Minerals Pipelines (Acquisition of Right of User in Land) Act, 1962, as amended provides the framework governing the acquisition of right of user in land for laying pipelines for the transportation of

petroleum and minerals and other matters connected therewith. This law is limited to the acquisition procedure, restrictions on use of land and compensation payable to the persons interested in the land.

The MoPNG through its notification no. O-32011/4/2013-ONG-I dated March 30, 2016 introduced a new exploration and licencing policy named Hydrocarbon Exploration and Licensing Policy (“**HELP**”). This is a fundamental change in the Indian oil and gas sector, which introduces a new contractual and fiscal model for the award of hydrocarbon acreages. Four main facets of HELP are: single licence, open acreages, revenue sharing model and marketing and pricing freedom.

The MoPNG through its notification no. O-22013/27/2012-ONG-D-V(Vol-II) dated March 21, 2016 introduced the policy for marketing including pricing freedom for the gas to be produced from discoveries in deepwater, ultra-deepwater and high-pressure temperature areas. This policy is applicable to all discoveries in deep water/ultra-deep water/high temperature-high pressure areas which are yet to commence commercial production as of January 1, 2016 and to all future discoveries in such areas. As per the policy the producers will be allowed marketing freedom including pricing freedom subject to a ceiling price on the basis of landed price of alternative fuels. The MoPNG has by way of notification no. O-32011/4/2013-ONG-I dated June 30, 2017 has introduced the Open Acreage Licensing Policy (Modalities for operationalisation-Hydrocarbon Exploration and Licensing Policy) for the bidding process for exploration and development of oil and gas blocks in India under the HELP. Further, the MoPNG has by way of notification no. O-22013/6/2016-ONG-D-V(Part)(FTS-44334) dated June 25, 2018 has introduced the Policy framework for streamlining operations, relaxation of timelines and delegation of powers to the Director General, the DGH under PSCs for streamlining the operations under the production sharing contracts.

National Steel Policy, 2017 (“NSP 2017”)

The NSP 2017 seeks to enhance domestic steel production with a focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. The NSP 2017 aims to create an environment for attaining self-sufficiency in steel production by providing policy support and guidance to private manufacturers. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions. The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferro-alloys, land, water, power, infrastructure and logistics, and environmental management.

Land Laws

The Government has enacted the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (“**New Land Acquisition Act**”), which has replaced the Land Acquisition Act, 1894. Some of the significant provisions of the New Land Acquisition Act include a requirement of obtaining the consent of up to 80 percent of people whose land is acquired for private projects by the developers and consent of 70 percent of the landowners in the case of public private partnership projects. It also provides for compensation of up to four times more than the existing practice in rural areas and two times in urban areas. All existing land acquisition proceedings under New Land Acquisition Act in relation to coal blocks shall continue thereunder and other proceedings under the Coal Bearing Areas (Acquisition and Development) Act, 1957.

Power Sector

Our Power Business sector is regulated by laws relating to power and electricity generation. Under the Electricity Act, 2003, as amended from time to time (the “**Electricity Act**”), transmission and distribution of, and trading in, electricity require licences from the appropriate Central or State Electricity Regulatory Commissions (respectively, “**CERCs**” and “**SERCs**”, and collectively, “**ERCs**”), unless exempted in accordance with the Electricity Act. CERC has jurisdiction over generating companies owned or controlled by

the GoI or which have a composite scheme for generation and sale in more than one State. SERCs have jurisdiction over generating stations within State boundaries, except those under CERC's jurisdiction. The respective ERC determines the tariff for supply of electricity from a generating company to a licensee, transmission, wheeling, and retail sale of electricity. The Electricity Act was amended in 2007 to exempt captive power generation plants from licencing requirements.

The Electricity Act allows generating companies open access to transmission lines. The provision of open access is subject to the availability of adequate transmission capacity as determined by the Central or State Transmission Utility. Under the Electricity Act, ERCs determine tariff for supply of electricity by a generating company (as well as for transmission, wheeling and retail sale of electricity).

The MoP has issued the draft Electricity (Amendment) Bill, 2025 ("**Draft Amendment**") on October 9, 2025 for public feedback. The proposed amendments include, *inter alia*, (i) introducing "energy storage system" as a power system; (ii) eliminating cross-subsidies for railways, metro railways, and manufacturing enterprises within five years of the Draft Amendment becoming effective; (iii) enabling SERCs to exempt distribution licensees from the universal service obligation to supply electricity to consumers with a demand exceeding one megawatt; and (iv) facilitating the use of shared distribution systems by multiple licensees in the same area; (v) penalizing the failure to meet non-fossil energy consumption obligations; and (vi) obligating distribution licensees to provide non-discriminatory open access to its network to other distribution licensees upon payment. Additionally, the Electricity Rules, 2005 ("**Electricity Rules**") prescribe a regulatory framework for developing captive generating plants. Pursuant to the Electricity Rules, a power plant shall qualify as a captive power plant only if not less than 26% of ownership is held by captive users and not less than 51% of the aggregate electricity generated in such plant, determined on an annual basis, is consumed for captive use. In case of a generating station owned by a company formed as a special purpose vehicle, the electricity required to be consumed by captive users is to be determined with reference to such unit or units identified for captive use and not with reference to the generating station as a whole and equity shares to be held by the captive users must not be less than 26% of the proportionate equity interest of the company related to the generating unit or units identified as the captive generating plant.

The Electricity Rules has subsequently been amended multiple times including *inter alia vide* Electricity (Amendment) Rules, 2022 dated December 29, 2022; Electricity (Amendment) Rules, 2023 on June 30, 2023; Electricity (Second Amendment) Rules, 2023 dated July 26, 2023; Electricity (Third Amendment) Rules, 2023 dated September 1, 2023; Electricity (Amendment) Rules, 2024 dated January 10, 2024; Electricity (Second Amendment) Rules, 2024 dated January 10, 2024; Electricity (Third Amendment) Rules, 2024 dated March 12, 2024; Electricity (Amendment) Rules, 2025 dated September 19, 2025; and Electricity (Amendment) Rules, 2026 dated 13 March 2026. The amendments to Electricity Rules include, *inter alia*, (a) permitting a generation company or a captive generating plant or an energy storage system or a consumer having a minimum load of 25 MW in case of inter-state transmission system and 10 MW in case of intra-state transmission system to establish, operate or maintain a dedicated transmission line to connect with the grid, subject to compliance with the regulations, technical standards, guidelines and procedures issued under the Electricity Act, 2003; (b) subsidy accounting to be done by the distribution licensee in accordance with 'Standard Operating Procedure' to be issued by the GoI which includes that in case the subsidy has not been paid in advance, then the State Commission shall issue order for implementation of the tariff without subsidy; (c) energy storage systems shall be considered as a part of the power system; (d) wheeling charge shall be computed as per the fix formula 'annual revenue requirement towards wheeling/energy wheeled during the year', provided that wheeling charges at different voltage levels may be determined by the commission separately; (e) charges for using state transmission network for short term open access capped at 110% of charges levied for long term access; (f) additional surcharge shall not be applicable to the extent the consumer is paying fixed charges for contract demand to the distribution licensee and in relation to a person availing open access additional surcharge shall be linearly reduced and get eliminated within four years from the date of grant of access; (g) tariff shall be cost reflective and there shall not be any gap between approved annual revenue requirement and estimated annual

revenue from approved tariff; (h) surcharge payable by consumers seeking open access shall not exceed 20% of the average cost of supply; (i) timely recovery of power purchase costs by distribution licensee and upon failure to compute within timeline specified (except in case of force majeure), it shall forfeit the right for such monthly adjustment and annual true up adjustment for next financial year; and (j) national, regional and state load dispatch centers are mandated to review operational resource adequacy on a daily, monthly or quarterly basis the guideline issued by the GoI at their respective levels.

The MoP also introduced Electricity (Rights to Consumers) Rules, 2020 (“**2020 Electricity Rules**”) to empower consumers of electricity and confer rights upon the consumers to be entitled to reliable services and quality electricity. The 2020 Electricity Rules proposes to introduce, inter alia, installation of smart or pre-payment meter. Further, the 2020 Electricity Rules intends to ensure availability of electricity to all the consumers except lower hours specified for certain categories of consumers and introduces robust grievance redressal mechanism to be introduced by the distribution licensees.

Environmental Laws

Our business is subject to environmental laws and regulations. The applicability of these laws and regulations varies from operation to operation and depends on jurisdiction in which we operate. Our operations require environmental and other permits covering, amongst other things, water use and discharges, stream diversions, solid waste disposal and air and other emissions. Major environmental laws applicable to our operations, as amended from time to time, include the Environment (Protection) Act, 1986 as amended, Van (Sanrakshan Evam Samvardhan) Adhiniyam, 1980 of India as amended, and the Van (Sanrakshan Evam Samvardhan) Rules, 2023 as amended, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, Water Act, as amended, Air Act as amended, Coal Bearing Areas (Acquisition and Development) Act, 1957 as amended, Coal India (Regulation of Transfers and Validation) Act, 2000 as amended, and the New Coal Distribution Policy, 2007 as amended.

The Environmental Protection Act, 1986 as amended from time to time, the Water (Prevention and Control of Pollution) Act, 1974 as amended from time to time and the Air (Prevention and Control of Pollution) Act, 1981 as amended from time to time provide for the prevention, control and abatement of pollution. Pollution control boards have been set up in states in India to exercise the powers under these statutes to prevent and control pollution. Companies must obtain the clearance of state pollution control boards before emitting or discharging effluents into the environment.

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“**HWMTM Rules 2016**”), as amended, encourages disposal of waste farther away from the source of generation. It promotes transboundary movement of hazardous wastes. Further, the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2019 has prohibited the import of solid plastic wastes and provides that industries that do not require consent under Water (Prevention and Control of Pollution) Act 1974 and Air (Prevention and Control of Pollution) Act 1981, will be exempted from requiring authorisation also under the HWMTM Rules 2016. Furthermore, the Ministry of Environment, Forest and Climate Change has issued two notifications which came into force from April 1, 2025:

The Hazardous and Other Wastes (Management and Transboundary Movement) Second Amendment Rules, 2024 is an amendment to the HWMTM Rules 2016, and proposes to insert a chapter on “Extended Producer Responsibility for Scrap of Non-Ferrous Metals”. The chapter also provides for a mathematical formula based on which an extended producer responsibility certificate will be generated.

On July 1, 2025, the HWMTM Rules 2016 were amended pursuant to the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2025 (“**HWMTM Amendment Rules**”) in relation to the following: (i) introduction of provisions in relation to ‘Extended Producer Responsibility’ (EPR) for the scrap of non-ferrous metals; (ii) establishment of an online portal which shall act as the single point data repository for management and implementation of ‘Extended Producer Responsibility’ of non-ferrous metals.

This portal will facilitate the registration of various stakeholders in the recycling ecosystem, such as manufacturers, producers, collection agents, re-furbishers, and recyclers. Further, under the HWMTM Amendment Rules, producers are required to meet annual recycling targets, as defined in the HWMTM Rules 2016. These targets can be met either through direct recycling or by purchasing EPR certificates from registered recyclers *via* the online portal. Further, manufacturers are required to ensure that a minimum percentage of domestically recycled non-ferrous metals are incorporated into their new products; and (iii) a Steering Committee has been constituted to, *inter alia*, oversee the implementation of the HWMTM Amendment Rules.

The Construction and Demolition Waste Management Rules, 2025 apply to all activities of construction, demolition, remodelling, renovation and repair of any structure. It implements (i) extended producer responsibility framework; (ii) waste utilisation framework; (iii) waste storage and processing framework; and (iv) environmental compensation in instances of violation, (v) centralised interface based online monitoring and compliance assessment. These rules are in supersession of the Construction and Demolition waste management Rules, 2016 and came into effect from April 1, 2026.

Employment and Labour Laws

We are subject to various labour, health and safety laws which govern the terms of employment of our labourers at the mining and manufacturing facilities, their working conditions, the benefits available to them and the general relationship between the management and such labourers.

The GoI has introduced (a) the Code on Wages, 2019 (“**Wages Code**”); (b) the Code on Social Security, 2020 (“**Social Security Code**”); (c) the Occupational Safety, Health and Working Conditions Code, 2020 (“**Occupational Safety Code**”); and (d) the Industrial Relations Code, 2020 (“**Industrial Relations Code**”) which consolidate, subsume and replace numerous existing central labor legislations. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The Occupational Safety Code, and Industrial Relations Code became effective on November 21, 2025. Certain provisions of the Wages Code, and Social Security Code also came into force on November 21, 2025.

The Ministry of Labour and Employment (“**Labour Ministry**”) has released the Draft Occupational Safety, Health and Working Conditions (Coal Mines) Regulations, 2026 on 28 January 2026 and the Draft Occupational Safety, Health and Working Conditions (Metalliferous Mines) Regulations, 2026 on 4 February 2026. These draft frameworks have been issued under section 136 of the Occupational Safety Code. The Labour Ministry has invited objections and suggestions from the public on the drafts of these frameworks. The key provisions under these frameworks include, *inter alia*, (i) constituting a board of mining examination; (ii) appointment and qualifications required for posts such as chief inspector-cum-facilitator or inspector-cum-facilitator, agent, manager, assistance manager, ventilation officer, surveyors, etc.; (iii) duties and responsibilities of the mine management, contractors, manufacturers, officials, etc.; (iv) preparation and submission of mine plans; and (v) ensuring means of access and egress, etc.

Corporate Laws

In addition to the above, we are required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, and other applicable statutes imposed by the central or the state government and authorities for the day-to-day business and operations. We are also subject to various central and state tax laws.

Moreover, there are various rules and regulations which are framed and amended from time to time by the SEBI in order to regulate the functioning of the securities market, which we are required to comply with.

The Insolvency and Bankruptcy Code, 2016 (“**Bankruptcy Code**”), as amended, was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision, and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy

Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

Under the Bankruptcy Code, upon initiation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor (except related party of the corporate debtor) is given a voting share proportionate to its admitted claim against the company. Any decision of the committee of creditors must be taken by a vote of either 50% or 66% of the voting share of all financial creditors (other than for withdrawal of an application by which corporate insolvency resolution process was initiated, which requires 90% of the total voting share of the committee of creditors). Any resolution plan approved by committee of creditors is binding on the corporate debtor and its employees, members, creditors, including the any government body to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the resolution plan. In case the corporate debtor is subjected to liquidation process, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. In this order of priority, the insolvency resolution and liquidation process costs rank higher than the admitted claims of secured creditors. Secured creditors may decide to opt out of the liquidation process, in which case they are permitted to realise their security interests separately should they choose to do so. As per the Reserve Bank of India's annual report for the Fiscal Year 2019, the Insolvency and Bankruptcy Code has aided and gradually improved the recovery process in relation to stressed assets.

However, in light of to the outbreak of the COVID-19 pandemic, by a notification dated March 24, 2020 issued by the Ministry of Corporate Affairs, the minimum amount of default to initiate insolvency proceedings has been increased from to ₹0.1 million to ₹10 million.

The Bankruptcy Code was further amended by the Insolvency and Bankruptcy Code (Amendment) Act, 2025 ("**IBC Amendment**"). The key changes introduced through the amendment include introduction of (i) creditor-initiated Insolvency Resolution Process with an out-of-court initiation mechanism to resolve genuine business failures; (ii) framework for initiating a corporate insolvency resolution process against 2 (two) or more corporate debtors forming part of the same "group"; (iii) introduction of enabling provisions for framework on cross-border insolvency proceedings; (iv) modifications introduced to the framework of the liquidation process; (v) providing process to allow restoration of corporate insolvency resolution process before the passing of the liquidation order; (vi) provisions enabling the creditors to file for avoidance transactions.

Indian Takeover Code

The Indian Takeover Code governs acquisition of shares or voting rights of an Indian listed company. Depending upon the facts and circumstances, any person (including an existing shareholder) may be required to/can make a tender offer to acquire shares from the public shareholders of the Indian listed company in accordance the provisions of the Indian Takeover Code. Certain general and specific exemptions from making a tender offer are also available to eligible persons under the Indian Takeover Code.

Disclosures of encumbrances under the Indian Takeover Code

As per the Indian Takeover Code inter alia, the promoter of an Indian listed company is required to disclose the details of encumbrance (as defined under the Indian Takeover Code) on shares created by it or persons acting in concert with it ("**PAC**") in the listed company. The promoter is required to disclose the specified details within seven working days from the date of creation or invocation or release of such encumbrance, as the case may be, to: (a) the stock exchanges where the shares of the Indian listed company are listed; and (b) the Indian listed company at its registered office. However, where such encumbrance exceeds certain specified thresholds, a disclosure will have to be made, along with reasons for creating such encumbrance, within two working days.

Further, the Indian Takeover Code requires that: (a) a disclosure be made when a person acquires shares or voting rights in Indian listed company, which taken together with the shares or voting rights, if any, held by it and by PAC if any, aggregates to 5% or more of the shares of an Indian listed company; and (b) a person, who together with PAC, if any, holds shares or voting rights entitling them to 5% or more of the shares or voting rights in a Indian listed company, must disclose a change in shareholding if such change exceeds 2% from the last disclosure made by such person (and PAC, if any). For such disclosure, shares taken by way of encumbrance are required to be treated as an acquisition and shares given upon release of encumbrance are required to be treated as a disposal. Such disclosures are required to be made within two working days from the date of acquisition or disposal of shares or voting rights of an Indian listed company, to (a) the stock exchanges where the shares of the Indian listed company are listed; and (b) the Indian listed company at its registered office.

Tax Laws

The general corporate tax rate in India ranges from 22% (plus surcharge and cess) to 30% (plus surcharge and cess) depending upon, inter alia, the source and quantum of turnover, and the business that the company is engaged in. Indian companies incorporated on or after October 1, 2019 and commencing manufacturing on or before March 31, 2024, can opt to offer the income to tax at 15% (plus surcharge and cess), subject to certain conditions. Other Indian companies can opt to offer the income to tax at 22% (plus surcharge and cess); subject to certain prescribed conditions and after foregoing certain benefits/exemptions. In both these cases, the provisions of Minimum Alternate Tax (“**MAT**”) would not be applicable. Once the company exercises this option, the chosen provision will apply for all subsequent years.

The companies which did not opt for above concessional tax regime, will be charged MAT at the rate of 14% (plus surcharge and cess) on the adjusted book profits, if tax computed under normal provisions of the Income-tax Act, 2025 is less than MAT. In such case, MAT will be final tax, and no MAT credit is allowed.

Further, foreign companies operating in India through a branch or permanent establishment (PE) are taxed at the rate of 35% (plus surcharge and cess) on their India-sourced business income.

Regulation of Foreign Investment

Foreign investment in India is governed primarily by the provisions of the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”) which relates to regulation primarily by the Reserve Bank of India (RBI) and the rules, regulations and notifications thereunder, and the policy prescribed by the Department for Promotion of Industry and Internal Trade, GoI. The FEMA regulates transactions involving foreign exchange and provides that certain transactions cannot be carried out without the general or specific permission of the RBI. We are also required to comply with FEMA and the rules and regulations made thereunder as amended from time to time, which primarily governs foreign investment in India.

Dividends are freely repatriable without any restrictions (net after tax deduction at source at applicable rates under the Income Tax, Act, 1961, as applicable, or the Income-tax Act, 2025 or the applicable Double Taxation Avoidance Agreement, whichever is more beneficial). The repatriation is governed by the provisions of the Foreign Exchange Management (Current Account Transactions) Rules, 2000, as amended from time to time.

Further, RBI has placed certain restrictions and conditions for the use of debt funds in India which are raised in the overseas market by overseas holding/group companies of Indian companies where such Indian companies account for sole/major operations of the Group. Under the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, read together with the Foreign Exchange Management (Borrowing and Lending) (First Amendment) Regulations, 2026 dated February 09, 2026, issued by the RBI, as amended, modified or replaced from time to time by any rules, regulations, notifications, circulars, press notes or orders issued by the RBI or other Indian governmental agency in relation to ECB (“**ECB Guidelines**”). ECBs can be accessed under two routes: (i) the automatic route; and (ii) the approval route. The automatic route does not require a borrower to obtain any RBI approvals, whereas the approval route requires prior RBI approval. Under

the ECB Guidelines, foreign currency denominated ECB and Rupee denominated ECB can be availed. ECBs up to the higher of (a) outstanding ECB up to \$1 billion or (b) total outstanding borrowing (external and domestic) up to 300 per cent of the net worth, can be raised under the automatic route:

- (c) The ECB should be in compliance with applicable minimum average maturity period, cost of borrowing, end use restrictions and other applicable limits under the ECB Guidelines;
- (d) The loan agreement should have a security clause requiring the ECB borrower to provide security, by creating charge, in favour of non-resident lender/ security trustee, on immovable assets/movable assets/ financial assets, and intangible assets (including intellectual property rights) and the issue of guarantee in favour of the lender or security trustee in accordance with the Foreign Exchange Management (Guarantees) Regulations, 2026, on January 6, 2026, (“**Guarantee Regulations**”); and
- (e) No objection certificate from the existing lenders in India has to be obtained before creation of charge on an encumbered asset.

The RBI has issued the Guarantee Regulations which supersede the Foreign Exchange Management (Guarantee) Regulations, 2000. The Guarantee Regulations prohibit persons resident in India to be a principal debtor, surety or creditor in a guarantee where any of the other parties to the guarantee is a person resident outside of India, unless the exemptions apply or the conditions specified under the Guarantee Regulations are satisfied. Further, mandatory reporting requirements on a quarterly basis have been prescribed for guarantees, along with the format and timeline for submission to authorised dealer banks. A late submission fee is also prescribed for delayed reporting.

Further, the RBI has issued the Foreign Exchange Management (Overseas Investment) Regulations, 2022, and the Foreign Exchange Management (Overseas Investment) Rules, 2022, as amended or updated and the rules and regulations made thereunder, including the Master Direction - Overseas Investment dated July 24, 2024 (as amended, updated and modified). These frameworks govern overseas investments made by persons resident in India and outline the permissible modes of financial commitment, the obligations of the investing party, and the mandatory reporting requirements.

PLAN OF DISTRIBUTION

Each Joint Global Coordinator and Manager has, pursuant to a subscription agreement dated June 25, 2026 (the “**Subscription Agreement**”), agreed with the Parent Guarantor, the Subsidiary Guarantors and the Issuer, subject to the satisfaction of certain conditions, to subscribe for the respective Bonds for the principal amount set forth opposite its name below.

Joint Global Coordinators and Managers	Principal amount of the 2032 Bonds	Principal amount of the 2034 Bonds	Principal amount of the 2037 Bonds
U.S.\$			
Citigroup Global Markets Limited	66,000,000	91,000,000	74,000,000
Barclays Bank PLC.....	62,000,000	87,000,000	68,000,000
Deutsche Bank AG, Singapore Branch.....	62,000,000	87,000,000	68,000,000
First Abu Dhabi Bank PJSC.....	62,000,000	87,000,000	68,000,000
J.P. Morgan Securities plc.....	62,000,000	87,000,000	68,000,000
Mashreqbank psc	62,000,000	87,000,000	68,000,000
SMBC Nikko Securities (Hong Kong) Limited	62,000,000	87,000,000	68,000,000
Standard Chartered Bank	62,000,000	87,000,000	68,000,000
Total	500,000,000	700,000,000	550,000,000

The Subscription Agreement provides that the Joint Global Coordinators and Managers will purchase all the Bonds if they purchase any of the Bonds. The Subscription Agreement entitles the Joint Global Coordinators and Managers to terminate the Subscription Agreement in certain circumstances. The Parent Guarantor, the Subsidiary Guarantors and the Issuer, jointly and severally, have under the Subscription Agreement agreed to indemnify each Joint Global Coordinator and Manager against certain liabilities. Each Joint Global Coordinator and Manager may offer and sell the Bonds through certain of their respective affiliates. The Joint Global Coordinators and Managers or certain of their respective affiliates may purchase Bonds and be allocated Bonds for asset management and/or proprietary purposes but not with a view to distribution.

Neither the Parent Guarantor, the Subsidiary Guarantors or the Issuer, nor any person acting on behalf of any of them will, from the date of the Subscription Agreement until the date 30 days after the date of the Subscription Agreement (both dates inclusive), without the prior written consent of the Joint Global Coordinators and Managers, issue, offer, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or disposal) non-equity-linked debt securities issued or guaranteed (other than guarantees in respect of Indian Rupee denominated non-equity linked debt securities) by the Parent Guarantor, any Subsidiary Guarantor or the Issuer and having a maturity of more than one year from the date of issue.

The Bonds are a new issue of securities with no established trading market. Application will be made to the SGX-ST for the listing of and quotation for the Bonds on the Official List of the SGX-ST. In connection with this offering, the Stabilising Manager or any of its affiliates (or persons acting on behalf of the Stabilising Manager) may, to the extent permitted by laws and regulations, over-allot or effect transactions with a view to supporting the market price of the Bonds at a level higher than that which might otherwise prevail for a limited time after the Closing Date. However, there is no assurance that the Stabilising Manager or any of its affiliates (or persons acting on behalf of the Stabilising Manager) will undertake any stabilisation action. Any stabilising action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Bonds is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the Closing Date and 60 days after the date of the allotment of the Bonds. Any stabilisation action must be

conducted by the Stabilising Manager or any of its affiliates (or persons acting on behalf of the Stabilising Manager or any of its affiliates) in accordance with all applicable laws and rules.

The Joint Global Coordinators and Managers and their respective affiliates have, in the past, provided banking, investment banking and advisory services for our Company and the Group for which they have received customary fees and expenses. The Joint Global Coordinators and Managers and their respective affiliates may, from time to time, engage in transactions with and perform services for our Company and its subsidiaries and affiliates in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. It is expected that the Joint Global Coordinators and Managers and their respective affiliates will continue to provide such services to, and enter into such transactions with, our Company and our subsidiaries and affiliates in the future.

In connection with the offering of the Bonds, the Joint Global Coordinators and Managers and/or their respective affiliates may act as an investor for its own account and may take up Bonds in the offering and in that capacity may retain, purchase or sell for its own account such securities and any securities of our Company or our subsidiaries and affiliates or related investments and may offer or sell such securities or other investments otherwise than in connection with the offering. Accordingly, references herein to the Bonds being offered should be read as including any offering of the Bonds to the Joint Global Coordinators and Managers and/or their respective affiliates acting in such capacity. Such persons do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

If a jurisdiction requires that the offering be made by a licenced broker or dealer and any of the Joint Global Coordinators and Managers or any affiliate of any of it is a licenced broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Joint Global Coordinators and Managers or such affiliate on behalf of the Issuer in such jurisdiction.

It is expected that delivery of the Bonds will be made to investors on or about July 13, 2026, which will be the tenth business day following the date of this Offering Circular (such settlement being referred to as “T+10”). Pursuant to Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in one business day unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers of the Bonds who wish to trade the notes prior to the business day preceding the settlement date will be required, by virtue of the fact that the Bonds initially will settle in T+10, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisors.

In case of additional market demand for the Bonds, the Issuer may launch and price additional bonds during the period from the date of this Offering Circular to, or shortly after, the Closing Date. Such additional bonds, if issued, could be fully fungible with, and consolidated into, and form a single series with, the Bonds offered pursuant to this Offering Circular. We intend to use the proceeds of any such issuance of additional bonds for the same purposes as the Bonds offered pursuant to this Offering Circular. Any such offering of additional bonds would be offered and sold pursuant to, and on the terms described in, a separate offering memorandum.

Important Notice to CMIs (Including Private Banks)

This notice to CMIs (including Private Banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including Private Banks). Certain CMIs may also be acting as OCs for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the Bonds. In addition, Private Banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the Joint Global Coordinators and Managers accordingly.

CMIIs are informed that the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions set out elsewhere in this Information Memorandum.

CMIIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIIs). CMIIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIIs should disclose the identities of all investors when submitting orders for the Bonds (except for omnibus orders where underlying investor information should be provided to the OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIIs should not place “X-orders” into the order book.

CMIIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including Private Banks as the case may be) in the order book and book messages.

CMIIs (including Private Banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMIIs (including Private Banks) should not enter into arrangements which may result in prospective investors paying different prices for the Bonds.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Joint Global Coordinators and Managers in control of the order book should consider disclosing order book updates to all CMIIs.

When placing an order for the Bonds, Private Banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private Banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the Code. Private Banks should be aware that placing an order on a “principal” basis may require the Joint Global Coordinators and Managers to apply the “proprietary orders” of the Code to such order and will require the Joint Global Coordinators and Managers to apply the “rebates” requirements of the Code to such order.

In relation to omnibus orders, when submitting such orders, CMIIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- the name of each underlying investor;
- a unique identification number for each investor;
- whether an underlying investor has any “Associations” (as used in the SFC Code);
- whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to DCM.Omnibus@citi.com, barclayssfc omnibusorders-debt@barclays.com, asiasyn.omnibus@list.db.com, investor.info.hk.oc.bond.deals@jpmorgan.com and syndasia.int@smbcnikko-hk.com.

To the extent information being disclosed by non-OC syndicate CMIIs and CMIIs and investors is personal and/or confidential in nature, non-OC syndicate CMIIs and CMIIs (including Private Banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to the OCs; (B) that they have obtained the necessary consents from the underlying investors to disclose such information to the OCs. By submitting

an order and providing such information to the OCs, each non-OC syndicate CMI and CMI (including Private Banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by the OCs and/or any other third parties as may be required by the Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the Code, for the purpose of complying with the Code, during the bookbuilding process for this offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Joint Global Coordinators and Managers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including Private Banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including Private Banks) are required to provide the relevant Placement Agent with such evidence within the timeline requested.

By placing an order, prospective investors (including any underlying investors in relation to omnibus orders) are deemed to represent to the Issuer and the Joint Global Coordinators and Managers, that it is not a Sanctions Restricted Person. A “Sanctions Restricted Person” means an individual or entity (a “**Person**”): (a) that is, or is directly or indirectly owned or controlled by a Person that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>) or (ii) the Foreign Sanctions Evaders List (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/fse/fselist.pdf>) or (iii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: https://eeas.europa.eu/headquarters/headquartershomepage_en/8442/Consolidated%20list%20of%20sanctions); or (b) that is otherwise the subject of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of: (i) their inclusion in the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the “**SSI List**”), (ii) their inclusion in Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “**EU Annexes**”), (iii) their inclusion in any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes, (iv) them being the subject of restrictions imposed by the US Department of Commerce's Bureau of Industry and Security (“**BIS**”) under which BIS has restricted exports, re-exports or transfers of certain controlled goods, technology or software to such individuals or entities; (v) them being an entity listed in the Annex to the new Executive Order of 3 June 2021 entitled “Addressing the Threat from Securities Investments that Finance Certain Companies of the People’s Republic of China” (known as the Non-SDN Chinese Military- Industrial Complex Companies List), which amends the Executive Order 13959 of 12 November 2020 entitled “Addressing the threat from Securities Investments that Finance Chinese Military Companies”; or (vi) them being subject to restrictions imposed on the operation of an online service, Internet application or other information or communication services in the United States directed at preventing a foreign government from accessing the data of US persons; or (c) that is located, organized or a resident in a comprehensively sanctioned country or territory, including Cuba, Iran, North Korea, Syria, the Crimea region of Ukraine, the Donetsk’s People’s Republic or Luhansk People’s Republic. “Sanctions Authority” means: (a) the United States government; (b) the United Nations; (c) the European Union (or any of its member states); (d) the United Kingdom; (e) any other equivalent governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; and (f) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and the United Kingdom government (including H.M. Treasury and the Foreign, Commonwealth & Development Office).

Selling Restrictions

Prohibition of sales to European Economic Area retail investor

Each Joint Global Coordinator and Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Bonds to any retail investor in the European Economic Area. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or
- a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II.

United Kingdom

Each Joint Global Coordinator and Manager has represented and agreed that:

- in relation to any Bonds which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Bonds other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Bonds would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or the Guarantors; and
- it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Bonds in, from or otherwise involving the United Kingdom.

Prohibition of sales to UK retail investor

Each Joint Global Coordinator and Manager has represented and agreed that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Bonds which are the subject of the offering contemplated by this Offering Circular in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is either one (or both) of the following:
- (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or
 - (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (“**POATRs**”).

Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (“**DISC**”) for offering, selling or distributing the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

- (b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Bonds.

Hong Kong

Each Joint Global Coordinator and Manager has represented and agreed that:

- 1 it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Bonds other than (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (“**SFO**”) and any rules made under the SFO or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**C(WUMPO)**”) or which do not constitute an offer to the public within the meaning of the C(WUMPO); and
- 2 it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Bonds, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Bonds which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

India

The Bonds will not be offered or sold, directly or indirectly, in India or to, or for the account or benefit of, any resident in India. This Offering Circular has not been, and will not be registered, produced or published as an offer document (whether as a prospectus in respect of a public offer or a placement memorandum, an information memorandum or private placement offer cum application letter or general information document or key information document or other offering material in respect of a private placement under the Indian Companies Act, 2013 (as amended) and the rules framed thereunder or any other applicable Indian laws for the time being in force) with the Registrar of Companies, the Reserve Bank of India, the Securities and Exchange Board of India or any other statutory or regulatory body of like nature in India, save and except for any information from part of this Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian securities laws, including but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended from time to time, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, or pursuant to the sanction of any regulatory and adjudicatory body in India. Bonds will not be offered or sold and have not been offered or sold in India by means of this offering memorandum or any other offering document or material relating to the Bonds and will not be circulated or distributed, and have not been circulated or distributed, directly or indirectly, to any person or the public in India or otherwise generally distributed or circulated in India which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities in violation of applicable Indian laws.

Mauritius

Each Joint Global Coordinator and Manager has represented and agreed that:

- 1 the Bonds shall not be offered or sold, directly or indirectly, to the public in Mauritius. Neither this Offering Circular, nor any offering material or information contained therein relating to the offer of the Bonds, shall be released or issued to the public in Mauritius or used in connection with any such offer. This Offering Circular shall not constitute an offer to sell the Bonds to the public in Mauritius; and
- 2 the Bonds may not be offered, distributed or sold, directly or indirectly, in Mauritius, except as permitted by the Securities Act 2005 of Mauritius.

Cyprus

Each Joint Global Coordinator and Manager has represented and agreed that:

- 1 it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available the Bonds, in each case directly or indirectly, and has not distributed and will not distribute or cause to be distributed in the Republic of Cyprus this Offering Circular or any document, circular, advertisement or other offering material, except under circumstances which will result in compliance with the Prospectus Regulation (Regulation 2017/1129/EU), as amended, and, to the extent that it applies following the entry into force of the Prospectus Regulation, the Cyprus Prospectus Law L.114(I)/2005, as amended (together, the **“Cyprus Prospectus Laws”**), and any other applicable laws and regulations in effect at the relevant time under the laws of the Republic of Cyprus;
- 2 it has complied and will comply with all applicable provisions of the Cyprus Prospectus Laws with respect to anything done by it in relation to the Bonds in, from or otherwise involving the Republic of Cyprus; and
- 3 it has not provided and will not provide any “investment services” and/or “ancillary services” and/or perform any “investment activities” (together the **“relevant services”**, as these are defined in the Investment Services and Activities and Regulated Markets Law 87(I)/2017, as amended (the **“Investment Services Law”**)) in relation to the Bonds, from within the Republic of Cyprus or from outside the Republic of Cyprus to, or for the benefit of, any persons resident, incorporated, established, domiciled, located or having their usual residence in Cyprus or located within the territory of the Republic of Cyprus. Each Joint Global Coordinator and Manager has not done and will not do anything, including the provision and/or performance of any relevant services, which has caused or may cause it to fall within the scope of the Investment Services Law and/or any corresponding or related banking or financial services regulations applicable in the Republic of Cyprus. Alternatively, if any such person provides or will provide relevant services, these are or will be provided (as applicable) in compliance with the Investment Services Law and any other related applicable laws and regulations or corresponding banking or financial services regulations (including, in each case, for the avoidance of doubt, EU regulations) in effect at the relevant time in the Republic of Cyprus.

Singapore

Each Joint Global Coordinator and Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Global Coordinator and Manager has represented and agreed that it has not offered or sold any Bonds or caused the Bonds to be made the subject of an invitation for subscription or purchase and will not offer or sell any Bonds or cause the Bonds to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Base Prospectus or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Bonds, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the **“SFA”**)) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

United States

The Bonds and the Guarantees have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, US persons except in accordance with Regulation S or pursuant to an exemption from the registration requirements of the Securities Act. Each Joint Global Coordinator and Manager has represented that it has offered and sold the Bonds and the Guarantees, and agreed that it will offer and sell the Bonds and the Guarantees, (i) as part of their distribution at any time and (ii) otherwise until 40 days after the later of the commencement of the offering and the Closing Date, only in accordance with Rule 903 of Regulation S or Rule 144A as set forth below. Accordingly, neither it, its affiliates nor any persons acting on its or their behalf have engaged or will engage in any directed selling

efforts with respect to the Bonds and the Guarantees, and it and they have complied and will comply with the offering restrictions requirement of Regulation S. Each Joint Global Coordinator and Manager has agreed that, at or prior to confirmation of sale of the Bonds and the Guarantees (other than a sale pursuant to Rule 144A), it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases the Bonds and the Guarantees from it during the distribution compliance period a confirmation or notice to substantially the following effect:

“The securities covered hereby have not been registered under the US Securities Act of 1933 (the “**Securities Act**”) and may not be offered or sold within the United States or to, or for the account or benefit of, US persons (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the closing date of the offering, except in either case in accordance with Regulation S or Rule 144A under the Securities Act. Terms used above have the meanings given to them by Regulation S under the Securities Act”.

Terms used in the foregoing paragraph have the meanings given to them by Regulation S.

Each Joint Global Coordinator and Manager has represented and agreed that neither it nor any of its affiliates (as defined in Rule 501(b) of Regulation D under the Securities Act (“**Regulation D**”)), nor any person acting on its or their behalf has engaged or will engage in any form of general solicitation or general advertising (within the meaning of Regulation D) in connection with any offer and sale of the Bonds and the Guarantees in the United States.

Each Joint Global Coordinator and Manager may directly or through their respective US broker-dealer affiliates arrange for the offer and resale of the Bonds and the Guarantees in the United States only to qualified institutional buyers in accordance with Rule 144A.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN IFRS AND IND AS

Vedanta Limited's Audited Financial Statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act and other accounting principles generally accepted in India. Certain differences exist between IFRS and Ind AS which might be significant to the financial information. The matters described below summarise certain differences between IFRS and Ind AS that may be significant. Our Company and Vedanta Limited are responsible for preparing the summary below. Neither our Company nor Vedanta Limited has prepared a complete reconciliation of its consolidated financial statements and related footnote disclosures between IFRS and Ind AS and has not quantified such differences. Accordingly, no assurance is provided that the following summary of differences between IFRS and Ind AS is complete. In making an investment decision, investors must rely upon their own examination of our Company, Vedanta Limited, the terms of the offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between IFRS and Ind AS, and how those differences might affect the financial information herein.

Topic	IFRS	IND AS
First time adoption	IFRS 1 – <i>First-time Adoption of International Financial Reporting Standards</i> gives detailed guidance on preparation of the first IFRS financial statements. To help overcome a number of practical challenges for a first-time adopter, there are certain mandatory exceptions/optional exemptions from the full retrospective application.	Ind AS 101 – <i>First-time Adoption of Indian Accounting Standards</i> gives detailed guidance on preparation of the first Ind AS financial statements. To help overcome a number of practical challenges for a first-time adopter, there are certain mandatory exceptions/voluntary exemptions from the full retrospective application. Ind AS 101 gives few additional voluntary exemptions/modifications as compared to IFRS. For example, (a) The first-time adopter shall account for the resulting change in the retained earnings as at the transition date except in certain specific instances where it requires adjustment in goodwill. In such specific instances where IFRS 1 allows adjustment in the goodwill as per para C4(c) of IFRS 1, whereas, under Ind AS it can be adjusted with capital reserve to the extent such adjustment amount does not exceed the balance available in capital reserve. (b) Ind AS 101 provides exemptions whereby an entity can continue using its Indian GAAP carrying value of all its PPE and intangible assets as deemed cost at transition date provided that there is no change in functional currency. It also gives an exemption whereby a company can continue using its accounting policy under previous

Topic	IFRS	IND AS
		GAAP for capitalisation/deferral of exchange differences arising on long term foreign currency monetary items recognised in financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period.
Presentation of financial statements.....	As per IAS 1 – <i>Presentation of Financial Statements</i> , a complete set of financial statements under IFRS comprises:	As per Ind AS 1 – <i>Presentation of Financial Statements</i> , a complete set of financial statements under Ind AS comprises:
	1 Statement of financial position as at the end of the financial year.	1 Balance sheet as at the end of the financial year.
	2 Statement of Profit and Loss, Other Comprehensive Income, changes in equity and cash flows for the period. For Statement of profit or loss and other comprehensive income for the financial year there is an option of presentation as single statement or two separate statements. Notes, comprising material accounting policies and other explanatory information, comparative information in respect of the preceding period and statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements or when it reclassifies items in its financial statements.	2 Statement of Profit and Loss, changes in equity, Other Comprehensive Income and cash flows for the period. For Statement of profit or loss and other comprehensive income for the financial year Ind AS allows only the single statement approach. Notes, comprising a summary of material accounting policies and other explanatory information, comparative information in respect of the preceding year and a balance sheet as at the beginning of the earliest comparative period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements.
	3 The words ‘authorisation of the financial statements for issue’ have been used in the context of financial statements considered for the purpose of events after the reporting period.	3 The words ‘approval of the financial statements for issue’ have been used in the context of financial statements considered for the purpose of events after the reporting period.
	4 The words ‘fair presentation’ is used.	4 The words ‘true and fair view’ has been used.
	5 There is an option for individual entities to follow different terminology for titles of financial statements.	5 Ind AS removes the alternatives by giving one terminology to be used by all entities.
	6 IFRS permits the periodicity such as 52 weeks for preparation of financial statements.	6 Ind AS does not permit periodicity such as 52 weeks for preparation of financial statements.

Topic	IFRS		IND AS	
	7	IFRS requires an entity to prepare an analysis of expenses recognised in profit or loss using a classification based on either their nature or their function.	7	Ind AS requires only nature wise classification of expenses.
	8	As per IAS 1, when an entity breaches a covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the authorisation of the financial statements for issue, not to demand payment as a consequence of the breach.	8	As per Ind AS, where there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. However, in such circumstances, the entity shall disclose information as per paragraphs 18 and 19 of Ind AS 107 for each breach.
	9	There is no such requirement under IFRS.	9	In addition to above, Ind AS complies with Schedule III of the Indian Companies Act, 2013 which prescribes the format for presentation of balance sheet, statement of profit and loss and statement of changes in equity which companies need to follow.
Statement of Cash Flows.....	1	In case of other than financial entities, IAS 7 gives an option to classify the interest paid and interest and dividend received as item of operating cash flows.	1	Ind AS 7 mentions that it is more appropriate that interest paid and interest and dividend received is classified as item of financing activity and investing activity, respectively.
	2	IFRS gives an option to classify the dividend paid as an item of operating activity.	2	Ind AS 7 mentions that it is more appropriate that dividend paid is classified as a part of financing activity only.
Business Combinations.....	1	IFRS 3 excludes from its scope business combinations of entities under common control.	1	Ind AS 103 gives guidance for business combinations of entities under common control.
	2	IFRS 3 requires bargain purchase gain arising on business combination to be recognised in profit or loss.	2	Ind AS 103 requires bargain purchase gain arising on business combination to be recognised in other comprehensive income and accumulated in equity as capital reserve, unless there is no clear evidence for the underlying reason for classification of the business

Topic	IFRS	IND AS
		combination as a bargain purchase, in which case it shall be recognised directly in equity as capital reserve.
Operating segments	This IFRS 8 is applicable to listed entities or entities in process of listing only.	This Ind AS 108 is applicable as per Companies Act 2013 and Rules.
Related party disclosures	1 In IAS 24 no provisions are specified for disclosures which conflict with the confidentiality requirements of statute/regulations. 2 IAS 24 defines close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include: (a) that person's children and spouse or domestic partner; (b) children of that person's spouse or domestic partner; and (c) dependents of that person or that person's spouse or domestic partner. 3. In IAS 24 no provisions are specified for disclosures management contracts including for deputation of employees.	1 In Ind AS 24, disclosures which conflict with the confidentiality requirements of statute/regulations are not required to be made since accounting standard cannot override legal/regulatory requirements. 2 Ind AS 24 defines close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including: (a) that person's children, spouse or domestic partner, brother, sister, father and mother; (b) children of that person's spouse or domestic partner; and (c) dependants of that person or that person's spouse or domestic partner. 3. In Ind AS 24, disclosures of transaction like management contracts including for deputation of employees are required.
Government Grant	1 IAS 20 gives an option to present grants related to assets, including non-monetary grants at their fair value in the balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset.	1 Prior to amendment of Ind AS 20 Accounting for Government Grants and Disclosure of Government Assistance, Ind AS required presentation of grants related to assets in balance sheet only by setting up the grant as deferred income. The option to present grants by deduction of the grant in arriving at the carrying amount of asset was not available under Ind AS. On September 20, 2018, Ind AS 20 has been amended to align with IAS 20 and hence currently there is no difference between Ind AS and IFRS.
Inventories.....	As per IAS 2, in case of function wise classification, inventory expense is recognised as cost of sales whereas in case of nature wise classification, the inventory expense is recognised by making a reference stating 'changes in inventories of finished goods and work in progress' and	Ind AS 2 allows only nature wise classification of inventory expense.

Topic	IFRS	IND AS
	raw materials consumed in profit and loss statement.	
Separate Financial Statements	1 IAS 27 requires disclosure of the reason for preparing separate financial statements if not required by law. 2 IAS 27 allows an entity to use the equity method to account for investments in subsidiaries, joint ventures and associates in their Separate Financial Statements.	1 As the Companies Act 2013 mandates preparation of separate financial statements, Ind AS 27 has been modified to remove such requirements. 2 Ind AS 27 does not permit use of the equity method as it is not a measurable basis like cost and fair value but is a manner of consolidation and therefore would lead to inconsistent accounting conceptually.
Revenue from Contracts with Customers	IFRS 15 provides that all types of penalties which may be levied in the performance of a contract should be considered in the nature of variable consideration for recognising revenue.	Ind AS 115 has been amended to provide that penalties shall be accounted for as per the substance of the contract. Where the penalty is inherent in the determination of transaction price, it shall form part of the variable consideration, otherwise the same should not be considered for determining the consideration and the transaction price shall be considered as fixed.
Depreciation (Depletion) of oil and gas producing facilities.....	No such Guidance Note in IFRS. All expenditures carried within each field are amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of commercial reserves at the end of the period plus the production in the period, generally on a field-by-field basis or group of fields which are reliant on common infrastructure. Commercial reserves are either proven or proven and probable oil and gas reserves, which are defined as the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.	Guidance Note on Accounting for Oil and Gas Producing Activities (for entities to whom Ind AS is applicable) issued by the Institute of Chartered Accountants of India (ICAI) establishes principles of accounting for Oil and Gas producing activities. All expenditures carried within each field are amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of depletable reserves at the end of the period plus the production in the period, generally on a field-by-field basis or group of fields which are reliant on common infrastructure. Depletable reserves are proved reserves for acquisition costs and proved and developed Reserves for successful exploratory wells, development wells, processing facilities, distribution assets, estimated future abandonment cost and all other related costs.
Property Plant and Equipment (Capitalisation)	In May 2020, IASB had issued amendments in IAS 16 on proceeds before	As per Ind AS 16, costs of testing whether the asset is functioning properly, after

Topic	IFRS	IND AS
of cost related to sample goods).....	intended use to prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. Effectively, from April 1, 2022 under IFRS, cost of sample goods produced and the sale proceeds from sale of sample goods is recognised in income statement (irrespective of profit or loss) and no longer allowed to be capitalised.	deducting the net proceeds from selling any items produced while bringing the asset to that location and condition (such as samples produced when testing equipment) is added to the cost of the asset.

LEGAL MATTERS

Certain legal matters with respect to the Bonds will be passed upon for the Issuer and the Guarantors by Clifford Chance as to matters of English law and US federal securities law. Certain legal matters with respect to the Bonds will be passed upon for the Joint Global Coordinators and Managers by Linklaters Singapore Pte. Ltd. as to matters of English law and US federal securities law. Certain legal matters with respect to the Bonds will be passed upon for the Joint Global Coordinators and Managers by Talwar Thakore & Associates as to matters of Indian law. Certain legal matters with respect to the Bonds will be passed upon for the Joint Global Coordinators and Managers by BLC Robert & Associates Ltd as to matters of Mauritian law. Certain legal matters with respect to the Bonds will be passed upon for the Joint Global Coordinators and Managers by Harneys Aristodemou Loizides Yiolitis LLC as to matters of Cypriot law.

INDEPENDENT AUDITORS

Our Company

The Audited Financial Statements, included elsewhere in this Offering Circular, have been audited by MHA (a trading name of MHA Audit Services LLP, and previously MacIntyre Hudson LLP), independent auditors, as stated in their reports included elsewhere in this Offering Circular. The Unaudited Consolidated Condensed Interim Financial Statement have been reviewed by MHA, as stated in their review reports included elsewhere in this Offering Circular. MHA is a member of the Institute of Chartered Accountants in England & Wales.

The audit reports of MHA, with respect to our Company's Audited Financial Statements in accordance with guidance issued by The Institute of Chartered Accountants in England and Wales, include the following limitations: *"This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed."*

Vedanta Limited

Vedanta Limited's Audited Financial Statements included elsewhere in this Offering Circular have been audited by S.R. Batliboi & Co. LLP, Chartered Accountants as stated in their reports included elsewhere in this Offering Circular. S.R. Batliboi & Co. LLP, Chartered Accountants is registered with the Institute of Chartered Accountants of India.

EXPERTS

Ore Reserves and Mineral Resources

The information included in this Offering Circular regarding Ore Reserves is based on our estimates.

- 1 The Mineral Resources and Ore Reserves of HZL's mines were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- 2 The Mineral Resources and Ore Reserves of Black Mountain Mining's Black Mountain mine were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- 3 The Mineral Resources and Ore Reserves of Black Mountain Mining's Gamsberg mines were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- 4 The Mineral Resources and Ore Reserves of Skorpion were audited as of March 31, 2026 by SRK Consulting (UK) Limited and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- 5 The Mineral Resources and Ore Reserves of Western Cluster Limited were audited as of March 31, 2026 by SRK Mining Services (India) Private Limited. The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".
- 6 The Mineral Resources and Ore Reserves of the iron ore mines of Vedanta Limited in Karnataka, Goa, and Odisha were audited as of March 31, 2026 by DMT Consulting (P) Ltd and are reported in accordance with the terms and definitions of the JORC Code (2012). The details of the responsible Competent Persons are included in "*Annex C – Mineral Resource and Ore Reserve Reporting*".

Oil, Condensate and Marketable Gas Reserves and Contingent Resources

DeGolyer and MacNaughton has independently estimated the information included in this Offering Circular regarding the proved, probable, and possible reserves and contingent resources of our oil and gas assets in Rajasthan as of March 31, 2026 according to the PRMS approved in March 2007 and revised in June 2018 by the Society of Petroleum Engineers, the World Petroleum Council, the American Association of Petroleum Geologists, the Society of Petroleum Evaluation Engineers, the Society of Exploration Geophysicists, the Society of Petrophysicists and Well Log Analysts, and the European Association of Geoscientists & Engineers.

The information included in this Offering Circular regarding the proved, probable and possible oil, condensate, and sales gas reserves and the contingent and prospective resources we own in India is based on our estimates.

GLOSSARY OF TECHNICAL TERMS

Terms and Definitions of the JORC Code (2012)

“Ore Reserves”

those portions of Mineral Resources that, after the application of all Modifying Factors, result in an estimated tonnage and grade which, in the opinion of the Competent Person making the estimates, can be the basis of a technically and economically viable project, after taking account of material relevant Modifying Factors. Deriving an Ore Reserve without a mine design or mine plan through a process of factoring of the Mineral Resource is unacceptable.

“Proved Ore Reserve”

the economically mineable part of a Measured Mineral Resource. A Proved Ore Reserve implies a high degree of confidence in the Modifying Factors.

“Probable Ore Reserve”

the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Ore Reserve is lower than that applying to a Proved Ore Reserve.

“Mineral Resource”

a concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade (or quality), and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

“Measured Mineral Resource”

that part of a Mineral Resource for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit.

“Indicated Mineral Resource”

that part of a Mineral Resource for which quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit.

“Inferred Mineral Resource”

that part of a Mineral Resource for which quantity and grade (or quality) are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade (or quality) continuity. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to an Ore Reserve. It is reasonably expected that the majority of Inferred Mineral

Resources could be upgraded to Indicated Mineral Resources with continued exploration.

Glossary of Technical Terms

The following definitions shall apply to the technical terms used herein:

“2P”	gross proved plus probable reserves
“alloy”	a compound of two or more metals
“alumina”	the calcined product from an alumina refinery containing at least 98% aluminium oxide (Al_2O_3)
“anode”	the electrode by which current enters the cell. For copper refining, the impure copper is used as an anode. For zinc refining, lead anodes are used. For aluminium refining, a carbon anode is used
“anode slime”	a deposit of insoluble residue formed from the dissolution of the anode in commercial electrolysis. In copper refining, this slime contains the precious metals that are recovered from it
“bauxite”	a general term for a rock composed of a mixture of hydrated aluminium oxides and hydroxides and generally contaminated with compounds of iron; it is the main ore from which aluminium is produced
“beneficiation”	beneficiation is a variety of processes whereby minerals suitable for further processing or direct use are separated from extracted ore
“bnboe”	billion barrels of oil equivalent
“boe”	barrels of oil equivalent
“boepd”	barrels of oil equivalent per day
“bopd”	barrels of oil per day
“brownfield”	development project to upgrade, modify or further develop an existing property
“calcined”	to be heated to a high temperature, but below the melting or fusing point causing loss of moisture, reduction or oxidation or thermal decomposition (a chemical reaction where a single compound breaks up into two or more simpler compounds or elements when heated)
“cathode”	the cathode is the conductor through which electricity leaves the cell. For copper refining, the cathode is where the refined copper is deposited. For aluminium smelting, the cathode is known as the pot lining
“CBM”	coal bed methane
“cells”	cells are the containers in which the electrolytic process for formation of metal takes place. For aluminium smelting, these are known as pots

“concentrate”	material which has been processed to increase the percentage of the valuable mineral to facilitate transportation and downstream processing
“copper concentrate”	a product of the flotation process with a copper content typically ranging between 24% and 40%
“cut-off grade”	the lowest grade of mineralised material considered economic to mine cut-off grade is used in the calculation of the Ore Reserves for a given deposit
“debottlenecking”	the removal of a constraint on production by increasing the productivity of one part of an operation
“deposit”	a deposit is a concentration (or occurrence) of material of possible economic interest, in or on the earth’s crust, that may include mineralised material that cannot be estimated with sufficient confidence to be classified in the Inferred category. Portions of a deposit, that do not have reasonable and realistic prospects for eventual economic extraction are not included in a Mineral Resource
“dmt”	dry metric tonnes
“DSF”	discovered small fields
“exploration”	prospecting, sampling, mapping, drilling and other work involved in searching for ore
“g/t”	grams per tonne
“Fe”	symbol for the chemical element, iron
“flotation”	a wet chemistry process by which particular minerals are induced to become attached to bubbles and to float, while other minerals sink
“flue gas”	gas that exits to the atmosphere via a flue, which is a pipe or channel for conveying exhaust gases from a fireplace, oven, furnace, boiler or steam generator
“FOB”	Free on Board
“frame contracts”	prospecting, sampling, mapping, drilling and other work involved in searching for ore
“GAMI technology”	technology from Guiyang Aluminium — Magnesium Design & Research Institute of China. In the GAMI technology, pots are cut into the circuit by taking complete power outage. This involves loss of production as well as regular operational disturbances to pot operation. Fuses are designed to bypass the line current, until the pot was cut into the circuit. After a calculated safe period of time, the fuses melted resulting in the pot coming into potline circuit. The GAMI technology potline has a capacity for producing initially 245,000 tpa aluminium
“grade”	proportion (by weight) of the valuable element within the mineralised rock

“greenfield”	new development project on previously undeveloped land that is built from scratch
“GW”	gigawatt, a unit of electrical energy equal to 1 billion watts
“HG”	high grade; an international standard of grading for zinc ingots
“hydrometallurgical”	the treatment of metal or the separation of metal from ores and ore concentrates by liquid processes, such as leaching, extraction and precipitation to extract and recover metals from their ores
“IPP”	independent power plant
“IsaProcess^(TM)”	an electrolytic refining process developed by MIM Holdings Ltd.’s Process Technologies
“IsaSmelt^(TM)”	a lance-based intensive bath smelting technology developed by MIM Holdings Ltd.’s Process Technologies
“JORC Code (2012)”	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition, prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia
“km”	kilometres
“km²”	square kilometres
“kt”	kilotons
“ktpa”	kilotons per annum
“lb”	imperial pound (mass) equivalent to 0.4536 kilograms
“leaching”	extracting a soluble metallic compound from an ore by selectively dissolving it in a suitable solvent
“lead concentrate”	product of the flotation process with a lead content typically ranging between 50% and 70%
“life of mine”	the remaining life of a mine in years calculated by deducting the scheduled production rates (i.e. the rate at which material will be removed from the mine, from the current defined reserves)
“m³”	cubic metres
“MAT”	minimum alternate tax
“mill”	a plant in which ore is treated and metals are recovered or prepared for smelting; also a revolving drum used for the grinding of ores in preparation for treatment
“million oz” or “moz”	millions of ounces
“mineral”	a natural, inorganic, homogeneous material that can be expressed by a chemical formula
“mineralisation”	the process by which minerals are introduced into a rock. More generally, a term applied to accumulations of potentially economic or related minerals in quantities ranging from anomalous to economically recoverable
“Million Units”	Million kilo watt hours

“mm”	millimetres
“mmbbls”	million barrels
“mmbbls”	million barrels of oil equivalent
“mmscfd”	million standard cubic feet per day
“mt”	metric tonnes
“mtpa”	million tonnes per annum
“MW”	megawatt, a unit of electrical energy equal to one million watts
“open-pit mine”	a mine that is entirely on the surface. Also referred to as an open-cut or opencast mine
“ore”	a mineral or mineral aggregate containing precious or useful minerals in such quantities, grade and chemical combination to make extraction economic
“overburden”	waste material overlying ore in an open-pit mine
“pig iron”	pig iron is raw iron that is the immediate product of smelting iron ore with coke and limestone in a blast furnace
“plant”	fixed or moveable equipment required in the process of winning or processing the ore
“PLF” or “plant load factor”	in relation to a given period, is expressed as the percentage of total kilowatt hours per unit (kWh) generated at generator terminals to installed capacity, expressed in kilowatts (kW) multiplied by number of hours in that period
“PSC”	production sharing contracts. These contracts are a common type of contract signed between a government and a resource extraction company (or group of companies) concerning how much of the resource (usually oil) extracted from the country each will receive
“PW”	Prime Western; an international standard of grading for zinc ingots
“Pyrometallurgical”	pertaining to metallurgical operations that involve processing temperatures above ambient conditions, generally involving chemical reactions as distinct from metal casting substantially which involves only a physical transformation, such as, solidification
“Rc”	refining charge; the price paid by mining companies to smelters for refining the contained precious metals (and copper) in their concentrates to produce a payable metal. The Rc is based on the payable metal content (after deductions)
“refining”	the final process of upgrading of the metal quality, although for aluminium, it is the intermediate stage of converting bauxite to alumina
“refining charge”	the fees charged by a refinery for purifying crude metallic products
“RLE”	roast-leach-electro win; a process utilised in many hydrometallurgical zinc smelters whereby zinc concentrate is first roasted to remove the Sulphur content, which comes out in the

	form of Sulphur Dioxide gas, and then subjected to leaching and electrolysis
“SHG”	Special High Grade; an international standard of grading for zinc ingots
“slag”	the vitreous mass separated from the fused metals in the smelting process
“smelting”	a thermal process whereby molten metal is liberated from a concentrate, with impurities separating into a lighter slag
“spot market”	a market in which commodities are bought and sold for cash and delivered immediately
“spot price”	the current price of a metal for immediate delivery
“t” or “tonne”	metric tonne equivalent to 2,204.62 lb or 1,000 kilograms
“Tc”	treatment charge
“TcRc”	treatment charge and refining charge levied by smelters and refineries for the smelting and refining of copper concentrate from mines into copper metal
“TCu”	total copper
“total production”	that part of production at mines and operations in which we have an interest; in this Offering Circular, unless expressly stated otherwise, production also refers to total production
“total reserves”	that part of the reserves from a mine in which we have an interest; in this Offering Circular, unless expressly stated otherwise, reserves also refer to total reserves
“tpa”	tonnes per annum
“zinc concentrate”	product of flotation process with a zinc content typically ranging between 45% and 60%

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Vedanta Resources Limited

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Vedanta Limited

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INDEPENDENT REVIEW REPORT TO VEDANTA RESOURCES LIMITED

Conclusion

We have been engaged by Vedanta Resources Limited (the 'Company') to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 September 2025 which comprises the Condensed Consolidated Income Statement, the Condensed Consolidated Statement of Comprehensive Income, the Condensed Consolidated Statement of Financial Position, the Condensed Consolidated Cash Flow Statement, the Condensed Consolidated Statement of Changes in Equity, and the related notes 1 to 13.

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 September 2025 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted for use in the United Kingdom.

Basis for Conclusion

We conducted our review in accordance with International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As disclosed in Note 1a, the annual financial statements of the group are prepared in accordance with UK adopted International Financial Reporting Standards (IFRS). The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard ('IAS') 34 "Interim Financial Reporting", as adopted for use in the United Kingdom.

Conclusions Relating to Going Concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis of Conclusion section of this report, nothing has come to our attention to suggest that management have inappropriately adopted the going concern basis of accounting or that management have identified material uncertainties relating to going concern that are not appropriately disclosed.

This conclusion is based on the review procedures performed in accordance with ISRE 2410, however future events or conditions may cause the entity to cease to continue as a going concern.

Responsibilities of Directors

The Directors are responsible for preparing the half-yearly financial report in accordance with International Accounting Standard 34, "Interim Financial Reporting", as adopted for use in the United Kingdom.

In preparing the half-yearly financial report, the Directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless the Directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the review of the financial information

In reviewing the half-yearly financial report, we are responsible for expressing to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report. Our conclusion, including our Conclusions Relating to Going Concern, are based on procedures that are less extensive than audit procedures, as described in the Basis for Conclusion paragraph of this report.

Use of our report

This report is made solely for the Company in accordance with guidance contained in International Standard on Review Engagements (UK) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Financial Reporting Council. Our review work has been undertaken so that we might state to the Company those matters we are required to state to them in an independent review report and for no other purposes. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the conclusions we have formed.

MHA

MHA, Auditor

London, United Kingdom

4 December 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)



Vedanta Resources Limited
30 Berkeley Square
London W1J 6EX
Tel: +44 (0) 20 7499 5900
Fax: +44 (0) 20 7491 8440
www.vedantaresources.com

04 December 2025

Vedanta Resources Limited

Interim results for the six months ended 30 September 2025 (1H FY2026)

Financial highlights

- Revenue before special items at US\$ 9,367 million in 1H FY2026, up by 8% y-o-y (1H FY2025: US\$ 8,668 million) mainly driven by Konkola Copper Mines (KCM) ramp up, higher aluminium and zinc international production and increased commodity prices.
- EBITDA before special items increased by 6% to US\$ 2,752 million in 1H FY2026 (1H FY2025: US\$ 2,600 million). This was mainly driven by increased commodity prices.
- Operating Profit before special items at US\$ 1,829 million, down 5% y-o-y (1H FY2025: US\$ 1,932 million) primarily on higher depreciation post KCM consolidation.
- Adjusted EBITDA margin¹ of 36¹% (1H FY2025: 36%).
- ROCE at c.23% in 1H FY2026 (1H FY2025: 23%).
- Profits for the period without special items at US\$ 738 million, up by 7% y-o-y (1H FY2025: US\$ 690 million) mainly due to lower finance costs.
- Free cash flow (FCF) post-capex for the period at US\$ 26 million (1H FY2025: US \$ 632 million).
- VRL Standalone balance sheet deleveraged by US\$ 0.5 billion in 1H FY2026.
- In 1H FY2026, gross debt stood at US\$ 14 billion (FY2025: US\$ 13.8 billion) and net debt at US\$ 11.4 billion (FY2025: US\$ 11.1 billion).
- Liquidity position with cash and liquid investments of US\$ 2.6 billion (FY2025: US\$ 2.6 billion).
- Total contribution to the exchequer of US\$ 3.5 billion in 1H FY2026.
- Net Debt/ EBITDA ratio maintained at 2.0x in 1H FY2026.
- Project Capex of US\$ 0.9 billion in 1H FY2026.
- VRL Issuer Credit rating outlook revised by S&P to B+/Positive from B+/Stable and maintained by Fitch at B+/Stable and Moody's at B1/Stable.
- VRL standalone refinanced US\$ 550 million through bond issue and reduced the overall interest costs from ~11.6% to ~10% and improved average debt maturity to ~4.5 years.

Business highlights

Aluminium

- Highest ever half yearly aluminium production at 1,222 kt, up by 1% y-o-y.
- Half yearly alumina production at 1,240 kt, up by 19% y-o-y.
- Aluminium cost of production at US\$ 1,796 per tonne, up by 4% y-o-y.
- Highest ever half yearly domestic sales at 621 kt up 14% y-o-y.

¹Excluding copper custom smelting & one-off gain

- 1H FY2026 Sales stood at a record 1211 kt, up 2% y-o-y.
- Record breaking half yearly VAP Sales at 707 kt (1H FY2025 at 619 kt) with VAP mix of 58% (1H FY 2025 at 52%)
- 1st Alumina output from Train II under the 3 MTPA expansion project at Lanjigarh.
- BALCO produced First Metal from 525 kA Smelter.

Zinc India

- Best-ever mined metal production in first half year at 523 kt, up 1% y-o-y driven by better mine metal grades and improved recoveries.
- Refined zinc production was at 403 kt, down 1% y-o-y & refined lead production at 93 kt, down 19% y-o-y.
- Zinc cost of production at \$1002/t, down 8% y-o-y. Lowest 1H COP in 5 years.
- Saleable silver half yearly production at 293 tonnes, down 16% y-o-y in line with lower lead production.
- 160 ktpa roaster at Debari commissioned.

Zinc International

- Overall production at 117 kt, increased 44% y-o-y due to higher throughput, higher ore grades and zinc recoveries partially offset by lower lead recoveries.
- Half yearly production for Gamsberg at 95 kt, increased by 63% y-o-y.
- ZI cost of production at \$1,379/t, lower by 1% y-o-y.
- Gamsberg COP at \$1,172/t, decreased by 8% y-o-y.

Oil & Gas

- Average gross operated production of 91 kboepd, down 16% y-o-y. The drop in production was driven by natural decline across fields which has been partially offset by infill well drilling campaigns and well intervention activities.
- Key growth projects update:
 - Infill drilling carried out in Rajasthan block across Aishwariya, Tight Gas (RDG) & Saraswati fields to sustain volumes. 17 wells drilled and 16 wells hooked up during 1H FY2026 across all assets.
 - Alkaline Surfactant Polymer (ASP) injection to commence in Mangala field during 3Q of fiscal year 2026.
 - Four exploration wells drilled in Cambay and Rajasthan regions during first half of fiscal year 2026.
 - Offshore drilling campaign in Western Offshore (Ambe block) to commence in third quarter of fiscal year 2026.

Power

- Overall power sales at 7,879 million units, up by 3% y-o-y.
- Merchant Thermal Power capacity enhanced to 4.2 GW with commissioning of Athena 600 MW and Meenakshi 1000 MW.
- TSPL Plant availability factor (PAF) in 1HFY2026 improved to 90% vs 88% last year.

Iron Ore

- VAB achieved the highest ever half yearly production of 451 kt, up by 14% from 395 kt in 1H

- 1H'26 Saleable Ore Production of 2.9 Mn DMT higher by 11% y-o-y.
- Letter of Intent received for Janthakal mine in Karnataka.

Steel

- Highest ever 1H hot metal production from BF-3 at 260 kt.

FACOR

- Half yearly Ore production at 155 kt, up 32% y-o-y.
- Ferrochrome production in first half year is 47 kt, down 12% y-o-y, primarily due to a one-month planned shutdown of a furnace.

KCM

- Cathode production at 22 kt.
- MIC production at 41kt and FG production of 51kt in 1H FY2026.
- Focus remains on delivering ramped up production based on sustainable and safe mining practices.

ESG highlights

- HZL continues to hold the No. 1 position globally in S&P CSA 2025 for the Metals and Mining sector for the third consecutive year, while Vedanta moved up a rank to reaffirm its place among the global top 10 this year.
- Spent \$28.2 million in 1H FY2026 on CSR initiatives for communities, positively touching 3.6 million lives.
- In 1H FY2026, ~11.5K Visible Felt Leadership (VFL) engagements and 78K+ safety interactions were conducted to foster a strong safety culture.
- Till 1H FY2026, 9,400+ Nand Ghars developed for women and child welfare.
- Renewable Power consumption increased from 228 MW (1H FY2025) to 433 MW (1H FY2026).
- Biomass Usage increased from 14 kt (1H FY2025) to 122 kt (1H FY2026).
- GHG Emissions intensity reduced from 6.15 tCO₂e (1H FY2025) to 5.70 tCO₂e (1H FY2026).
- HZL became the first Indian company to join the International Council on Mining and Metals (ICMM), marking a pivotal milestone that places India firmly on the global map of responsible mining.
- 0.71 million trees planted in 1H FY2026; cumulative 3.71 million towards 7 million target by 2030.
- Water Stewardship: 45 million m³ water recycled; initiatives like circular water use, community driven water projects, and saline water usage reducing freshwater consumption.
- Utilized 74% of High-Volume Low Toxicity (HVLT) waste in 1H FY2026.
- Gender diversity for full-time employees stands at 22% well in advance of our FY30 target of 20% for our workplace gender diversity target for full-time employees.

Vedanta Resources Limited
Interim results for the Six months ended 30 September 2025
Consolidated Group results

(US\$ million, unless stated)

	Six months to 30 September 2025	Six months to 30 September 2024	% Change	Year ended 31 March 2025
Revenue	9,367	8,668	8%	18,220
EBITDA ²	2,752	2,600	6%	5,452
EBITDA margin	29%	30%	-	30%
Adjusted EBITDA margin ¹	36%	36%	-	36%
Operating profit ²	1,829	1,932	(5)%	3,928
Profit/(loss) attributable to equity holders of the parent	(2)	995	-	1,617
Underlying attributable profit/(loss)	102	16	538%	159
ROCE %	23%	23%	-	25%

1. Excludes custom smelting at Copper Business and one-off gain.

2. Before special items

STRATEGIC OVERVIEW

Vedanta Resources has sustained strong momentum in the first half of FY26, delivering record financial and operational performance across its diversified portfolio. In H1 FY26 alone, the company contributed \$3.5 Bn to the exchequer, underscoring its role as a key partner in India's economic progress. Despite a still-evolving macro environment; disciplined execution, strategic investments, and a sharp focus on cost efficiency has enabled Vedanta to make significant strides in advancing its Environmental, Social, and Governance (ESG) commitments, expanding capacities, and strengthening its portfolio of value-added products in line with global trends and India's journey toward self-reliance.

ESG

In 1H FY2026, Vedanta accelerated its decarbonization roadmap through measurable initiatives in renewable energy integration, fleet electrification, energy efficiency, and fuel transition. These efforts are supported by the company's \$5 billion clean energy investment plan, which continues to drive the transition toward renewable power, efficiency-driven operations, and a resilient, low-carbon value chain. Renewable power consumption grew 104% year-on-year to 433 MW, bringing the total to 1.9 billion units till 1H FY2026. Vedanta remains firmly on track to achieve its interim targets of a 25% reduction in absolute GHG emissions and a 20% reduction in GHG intensity by 2030, based on the 2021 baseline.

Hindustan Zinc Limited became the first Indian company to join the International Council on Mining and Metals (ICMM). It also continues to hold the No. 1 position globally in S&P CSA 2025 for the Metals and Mining sector for the third consecutive year, while Vedanta moved up a rank since last year to reaffirm its place among the global top 10 this year.

At KCM, we are advancing technology-driven measures across both mining and plant operations to enhance productivity, safety, and sustainability. Our new smelter at Nchanga, one of our key operational sites, captures 99.5% of sulfur emissions from smelting activities.

Environmental stewardship also advanced significantly, highlighted by the plantation of over 200,000 saplings and the harvesting of 0.23 billion litres of rainwater in Barmer – underscoring Vedanta's continued commitment to water sustainability.

Furthermore, safety performance showed notable improvement, with the Total Recordable Incident Frequency Rate (TRIFR) reduced to 1.23 from 1.32 in FY25, and the Lost Time Injury Frequency Rate declining to 0.42 from 0.52 in FY25.

Expanding Capacities

On the expansion front, Vedanta invested approximately USD 0.9 billion in growth capex during 1H FY2026, remaining on track to achieve its enhanced full-year guidance of USD 1.7–1.9 billion.

Key milestones included the first metal production from the new BALCO smelter, commissioning of Train 2 at Lanjigarh with 1.5 MMTPA capacity and first alumina output, and Hindustan Zinc's commissioning of the 160 KTPA Debari Roaster. Debottlenecking at Dariba was completed, and board approval was secured for India's first 10 MTPA zinc tailings reprocessing plant at Rampura Agucha, reinforcing Vedanta's sustainability focus. In the Power segment, the Meenakshi and Athena plants added a combined 1.3 GW in 1H, bringing total merchant power capacity to 4.2 GW, underscoring progress toward energy security and portfolio diversification.

Performance

Operationally, Vedanta Limited achieved record production across multiple businesses. The Aluminium segment delivered its highest-ever half-year output, with 1222 kt in 1H, while alumina production reached 1,240 kt in 1H, reflecting growth of 19% year-on-year. Hindustan Zinc delivered record mined metal production of 523 kt in H1, achieving a five-year low cost of production at \$1,002/t in H1, representing y-o-y reductions of 8%. Zinc International recorded a 44% y-o-y increase in MIC production in H1, led by a 63% surge at Gamsberg. The Power business achieved record-high quarterly generation of 7613 million units, up 3% y-o-y, while saleable ore production at the Iron Ore business rose 11% y-o-y in 1H FY2026, despite monsoon-related disruptions. At KCM, finished good production in 1H stood at 51 kilotonnes.

Vedanta's strategic focus remains anchored on good governance, sustainability, and maintaining a strong social license to operate. The company continues its journey toward zero harm, zero waste, and zero discharge, with the success of its operations and future projects dependent on broad community support and healthy stakeholder relationships. Business unit teams proactively engage with local communities through structured plans, working with them as partners to ensure inclusive growth and long-term value creation.

Summary of strategic priorities:

Operational excellence and cost leadership:

We strive for all-round operational excellence to achieve benchmark performance across our business, by debottlenecking our assets to enhance production, supported by improved digital and technology solutions. Our efforts are focused on enhancing profitability by optimising our costs and improving realisations through prudent marketing strategies.

Continued Focus on World Class ESG Performance:

We operate as a responsible business with a focus on Zero harm, Zero Discharge and Zero Waste. Our revised vision is "Transforming for Good" around three focus areas transforming communities, transforming the planet, and transforming the workplace. Through these focus areas, we work towards generating positive values for our important stakeholders and minimizing the impacts on the environment. We also promote social inclusion across our operations to promote inclusive growth.

Optimise capital allocation and maintain a strong balance sheet:

Our focus is on generating strong business cashflows and maintaining stringent capital discipline in investing in profitable high IRR projects. Our aim is to maintain a strong balance sheet through proactive liability management. We also review all investments (organic and acquisitions) based on our stringent capital allocation framework to maximise shareholder returns.

Deliver on growth opportunities:

We are focused on growing our operations organically by developing brownfield opportunities in our existing portfolio. Our large, well-diversified, low-cost and long-life asset portfolio offers us attractive expansion opportunities, which are evaluated based on our return criteria for long-term value creation for all stakeholders.

Augment our reserves & resources (R&R) base:

We look at ways to expand our R&R base through targeted and disciplined exploration programmes. Our exploration teams aim to discover mineral and oil deposits in a safe and responsible manner and replenish the resources that support our future growth ambitions.

FINANCE REVIEW

Executive summary

We delivered strong performance in 1H FY2026 through operational efficiency further supported by output commodity prices. The 1H FY2026 performance was also result of several measures taken across businesses for optimizing cost of production, marketing and working capital initiatives.

EBITDA for 1H FY2026 at US\$ 2.75 billion, up by 6% from 1H FY2025, with an adjusted EBITDA margin of 36%, up by 7 bps from 1H FY2025 (1H FY2025: US\$ 2.6 billion, adjusted EBITDA margin: 36%).

As demonstrated in the consolidated operating profit variance analysis, higher output commodity prices & forex fluctuations positively impacted EBITDA.

Gross debt increased by \$0.2 Billion to US\$ 14 billion as on 30 September 2025 (FY2025: US\$ 13.8 billion), Net Debt stood at US\$ 11.4 billion as on 30 September 2025 (FY2025: US\$ 11.1 billion) and liquidity position with cash and liquid investments stood at US\$ 2.6 billion as on 30 September 2025 (FY2025: US\$ 2.6 billion) and net debt to EBITDA ratio stood at 2.0x (FY2025: 2.0x).

Consolidated operating profit before special items

Operating profit before special items stood at US\$ 1.8 billion in 1H FY2026, decreasing 5% y-o-y. This was primarily driven by increase in depreciation costs due to KCM Consolidation.

Consolidated operating profit summary before special items

(US\$ million, unless stated)

Consolidated operating profit before special items	1H FY2026	1H FY2025	% change	FY2025
Zinc	800	807	(1)%	1,747
-India	757	764	(1)%	1,644
-International	43	43	-	103
Oil & Gas	8	93	(92)%	136
Aluminium	1,008	866	16%	1,803
Power	45	21	113%	19
Iron Ore	12	15	(24)%	76
Steel	(15)	3	-	16
Copper Business	(206)	(67)	-	(228)
Copper India	(14)	(24)	(43)%	(32)
Zambia	(192)	(44)	-	(196)
Facor	5	2	130%	0
Others	173	192	(10)%	359
Total Group operating profit before special items	1,829	1,932	(5)%	3,928

Vedanta Resources Limited

(Registered in England & Wales No. 04740415)

Registered Office: 13th Floor, One Angel Court, London, EC2R 7HJ

Corporate Office: 30 Berkeley Square, London, W1J 6EX

Tel: +44 (0) 20 7499 5900 | Fax: +44 (0) 20 7491 8440 | Website: www.vedantaresources.com

Consolidated operating profit bridge before special items

	(US\$ million)
Operating profit before special items for 1H FY2025	1,932
Market and regulatory: US\$ 153 million	
a) Prices, premium/ discount	72
b) Direct raw material inflation	(5)
c) Foreign exchange movement	76
Operational: US\$ 14 million	
d) Volume	(82)
e) Cost & Marketing	25
Others	(1)
Depreciation and amortization	(189)
Operating profit before special items for 1H FY2026	1,829

a) Prices

Commodity price fluctuations have a significant impact on the Group's business. Comparing 1H FY2026 vs 1H FY2025, we saw a 4% positive impact of price on Operating Profit of ~ \$72 million.

Aluminium: Average aluminium LME prices increased to US \$2,535 per tonne in 1H FY2026, up 4% y-o-y, positively impacting Operating Profit by ~\$97 million.

Silver: Average silver LME prices increased to US \$36.6 per ounce in 1H FY2026, up by 26% y-o-y, positively impacting Operating Profit by ~\$70 million.

Zinc: Average zinc LME prices decreased to US\$2,736 per tonne in 1H FY2026, down 2% y-o-y, decreasing Operating Profit by ~ \$40 million as compared to 1H FY'25.

Iron & steel: Lower realizations negatively impacted Operating Profit by ~\$46 million.

b) Direct raw material inflation

Prices of key raw materials such as alumina and carbon increased in 1H FY2026 which is offset by decreased coal cost, having net negative impact on Operating Profit of ~ \$5 million.

c) Foreign exchange fluctuation

Indian Rupee depreciated against the US dollar by ~3% during 1H FY2026. Dollar appreciation is favourable to the Group, given the US dollar-linked pricing. This resulted in a positive impact on Operating Profit by ~\$76 million.

Key exchange rates against the US dollar:

	Avg. half year ended 30 September 2025	Avg. half year ended 30 September 2024	% change	As at 30 September 2025	As at 30 September 2024	As at 30 September 2023
Indian Rupee	86.44	83.59	3%	88.80	83.78	83.18
South African Rand	17.96	18.26	(2)%	17.27	17.18	18.92

d) Volumes

Lower volumes decreased the Operating Profit by \$82 million, mainly because of these key Group businesses:

HZL: Lower zinc sales (403 kt vs 408 kt) and lower lead sales (93 kt vs 115 kt) negatively impacting Operating Profit by ~\$78 million.

Oil & Gas: Lower crude sales (89 vs 107 kboepd) negatively impacting Operating Profit by ~\$67 million.

ZI: Higher sale volume (117 kt vs 81 kt) has positively impacted the Operating Profit by ~\$27 million.

Alum: Higher sale volume (1211 kt vs 1182 kt) has positively impacted the Operating Profit by ~\$24 million.

e) Cost & Marketing

Increased costs in 1H FY2026 decreased the Operating Profit by ~\$30 million, mainly due to higher cost at Aluminium partially offset By Cairn and Iron Ore. Marketing showed savings & increased the Operating Profit by ~\$55 million.

Depreciation and amortisation

Depreciation and amortisation increased by US\$189 million against the previous period mainly due to KCM consolidation.

Income statement

	<i>(US\$ million, unless stated)</i>			
	1H FY2026	1H FY2025 ¹	% change	FY2025 ¹
Revenue	9,367	8,668	8%	18,220
EBITDA	2,752	2,600	6%	5,452
EBITDA margin (%)	29%	30%	-	30%
Adjusted EBITDA margin ² (%)	36%	36%	-	36%
Special items (Impairment reversal/charge – Net)	(239)	252	-	353
Depreciation and Amortisation	(842)	(653)	29%	(1,472)
Other expenses*	(81)	(15)	431%	(52)
Operating profit	1,590	2,184	(27)%	4,281
Operating profit without special items	1,829	1,932	(5)%	3,928
Net interest expense	(653)	(932)	(30)%	(1,760)
Interest income-related special items	-	-		1,272
-Other gains /(losses)	(4)	5	-	(10)
Profit before taxation	933	2,147	(54)%	3,783
Profit before taxation without special items	1,172	1,005	17%	2,158
Income tax (expense)/credit	(434)	(315)	38%	(675)
Income tax (expense)/credit (special items)	60	(97)	-	(97)
Profit for the period /year	559	1,735	(68)%	3011
Profit for the period /year without special items	738	690	7%	1,483
Non-controlling interest	561	740	(24)%	1,394
Non-controlling interest without special items	639	672	(5)%	1,327
Attributable profit/(loss)	(2)	995	-	1,617
Attributable profit/loss without special items	99	18	450%	156
Underlying attributable profit/(loss)	102	16	538%	159

* Cost of Exploration wells written off

1. Previous period figures have been regrouped or re-arranged wherever necessary to conform to current period's presentation

2. Excludes custom smelting at Copper Business and one-off gain.

Consolidated revenue

Revenue before special items was US\$ 9,367 million for the period which was 8% higher as compared to 1H FY2025 (US\$ 8,668 million). This was mainly due to KCM Consolidation and better performance in the aluminium sector.

(US\$ million, unless stated)

Consolidated revenue	1H FY2026	1H FY2025	Net revenue	
			% change	FY 2025
Zinc	2,101	2,101	0%	4,355
- India	1,825	1,890	(3)%	3,892
- International	276	211	31%	463
Oil & Gas	536	688	(22)%	1,306
Aluminium	3,497	3,260	7%	6,921
Power	494	418	18%	733
Iron Ore	322	322	0%	720
Steel	381	467	(18)%	938
Copper Business	2,001	1,331	-	3,116
- India	1501	1,329	13%	2726
- Zambia	500	2	-	390
Facor	58	70	(17)%	109
Others ¹	(23)	11	-	22
Revenue	9,367	8,668	8%	18,220

1. Includes port business and eliminations of inter-segment sales.

Consolidated EBITDA

The consolidated EBITDA before special items by segment is set out below:

(US\$ million, unless stated)

Consolidated EBITDA	1H FY2026	1H FY2025	% Change	FY 2025	Key Drivers	1H FY2026 EBITDA Margin	1H FY2025 EBITDA Margin
Zinc	1,035	1,027	1%	2,210		49%	49%
-India	954	960	(1)%	2,054	Lower Zinc LME & volumes	52%	51%
-International	81	67	22%	156	Higher volumes	29%	32%
Oil & Gas	268	270	(1)%	557	Lower volumes	50%	39%
Aluminium	1,156	1,028	12%	2,104	Higher volumes and LME, partially offset by higher costs.	33%	32%
Power	80	54	48%	84	Higher volumes and higher sales prices.	16%	13%
Iron Ore	36	39	(8)%	120	Lower prices	11%	12%
Steel	6	27	(76)%	62	Lower prices	2%	6%
Copper	(17)	(39)	-	(52)		(1)%	(3)%
-India	(11)	(9)	26%	(14)		(1)%	(1)%
-Zambia	(6)	(30)	-	(38)	Production ramp up	-	-
Facor	8	5	45%	5	Cost Savings	13%	8%
Others ¹	179	188	(5)%	363			
Total	2,752	2,600	6%	5,452		29%	30%
Adjusted EBITDA Margin ² :						36%	36%

1. Includes Port business & elimination of intersegment sales

2. Excludes custom smelting at Copper Business and one-off gain.

EBITDA

EBITDA for 1H FY2026 stood at US\$ 2,752 million, increased by 6% in comparison with 1H FY2025, primarily due to better operational performance majorly at Aluminium & structural cost savings.

Special items

In 1H FY2026 special items stood at negative US\$ 179 million which includes: -

- Loss of \$164 million was booked for the period ended 30 September 2025 for TSPL Mega Matter.
- Loss of \$75 million was booked for the period ended 30 September 2025 for TSPL one time settlement with SEPCO.
- Gain of \$60 million was booked on account of tax benefits.

Net interest

Finance costs were lower by 27% y-o-y at US\$ 781 million in 1H FY2026 (1H FY2025: US\$ 1,063 million). This was primarily driven by primarily driven by refinancing at lower interest rates and the repayment of high-cost debt.

Investment revenue mostly remained flat at \$128 million in 1H FY2026 compared to \$131 million in 1H FY2025.

Other gains/(losses) excluding special items

Other gains/(losses) excluding special items for 1H FY2026 amounted to \$(4) million, compared to \$5 million in 1H FY2025 majorly on account of forex fluctuations.

Taxation

The normalized ETR for 1H FY 2026 is 37% compared to 31.3% for 1H FY2025. Increase in ETR is primarily due to non-recognition of DTA on KCM losses in 1H FY2026.

Attributable profit/(loss)

The attributable profit before special items for the period was US\$ 99 million (1H FY2025: US\$ 18 million).

Fund flow post-capex

The free cash flow (FCF) post-capex for the period was US\$ 26 million (1H FY2025: US \$ 632 million).

Debt, maturity profile and refinancing

In 1H FY2026, gross debt stood at US\$ 14 billion compared with US\$ 13.8 billion as at 31 March 2025, driven by additional borrowing at Vedanta Limited and partially offset by deleveraging at Resources Limited standalone.

Our total gross debt of US\$ 14 billion comprises:

- US\$ 13.4 billion as term debt (March 2025: US\$ 13.2 billion);
- US\$ 0.2 billion of short-term borrowings (March 2025: US\$ 0.5 billion);
- US\$ 0.4 billion of working capital loans (March 2025: US\$ 0.1 billion).

The maturity profile of term debt of the Group (totaling US\$ 13.4 billion) is summarised below:

Particulars	As at 30 September 2025	As at 30 September 2024	FY2026	FY2027	FY2028	Beyond
Debt at Vedanta Resources Limited	4.6	4.8	0	0.8	0.4	3.4
Debt at subsidiaries	8.8	9.0	0.7	2.8	2.0	3.3
Total term debt	13.4	13.9	0.7	3.6	2.4	6.7

Term debt at our subsidiaries was US\$ 8.8 billion, with the balance at Vedanta Resources Limited.

Net debt stood at US\$ 11.4 billion as at 31 September 2025 compared to US\$ 11.1 billion as at 31 March 2025.

Cash and liquid investments stood at US\$ 2.6 billion as on 30 September 2025 (31 March 2025: US\$ 2.6 billion). The portfolio continues to be conservatively invested in debt mutual funds, and in cash and fixed deposits with banks.

Going Concern

The Group has prepared the consolidated financial statements on a going concern basis. The Directors have considered a number of factors in concluding on their going concern assessment.

The Group monitors and manages its funding position and liquidity requirements throughout the year and routinely forecasts its future cash flows and financial position. The key assumptions for these forecasts include production profiles, commodity prices and financing activities.

Prior to current period, the last going concern assessment carried out for the period ended 31 March 2025 was approved by the Board of Directors in June 2025. The Directors were confident that the Group will be able to operate within the levels of its current facilities for the foreseeable future, that the Group will be able to roll-over or obtain external financing as required and that prices will remain within their expected range.

Since then, while the other mitigating actions as highlighted in the period ended 31 March 2025 financial statements remain available to the Group, recent developments have had a positive bearing on the liquidity and company's ability to continue as going concern. [For more information, please refer to, Note 1(c) of the Consolidated Financial Statements]

Notwithstanding the uncertainties, the Directors have confidence in Group's ability to execute sufficient mitigating actions. Based on these considerations, the Directors have a reasonable expectation that the Group and the Company will meet its commitments as they fall due over the going concern period. Accordingly, the Directors continue to adopt the going concern basis in preparing the Group's consolidated financial statements and Company's standalone financial statements.

Covenants

The Group's financing facilities, including bank loans and bonds, contain covenants requiring the Group to maintain specified financial ratios. The Group has complied with all the covenant requirements till 30 September 2025.

The Directors of the Group are confident that the Group will be able to comply requisite covenants for the going concern period and will be able to execute mitigating actions [as per note 1(c) of the Consolidated Financial Statements] to ensure that the Group avoids, or secures waivers or relaxations for future period breaches, if any, of its covenants during the going concern period.

Credit rating

Vedanta Resources Ltd's Issuer credit rating outlook has been revised by S&P Global to

'B+/Positive' from 'B+/Stable', while Fitch maintained the rating at 'B+/Stable'. Moody's also currently has an outstanding Corporate Family Rating of 'B1/Stable'.

VRL has been significantly deleveraging its balance sheet and has created a capital structure that supports sustainable growth over the long-term. Vedanta Resources has sufficient internal liquidity to meet its debt obligations, supported by improving cash flows and no major maturities over the next 2.5 years. Vedanta Resources maintains a favourable operating outlook, with adequate liquidity.

On 29th September 2025, the company has successfully raised \$500 million through a senior unsecured bond issuance and has also prepaid a high-cost private credit facility in October 2025, reflecting its robust financial flexibility and investor confidence. Moody's assigned 'B2' to this bond while the issuer credit rating of Vedanta Resources Ltd. remains at 'B1 with stable outlook'. Meanwhile, Fitch assigned the bond a rating of 'B+' and Recovery Rating of 'RR4'.

The Group remains in a comfortable position to address all its debt maturities with a strong balance sheet, robust liquidity at its operating subsidiaries and strong track record of raising funds through capital markets and relationship banks. The Group remains committed to maintaining a healthy liquidity, a low gearing ratio, deleveraging and strengthening balance sheet.

Balance sheet

<i>(US\$ million, unless stated)</i>			
Balance Sheet	Six months to 30 September 2025	Six months to 30 September 2024	For Year Ended 31 March 2025
Goodwill	135	-	135
Intangible Assets	60	72	66
Property, Plant and Equipment	17,123	16,294	16,996
Exploration and Evaluation Assets	294	312	296
Other Non - Current Assets	1,790	1,743	1,830
Cash and liquid investments	2,759	3,665	2,667
Other Current Assets	3,953	4,306	3,681
Total Assets	26,114	26,391	25,671
Gross Debt	(13,997)	(14,943)	(13,757)
Other Current and Non-Current Liabilities	(9,155)	(9,553)	(8,999)
Net Assets	2,962	1,895	2,915
Shareholders' equity/(deficit)	(238)	(877)	(320)
Non- controlling interests	3,200	2,772	3,235
Total equity	2,962	1,895	2,915

Shareholders' (deficit)/equity was US\$ (238) million at 30 September 2025 compared with US\$ (320) million at 31 March 2025, mainly driven by stake sale in subsidiary, partially offset by change in attributable profit on account of special items.

Non-controlling interests increased to US\$ 3,200 million at 30 September 2025 (from US \$3,235 million at 31 March 2025).

Cash and liquid investments excluding restricted cash for 1H FY2026 stood at US\$ 2,628 million (FY2025 at US\$ 2,646 million).

Property, plant and equipment (PPE)

During 1H FY2026, PPE stood at US\$ 17,123 million (31 March 2025: US\$ 16,996 million). The increase was primarily driven by addition in HZL, Power business, Aluminium business and Oil and Gas, partly offset by depletion charge.

Projects

Capex in Progress (In \$ mn)	Approved Capex ²	Spent up to FY2025	Spent in FY2026	Unspent ⁴ as on 30 th Sep 2025
Cairn India¹ – Mangala, Bhagyam & Aishwariya infill, OALP, ABH infill, RDG infill, Offshore infill etc	954	376	162	416
Aluminium Sector				
Jharsuguda VAP capacity expansion and others	186	148	16	23
Coal & Bauxite Mines (Jamkhani, Radhikapur, Kurloi, Ghoghrapalli, Sijimali)	928	105	53	771
Lanjigarh Refinery: 2 to 5 MTPA	742	580	50	112
Balco smelter and VAP capacity expansion	1,264	878	183	204
Zinc India				
250 KTPA Integrated Zinc metal complex	1,351	0	1	1,351
RA Tailing Reprocessing	431	0	4	427
Roaster (Debari)	115	110	3	3
Others	366	177	70	119
Zinc International				
Gamsberg Phase II Project	595	325	75	195
Iron Ore Project	37	26	1	10
ESL				
1.5 to 3 MTPA hot metal	321	174	32	114
FACOR				
1.5MTPA ROM at Ostapal Underground mine and set up of 300KTPA Ferro Chrome plant	298	24	82	192
Athena				
Athena Power	436	171	111	154
Iron Ore Business				
DIP Plant VAB	81	15	8	58
3 MTPA Magnetite Iron ore Concentrator plant at Liberia (WCL)	280	0	1	279
Vedanta Copper International				
Copper Rod Plant - KSA	31	2	1	29
KCM				
Konkola deep mining project	39	0	8	31

1. Capex approved for Cairn represents Net capex, however Gross capex is US\$1.5 billion.
2. \$mn project converted from Rs Cr at closing rate at end of quarter.
3. Unspent capex represents the difference between total capex approved and cumulative spend as at Sep 30, 2025

OPERATIONAL REVIEW

ZINC INDIA

Summary

In 1H FY2026, Zinc India has delivered highest ever first half year mined metal production at 523kt. During 1H FY2026 our underground mines had ore production of 7.84 Mn MT. We delivered 496kt of refined metal and 293 tonnes of silver.

Production performance

Production (KT)	1H FY2026	1H FY2025	% change	FY 2025
Total mined metal	523	519	1%	1,095
Refinery metal production	496	524	(5)%	1,052
- Refined zinc ¹	403	409	(1)%	827
- Refined lead ²	93	115	(19)%	225
Production – silver (in tonnes) ³	293	350	(16)%	687

1. Includes 7.5kt of metal production from Hindustan Zinc Alloys Private Limited (100% subsidiary of HZL) in 1HFY26.

2. Excluding captive consumption of 4.5 kt in 1H FY2026 vs of 3.8 kt in 1H FY2025

3. Excluding captive consumption of 22.9 kt in 1H FY2026 vs. 20.8 kt in 1H FY2025.

Operations

Best-ever mined metal production in first half year at 523 kt, up 1% y-o-y driven by better mine metal grades and improved recoveries. Refined metal production at 496 kt, down 5% y-o-y in line with plant availability. Refined zinc production was at 403 kt, down 1% y-o-y.

Refined lead production at 93 kt, down 19% y-o-y, due to 'pyro operations on lead only mode' in the corresponding period last year and lower pyro plant availability. Saleable silver production at 9.4 million ounces, down 16% y-o-y in line with lower lead production.

Prices

	1H FY2026	1H FY2025	% change	FY 2025
Average zinc LME cash settlement prices US\$/t	2,736	2,805	(2)%	2,875
Average lead LME cash settlement prices US\$/t	1,957	2,104	(7)%	2,046
Average silver prices US\$/ounce	36.6	29.2	26%	30.4

During 1HFY2026, Zinc prices dropped 2% y-o-y to \$2,736 per tonne as compared to \$2,805 per tonne in 1H FY2025, with LME zinc averaging at \$2,825 per tonne during the second quarter, supported by low warehouse stocks and a supply squeeze. Global demand remains stable, with a forecasted growth of 0.5% in 2025 and 1.2% in 2026, driven by post-summer seasonal strength, infrastructure investments in China, and defence spending in Europe. The LME warehouse stocks dropped to 42 kt at the end of Sep'25 as against 141 kt at the end of Mar'25. The total tonnage of zinc in Shanghai Futures Exchange (SHFE) warehouses rose to 98 kt as of Sep'25 end as against 72 kt as of Mar'25 end.

On the supply side, treatment charges for zinc concentrate have rebounded due to new and restarted mines, with further increases expected in 2026 before tightening again in 2027. Refined zinc production is rising, especially in China, with global output projected to grow 2.1% in 2026. Technically, zinc prices broke above key moving averages, with LME hovering above \$3,000 per tonne level, signalling bullish sentiment supported by tight inventories and renewed consumption in galvanizing and infrastructure segments.

Lead prices dropped by 7% y-o-y in 1H FY2026, averaging at \$1,957 per tonne. However, India's share in global lead demand is expected to increase from 9.3% in 2024 to 9.8% in 2026, on back

of lower GST rates on battery inputs and strengthened upstream supply. Where in Q1FY2026, the supply of refined lead decreased by 10% and consumption decreased by 11% on account of the global downturn in the market. On the other side in Q2FY2026, the supply of refined lead increased by 2.3% and consumption increased by 0.9% on account of the strong growth in the automotive and battery sectors, supported by higher vehicle production, telecom backup demand, and solar off-grid installations. The removal of customs duties on lead scrap and rising investment in recycling infrastructure also contributed to the uptick in supply, while robust domestic sales and infrastructure expansion drove consumption.

Coming to silver, it has staged a strong rally, (\$46.950 in last week of Sep 2025), and reinforced its dual role as both an industrial metal and a store of value. The prices rallied along with the gold prices with an average of \$36.6 per troy ounce, up 26% y-o-y during 1H FY2026, reflecting a robust performance driven by investor interest and supply-side constraints.

Unit costs

	1H FY2026	1H FY2025	% change	FY 2025
Unit costs (US\$ per tonne)				
- Zinc (including royalty)	1,374	1,468	(6)%	1,440
- Zinc (excluding royalty)	1,002	1,089	(8)%	1,052

5-year lowest 1H Zinc cost of production before royalty of \$1,002 per MT, better 8% y-o-y driven by higher by-product realization, better grade and lower power cost supported by softened coal prices.

Financial performance

(US\$ million, unless stated)

	1H FY2026	1H FY2025	% change	FY 2025
Revenue	1,825	1,890	(3)%	3,892
EBITDA [◇]	954	960	(1)%	2,054
EBITDA margin (%)	52%	51%	-	53%
Depreciation and amortisation	197	196	1%	410
Operating profit before special items	757	764	(1)%	1,644
Share in Group EBITDA (%)	35%	37%	-	38%
Capital expenditure	301	247	22%	504
Sustaining	182	162	12%	335
Growth	119	86	39%	169

The revenue for 1H FY2026 stood at US\$ 1,825 million, down 3% y-o-y, and EBITDA was US\$ 954 million, down 1% y-o-y. The decrease in revenue is primarily driven by reduced volumes and lower Zinc and lead LME prices in 1H FY2026. The decrease in EBITDA is in line with revenue and partially offset by lower costs.

Projects

- 160 Ktpa roaster at Debari commissioned.
- Completed cellhouse debottlenecking at Dariba Smelting Complex. Completion of debottlenecking at Chanderiya Lead Zinc Smelter is expected by 3QFY2026. Together, they will increase the overall metal capacity by 21 Ktpa.
- The 510 Ktpa Fertiliser plant is under progress and is expected to be completed by 1QFY27.
- The innovative hot acid leaching technology for recovery of lead and silver from smelting waste at Dariba is expected to be completed by 4QFY2026.
- In June 2025, Board has approved plans for expanding the integrated refined metal capacity by 250 ktpa along with matching mines & mills capacity with an investment of c. ₹ 12,000 crores. Key EPC partners have been locked in, and completion is expected

by 2QFY29. In August 2025, Board has approved India's first tailings reprocessing plant at Rampura Agucha with a feed capacity of 10 Mtpa and an investment of ₹ 3,823 crore with expected completion by 4QFY28.

Strategic Priorities & Outlook

Mined metal for FY2026 is expected to be 1,125 (±10) kt and refined metal production 1,075 (±10) kt. Saleable silver production is projected to be between 680 (±10) MT.

Zinc cost of production (excluding royalty) in FY2026 is expected to be c.US\$ 1,000 per MT. Project capex for the year is expected to be in the range of US\$ 350-400 million.

Our primary focus remains on enhancing overall output, cost efficiency of our operations, disciplined capital expenditure and sustainable operations.

Our key strategic priorities include:

- Maintain a portfolio of mines with long life through continuous mineral resource addition and upgradation of the ore reserves through continuous exploration and active acquisition of new blocks of base metals and critical minerals
- Disciplined capital investments in organic and inorganic expansion of capacities with ramp up of underground mines and smelters towards their design capacity, delivering enhanced metal and silver output
- Sustain cost of production at c.\$1,000 per tonne through efficient ore hauling, higher volume and grades and higher productivity through ongoing efforts in automation and digitization, further supported by increasing share of renewable energy
- Building a diversified product portfolio while expanding the share of our value-added products in alignment with the evolving needs of the customers
- Progressing towards sustainable future with continued efforts towards reduction in greenhouse gas emissions, water stewardship, circular economy, biodiversity conservation and waste management, etc.

ZINC INTERNATIONAL

Summary

During 1H FY2026, Zinc International produced 117kt of zinc and lead metal in concentrate. Black Mountain production decreased from 23kt to 22kt, Gamsberg production increased from 58kt to 94kt, and Skorpion Zinc has remained under Care and Maintenance since 1HFY21.

Production performance

	1H FY2026	1H FY2025	% Change	FY 2025
Total production (KT)	117	81	44%	178
Production – metal in concentrate (KT)				
Gamsberg	94	58	63%	133
BMM	22	23	(4)%	44

Operations

During 1H FY2026, Zinc International's total production was 117 kt, higher by 44% y-o-y.

Gamsberg production increased 63% y-o-y. Production improvement attributable to higher throughput, higher zinc grades and higher recoveries.

Black Mountain production was lower by 4% (22kt vs 23kt) mainly due to lower zinc grades, and lower recoveries, partly offset by higher lead grades.

At Skorpion Zinc, the operation has remained under care and maintenance since FY21.

Unit costs

	1H FY2026	1H FY2025	% Change	FY 2025
Zinc (US\$ per tonne) unit cost	1,379	1,388	(1)%	1,299

The unit cost of production decreased by 1% to \$1,379/t from \$1,388/t in 1H FY2025. This was mainly driven by higher zinc & lead production \$238/t (MIC: 117kt vs 81kt, Rock: 44.8MT vs 37.9MT), and lower exploration \$22/t offset by lower copper production and credits \$37/t (1.6kt vs 2.1kt), exchange rate appreciation \$21/t (ZAR18.0 vs ZAR18.3/USD), higher TCRC \$102/t (\$52 vs \$5/dmt), and higher cost \$91/t (manpower, R&M and other cost).

Financial Performance

	(US\$ million, unless stated)			
	1H FY2026	1H FY2025	% Change	FY 2025
Revenue	276	211	31%	463
EBITDA	81	67	20%	156
EBITDA margin	29%	32%	-	34%
Depreciation	38	24	55%	53
Operating profit before special items	43	43	-	103
Share in group EBITDA %	3%	3%	-	3%
Capital expenditure	121	122	(1)%	239
Sustaining	44	57	(22)%	138
Growth	77	66	17%	101

During the period, revenue increased by 31% to US\$ 276 million, on account of higher volumes compared to same period in previous financial year. Higher EBITDA in 1H FY2026 vs 1H FY2025 is a result of again higher volumes partly offset by lower prices.

Projects

Gamsberg Phase 2:

Gamsberg Phase 2 project includes the mining expansion from 4 MTPA to 8 MTPA and Construction of New Concentrator plant of 4 MTPA, taking the total capacity to 8 MTPA and was approved by the Vedanta Board in Q4 of FY22. Onshore is executing engineering, procurement, SMPP (Structure, Mechanical, Piping & Plate work), Electrical & Instrumentation installation and M&D is executing the civil construction at site. The status on the project is as follows:

- Overall Progress 82.4%
- Target completion by H2 FY2026
- Engineering and Procurement are 99.6% and 97.9% completed respectively

Strategic Priorities & Outlook

We expect FY2026 production volumes at BMM to be around 40-50kt and at Gamsberg to be around 180-200 kt. The cost of production is expected to be around \$1,350/t - \$1,450/t for the financial year.

Zinc International continues to remain focused on improving its production by sweating its current assets beyond its design capacity, debottlenecking the existing capacity, and adding capacity through growth projects. Our priority is to improve the Gamsberg mining volumes and Phase 1 Plant to design capacity and simultaneously complete Gamsberg Phase 2 project to add another 200kt to the total production of VZI. Zinc International continues to drive cost reduction programs to place Gamsberg operations on 1st Quartile of global cost curve with COP < US\$1,200 per ton.

Key strategic priorities include the following:

- Completion of construction activities of Gamsberg Phase 2 Project in 2HFY2026.
- Continuing to improvise business case of Swartberg Phase 2, Capex and Opex reduction.
- Construction of the Magnetite Plant with overall progress at 86% at the end of 1HFY2026. Commissioning of the plant is expected at the end of 1HFY27.

OIL & GAS

Summary

During 1H FY2026 Oil & Gas business delivered gross operated production of 91 kboepd, down by 16% y-o-y, primarily driven by natural decline across fields which has been partially offset by infill well drilling campaigns and well intervention activities across assets.

Production performance

	Unit	1HFY2026	1HFY2025	% change	FY2025
Gross operated production	Boepd	91,253	108,627	(16)%	103,237
Rajasthan	Boepd	72,719	88,890	(18)%	84,276
Ravva	Boepd	8,319	11,113	(25)%	10,104
Cambay**	Boepd	6,692	4,774	40%	5,052
OALP	Boepd	3,523	3,850	(8)%	3,805
Oil	Bopd	73,043	86,077	(15)%	81,757
Gas	Mmscfd	109	135	(19)%	129
Net production – working interest*	Boepd	59,519	71,207	(16)%	67,781
Oil	Bopd	46,613	55,218	(16)%	52,461
Gas	Mmscfd	77.4	95.9	(20)%	91.9
Gross operated production	Mmboe	16.6	19.9	(16)%	37.7
Net production – working interest	Mmboe	10.9	13.0	(17)%	24.7

* Includes net production of 544 boepd in 1HFY2026 and 725 boepd in 1HFY2025 from KG-ONN block, which is operated by ONGC. Cairn holds a 49% stake.

**Cambay block average production per day factors volume till 19th Sep'25, as on the stated date MoPNG informed the contractors of the block (a three-party Joint Venture, including Vedanta as Operator) that their application for PSC extension hasn't been accepted. The matter is now sub-judice.

Operations

Average gross operated production across our assets was 16% lower y-o-y at 91,253 boepd. The company's production from the Rajasthan block was 72,719 boepd, 18% lower y-o-y and from the offshore assets, was at 15,011 boepd, 6% lower y-o-y. The drop in production was driven by natural decline across fields which has been partially offset by infill well drilling campaigns and well intervention activities.

Production details by block are summarized below.

Rajasthan block

Gross production from the Rajasthan block averaged 72,719 boepd, 18% lower y-o-y, owing to natural decline in the MBA fields.

Gas production from Raageshwari Deep Gas (RDG) averaged 90 million standard cubic feet per day (mmscfd) in 1H FY2026, with gas sales, post captive consumption, at 79 mmscfd.

Regarding the matter of Government's demand for additional share of Profit oil, GoI had filed an appeal before the Delhi High Court ("Section 37 Appeal") which was dismissed by the Delhi High court on 11th July 2025.

In the interim, quantum proceedings have commenced. The Group has filed its claim for

\$512m before the Tribunal and GoI, while disputing the claim of the Group, has filed a claim of \$210m to the Tribunal. Hearing in the matter is scheduled in March 2026.

GoI had also filed a challenge against the Award on 07th March 2024 in Delhi High Court ("Section 34 Application"). Notice has been issued in the matter and Group has filed its response on 30th August 2025. No stay has been granted on operation of the Award and the matter is now listed before Delhi High Court. The Group believes that the Court may not re-appreciate the evidence in Section 34 Application, as the interpretation by the Tribunal is plausible.

[For more information, please refer to, Note 5(4) of the Consolidated Financial Statements]

Ravva block

The Ravva block produced at an average rate of 8,319 boepd, lower by 25% y-o-y, owing to natural field decline.

Cambay block

The Cambay block produced at an average rate of 6,692 boepd, higher by 40% y-o-y, supported by well intervention activities.

Regarding the Cambay Block Production Sharing Contract (PSC) extension matter, MoPNG vide its letter dated 19th September 2025 informed that the application for extension of the PSC is not accepted as there were certain delays & procedural non-compliances of PSC such as creation of encumbrance of oil & gas assets as loan security, non-payment of contractual dues, excess cost recovery etc.

The Group has challenged the said rejection before the Hon'ble Delhi High Court through a writ petition filed in September 2025, on the grounds that the rejection is arbitrary and did not consider relevant factors under 2017 Extension policy. The matter is currently sub-judice.

[For more information, please refer to, Note 5(5) of the Consolidated Financial Statements]

Prices

Particulars	1H FY2026	1H FY2025	% change	FY2025
Average Brent prices -US\$/barrel	68.4	82.6	(17)%	78.9

Crude oil price averaged US\$68.4 per barrel in 1H FY2026, marking a 17% y-o-y decline. The decrease was primarily driven by heightened geopolitical risks, uncertainties surrounding U.S. trade policies, weaker global demand outlook amid economic slowdown and rising supply from OPEC producers.

Given these dynamics, crude prices are likely to remain volatile, shaped by geopolitical and economic uncertainty, shifting monetary policies, inflationary pressures, and potential supply disruptions.

Financial performance

(\$m, unless stated)				
Particulars	1H FY2026	1H FY2025	% change	FY2025
Revenue	536	688	(22)%	1,306
EBITDA	268	270	(1)%	557
EBITDA margin	50%	39%	-	43%
Depreciation and amortisation	179	162	11%	369
Operating profit before special items	8	93	-	136
Share in Group EBITDA %	10%	10%	-	10%
Capital expenditure	177	156	14%	328
Sustaining	4	20	(82)%	31
Growth	173	135	28%	297

Revenue for 1H FY2026 was 22% lower y-o-y at \$536 million (after profit petroleum and royalty sharing with the Government of India), impacted by lower volumes and price realization. EBITDA for 1H FY2026 was \$268 million, lower by 1% y-o-y.

The Rajasthan operating cost was US\$15.8 per barrel in 1H FY2026, flat y-o-y.

A. Growth Projects Development

The Oil & Gas business has a robust portfolio of infill development & enhanced oil recovery projects to add volumes in the near term and manage natural field decline. Some of key projects are:

Infill Projects

Mangala ASP (Cluster C)

Alkaline Surfactant Polymer (ASP) project at Mangala shall enable incremental recovery from the prolific Mangala field. The project entails drilling of wells and developing infrastructure facilities at Mangala Cluster C (consisting of four well pads).

The construction for surface facility work is ongoing, and injection of ASP is being targeted in third quarter of fiscal year 2026. As of 30th September 2025, 3 wells have been drilled.

Aishwarya Lower Fatehgarh (17 wells)

To further improve recovery from Lower Fatehgarh sands of Aishwariya field, additional infill wells were identified in Lower Fatehgarh sands. The project entails drilling of 17 wells (9 producers and 8 injectors) and 5 conversions. As of 30th September 2025, 14 wells have been drilled of which 11 wells are online.

Tight Oil (ABH)

Aishwariya Barmer hill infill drilling program established confidence in reservoir understanding of ABH. Based on its success, drilling of 14 additional wells were conceptualized. Project stands completed and all wells are online.

RDG Infill (5 wells)

To augment reserves and manage natural decline, we commenced additional 5 infill wells drilling campaign during fiscal year 2026. As of 30th September 2025, 4 wells drilled. The wells are being progressively hooked up to ramp up volumes.

Satellite Fields (Saraswati)

In order to monetise the satellite fields and increase recovery from Saraswati field, drilling campaign of infill wells has been conceptualised. As of 30th September 2025, 5 well have been drilled, of which 3 wells are online.

B. Exploration and Appraisal

During first half of the fiscal year 2026, we drilled three exploration wells [Jaya-03, Jaya-04 and Simba in Cambay region] and one well in the Rajasthan region.

In West Coast, we are commencing the exploration & appraisal campaign in the Ambe DSF block. The block has potential to add over 12 mmboe of reserves.

Strategic Priorities & Outlook

Vedanta's Oil & Gas business has a robust portfolio mix comprising of exploration prospects spread across basins in India, development projects in the prolific producing blocks and stable operations which generate robust cash flows.

The key priority ahead is to deliver our commitments from our world class resources with 'zero harm, zero waste and zero discharge':

- Infill projects across producing fields to add volume in near term.
- Define new development projects to bring these Resources into production.

- Unlock the potential of the exploration portfolio comprising of OALP and PSC blocks.
- Continue to operate at a low cost-base and generate free cash flow post-capex.

ALUMINIUM

Summary

Highest ever Lanjigarh Alumina Refinery half yearly production at 1,240 KT and highest ever Aluminium smelters half year production at 1,222 KT.

Production performance

Production (KT)	1H FY2026	1H FY2025	% change	FY 2025
Alumina – Lanjigarh	1,240	1,039	19%	1,975
Total aluminium production	1,222	1,205	1%	2,422
Jharsuguda	927	910	2%	1,830
BALCO	295	295	0%	592

Alumina refinery: Lanjigarh

At Lanjigarh, production was at 1,240 KT, up by 19% y-o-y. Increasing captive Alumina production and local Bauxite sourcing are key in our efforts to drive the aluminium costs lower. In line with the vision of 100% captive Alumina, we are expanding our Alumina refinery from 2MTPA to 5MTPA.

Aluminium smelters

Total Production for 1H FY2026 stood at 1,222 KT, increased by 1% y-o-y.

Jharsuguda

Production from Jharsuguda stood at 927 KT, increased by 2% y-o-y.

BALCO

Production from Balco stood at 295 KT, flat y-o-y.

Prices

Particulars	1HFY2026	1HFY2025	% Change	FY 2025
Average LME cash settlement prices (US\$ per tonne)	2,535	2,449	4%	2,525

The tale of LME prices has been contrasting in the past two quarters with weak prices in Q1 FY'26 amid global uncertainty and an ongoing tariff war initiated by the US and a miraculous rebound in Q2 FY'26 as de-escalation of trade war along with economic opening of the US amid rate cuts led to a rally in Q2 FY'26. LME prices reached levels of \$2300/ton at the beginning of Q1 FY'26 as reciprocal tariffs and a 25% tariff on aluminium were introduced in Mar'25 which led to a slump in aluminium demand globally with US being the highest importer of the metal.

However, numerous trade deals were announced during the course of Q1 FY'26 and with Chinese government providing much needed stimulus to the economy, signs for demand improved in Q2 FY'26 as there was a cool-off to the global uncertainty that hid risen post tariffs announcement. On top of that, expectations of a first rate cut in US for 2026 became more possible after a weak job market report and Fed Chairman's speech raising hints of more than 2-3 cuts throughout 2026. Even a weak dollar proved another upside stimulus for LME prices in Q2 FY'26. Overall, in 1H FY'26 LME prices stood at \$2535/ton (up 4% y-o-y) as recessions in the Western economies which had hampered growth in FY'25, came to

an end and fundamentally the market was in a much tighter balance compared to last year.

Unit costs

	(US\$ per tonne)			
	1H FY2026	1H FY2025	% Change	FY 2025
Alumina CoP- Lanjigarh	379	338	12%	355
Aluminium hot metal production cost	1,796	1,725	4%	1,835
Jharsuguda CoP	1,773	1,665	6%	1,761
BALCO CoP	1,866	1,910	(2)%	2,063

During 1H FY2026, the Cost of Production (CoP) of Alumina at Lanjigarh refinery was higher by 12% y-o-y at US\$ 379 per tonne due to increase in input commodity costs.

The Cost of Production (CoP) at Jharsuguda at US\$ 1,773 per tonne, up by 6% y-o-y. The CoP at BALCO down 2% y-o-y to US\$ 1,866 per tonne.

Financial performance

	(US\$ million, unless stated)			
	1H FY2026	1H FY2025	% Change	FY 2025
Revenue	3,497	3,260	7%	6,921
EBITDA	1,156	1,028	12%	2,104
EBITDA margin	33%	32%		30%
Depreciation and amortisation	148	162	(9)%	301
Operating profit before special items	1,008	866	16%	1,803
Share in group EBITDA (%)	42%	40%		39%
Capital expenditure	443	357	24%	773
Sustaining	109	76	44%	172
Growth	334	281	19%	602

Revenue for 1H FY2026 stood at US\$ 3,497 million, increased by 7% y-o-y driven primarily by higher Aluminium LME prices and higher volumes.

EBITDA was at US\$ 1,156 million (1H FY2025: US\$ 1,028 million) increased due to higher aluminium LME prices, higher volumes, & one-off gains in 1H FY2026.

Projects

Jharsuguda

Following major projects are currently on-going in Jharsuguda Plant 2:

a. Cast House

Additional Cast House is being set up in Plant 2 with an approved budget of Rs 891 crores having a capacity of 430 KTPA. Site construction activities are in progress and PFA facility capitalized and commissioned. Balance commissioning will be done by Q3'26.

b. Carbon Plant

Carbon Projects consists of 2 major projects with an approved budget of Rs. 765 crores which includes Green Anode and Anode Rodding Shop. Site construction activities are in progress and ARS-3 completed and capitalized along with other ancillaries. Balance commissioning will be done by Q3'26.

BALCO

BALCO Growth Project is poised to add smelter capacity by 0.4 Mn TPA (to achieve 1 Mn TPA capacity) along with additional RP capacity (180K TPA) and Billet (420K TPA).

BALCO produced its First Metal from India's largest 525 kA Smelter in 1H FY2026.

Lanjigarh

Expansion Train 1 was commissioned in Mar'24. BALCO produces First Metal from India's largest 525 kA Smelter.

Strategic Priorities & Outlook

Strategically, the priority remains to increase penetration in the domestic market with significant competitive advantage and a push towards selling VAP products to become a top value-chain partner globally. This year we have been able to achieve higher Domestic and VAP sales than ever before and priority remains the same as India remains to be one of the fastest growing economies globally. With BALCO's 435 KT expansion coming next year, we remain poised to improve our presence in the domestic market with majority of expansion coming in the VAP portfolio which will enable us to become one of the largest VAP producers globally.

We are working towards improving our local bauxite sourcing to feed the alumina refinery. Lanjigarh refinery capacity expansion from 2 MTPA to 5 MTPA will improve captive alumina production and support our structural cost reduction.

We are also focusing on operationalization of our captive coal mines and bauxite mines.

In FY2026 we expect our Alumina production to be around 3.0-3.1 MTPA and Aluminium production to be around 2.5-2.6 MTPA. We expect hot metal cost of production at our smelters together to be between \$1,700/t - \$1,750/t in FY2026.

Our focus and priorities will be:

- ESG: Safety & Well-being of all stakeholders, Low Carbon Green Aluminium Production (Restora, Restora Ultra), Diversity in Workforce, Circular Economy
- Asset Optimization: >100% capacity utilization of assets through implementation of structured asset reliability program
- Operational Excellence: Continual improvement in operational parameters
- Quality: Zero customer complaints
- Raw Material Security: Operationalize Coal and Bauxite mines, Lanjigarh expansion to 5 MTPA
- Growth: Capacity expansion by 0.4 MTPA at BALCO
- Green Power tie-ups
- Product Portfolio: Improve value added product portfolio through completion of VAP projects

POWER

Summary

Vedanta Power is set for a major expansion with the commissioning of another significant thermal power project – the Chhattisgarh Thermal Power Plant (formerly Athena Chhattisgarh Power Ltd.) in Chhattisgarh, with a total capacity of 1,200 MW. Unit-I (600 MW) commenced operations on 23rd July 2025, while Unit-II (600 MW) is progressing rapidly toward completion.

This development will increase Vedanta Power's total installed capacity to 4,780 MW, comprising:

- Talwandi Sabo Power Limited (TSPL) – 1,980 MW in Punjab
- Jharsuguda IPP – 600 MW in Odisha
- Meenakshi Energy Ltd. (MEL) – 1,000 MW in Andhra Pradesh
- Vedanta Ltd. Chhattisgarh Thermal Power Plant – 600 MW (Operationalize)

The integration of these new capacities will strengthen Vedanta Power's operational capabilities and position the company for sustained growth. These assets are expected to deliver stable and substantial cash flows, reinforcing the balance sheet and ensuring long-term margin stability.

Production performance

	1H FY2026	1H FY2025	% Change	FY2025
Total power sales (MU)	7,879	7,654	3%	12,982
- Jharsuguda 600 MW	983	1,534	(36)%	2,244
- HZL wind power	266	237	12%	348
- TSPL	5,504	5,851	(6)%	10,230
- Athena	336	NA	-	-
- Meenakshi	790	32	-	160
TSPL – availability	90%	88%	-	81%

Operations

Power sales from TSPL were 5504 million units, 6% down y-o-y. The power purchase agreement with the Punjab state compensates us based on the availability of the plant. TSPL operated at plant availability factor of 90% in 1H FY2026.

The Jharsuguda 600MW power plant operated at a plant load factor (PLF) of 40% in 1H FY2026.

The Meenakshi 300 MW power plant operated at a plant load factor (PLF) of 11% in 1H FY2026 while the 700 MW power plant operated at a plant load factor (PLF) of 48% (from date of commissioning of the unit) in 1H FY2026.

The Athena 600 MW power plant operated at a plant load factor (PLF) of 36% (from date of commissioning of the unit) in 1H FY2026.

Unit sales and costs (US cents/ kWh)

	1H FY2026	1H FY2025	% Change	FY 2025
TSPL sales realization ¹	5.36	5.28	2%	4.80
TSPL cost of production ¹	4.25	4.32	(2)%	3.82
Athena sales realization	6.86	-	-	-
Athena cost of production	4.81	-	-	-
MEL sales realization	7.65	6.20	23%	6.47
MEL cost of production	6.70	15.22	(56)%	11.20
Jharsuguda 600 MW sales realization	3.08	3.71	(17)%	3.58
Jharsuguda 600 MW cost of production	3.35	3.60	(7)%	3.94
HZL Wind Power sales realization	4.19	4.70	(11)%	4.67
HZL Wind Power cost of production	1.12	1.22	(8)%	1.66

¹ Based on availability declared by TSPL during the respective period.

Average power sales prices, excluding TSPL, at US cents 5.26 per kWh up 36% y-o-y. Power generation cost was at US cents 4.42 per kWh, up 27% y-o-y.

TSPL's average sales price was higher at US Cents 5.36 per kWh in 1H FY2026 compared to US Cents 5.28 per kWh in 1H FY2025, higher by 2% y-o-y. Power generation cost at TSPL was lower by 2% y-o-y, at US Cents 4.25 per kWh in 1H FY2026 compared with US Cents 4.32 per kWh in the previous year.

Financial performance

(US\$ million, unless stated)

	1H FY2026	1H FY2025	% change	FY 2025

Revenue	494	418	18%	733
EBITDA	80	54	48%	84
EBITDA margin	16%	13%	-	11%
Depreciation and amortisation	35	33	6%	65
Operating profit before special items	45	21	114%	19
Share in group EBITDA%	3%	2%	-	2%
Capital expenditure	126	45	-	203
Sustaining	2	0	-	3
Growth	124	44	-	200

EBITDA for the period at US\$ 80 million up by 48% y-o-y on account of higher production volumes because of Athena and Meenakshi operationalization.

Strategic Priorities & Outlook

- We will remain focused on achieving higher plant load factor at our Jharsuguda 600MW IPP.
- We remain committed to completing the commissioning of Athena Unit-II as per schedule, adding 600 MW of capacity and reinforcing our position as a leading power producer.
- Improve power plant operating parameters to reduce the non-coal cost.
- Ensuring safe operations, energy & carbon management.
- In FY2026, we expect plant availability factor (PAF) at TSPL to be more than 85%.

IRON ORE

Summary

In 1H FY2026, Iron Ore production rose to 2.9 million DMT. However, due to severe rainfall and pro-longed monsoon during Q2'26, Iron Ore sales stood at 1.7 million DMT, a 17% decline year-on-year. The Value-Added Business achieved its highest-ever half-yearly production of 451 KT, a 14% increase y-o-y, supported by successful debottlenecking of the blast furnace and improved plant availability. For H2 FY2026, the business is targeting sales of 3.4 million DMT, representing a 100% increase over 1H, supported by enhanced logistics readiness. The Value-Added Business is targeting to achieve a record half-yearly production of 498 KT, surpassing the previous high set in 1H with 10% growth.

In case of Cudnem Mine, Letter of Intent (LOI) has been received in July 2023. The mining plan was subsequently approved in March 2024, followed by a successful public hearing in October 2024. Environmental Clearance (EC) for 0.5 MTPA was granted in February 2025, and Forest Clearance (FC) is anticipated by Q4 FY2026.

Production performance

	1H FY2026	1H FY2025	% Change	FY 2025
Production (dmt)				
Saleable ore	2.9	2.6	11%	6.2
Goa	0.3	0.2	81%	0.9
Karnataka	2.6	2.4	6%	5.3
Pig iron (KT)	451	395	14%	817
Sales (dmt)				
- Iron ore	1.7	2.1	(17)%	5.4
- Goa	0.4	0.0	-	0.6
- Karnataka	1.3	2.0	(36)%	4.8
- Pig iron (KT)	452	385	18%	808

Operations

In IOK, Saleable ore production increased by 6% y-o-y, lower previous year due to temporary suspension of mine production during last year and in IOG, Saleable ore production is higher by 81% y-o-y due to mine production ramp-up.

During the half-year, pig iron production stood at 451 KT higher by 14% y-o-y on account of debottlenecking in bigger blast furnace and increased operational efficiency.

Prices

The pig iron margin decreased by US\$ 14 per tonne y-o-y, primarily on account of reduction in market prices of Pig Iron, both in the domestic as well as export front. Further, The global pig iron market is under pressure owing to US tariff uncertainty, cautious buyer sentiments and competitive pricing. This has also impacted domestic market with oversupply leading to the drop in prices.

Financial performance	(US\$ million, unless stated)			
	1H FY2026	1H FY2025	% Change	FY 2025
Revenue	322	322	-	720
EBITDA	36	39	(8)%	120
EBITDA margin	11%	12%	-	17%
Depreciation	25	24	3%	44
Operating (loss) before special items	12	15	(24)%	76
Share in group EBITDA %	1%	2%	-	2%
Capital expenditure	19	32	(41)%	61
Sustaining	6	17	(65)%	15
Growth	13	14	(10)%	46

In 1H FY2026, revenue stood at US\$ 322 million, flat y-o-y.

In 1H FY2026, EBITDA stood at US\$ 36 million, lower 8% y-o-y. This was mainly due to lower realisation partially offset by higher pig iron volumes.

Projects

The New PCI Mill at BF3 has been capitalized in July 2025 for cost optimization, along with the associated silos. The Blower Capacity Upgradation has been partially capitalized, and balance part is expected to be completed by Dec'25. Furthermore, the IOK 75 TPH Dry Screening project has been completed.

DIP Plant- Ductile Iron Pipe plant is being set up at Pig Iron Division II location of Value-Added Business. Civil work related to the plant building has been completed. Structural materials received at site and erection is in progress. Equipment foundation work is in progress and equipment delivery at site has commenced. Plant is expected to get commissioned in Q4FY2026.

Wet Beneficiation Plant (IOK) -Partner locking expected by Q3FY2026 for Wet Beneficiation Project of 4 MTPA capacity

Strategic Priorities & Outlook

The Company reinstated mining operations in Goa in March'2024.

The Company is working towards increasing its footprints in Iron Ore Business by continuing to participate in auctions across the country including Karnataka & Goa.

Our near-term priorities comprise:

- Cudnem Mine startup
- Bicholim Mine capacity Expansion

- DI Pipe Plant Project startup
- Introduction of Wet Beneficiation Plant in IOK
- Janthakal Mine – securing pre-mining permission for start-up

STEEL

Summary

In 1H FY2026, ESL achieved half yearly total saleable production of 623 kt, down 4% y-o-y and hot metal production of 665 KT, down 4% y-o-y primarily due to maintenance activities undertaken in one of the blast furnaces.

Production performance

Particulars	1H FY2026	1H FY2025	% Change	FY 2025
Production (KT)	623	652	(4)%	1,337
Pig iron	97	145	(33)%	221
Billet	24	7	-	43
TMT bar	235	222	6%	489
Wire rod	218	177	23%	413
Ductile iron pipes	48	101	(52)%	171

Operations

ESL achieved 623 kt of saleable production during 1H FY2026, down 4% y-o-y.

Our priority always remains to enhance production of value-added products (VAP) as part of realization improvement initiatives. During 1H FY2026, VAP production has improved to 81%, compared to 77% in 1H FY2025 as there was shut down in steel melting shop for debottlenecking of BOF Convertors in 1HFY2025.

Regarding the matters of ESL Environmental Clearance (EC), in May 2025, the Jharkhand High Court set aside the EC revocation on grounds of natural justice and directed MoEF to conduct a fresh hearing while allowing ESL to operate under JSPCB supervision. MoEF held hearings in May and August 2025, conducted a joint inspection in June, and collected representations from all stakeholders. The State has approved the Forest Clearance application and forwarded it to MoEF for final consideration, with the minutes of the last hearing awaited.

[For more information, please refer to, Note 3(a)(iii) of the Consolidated Financial Statements]

Prices

	1H FY2026	1H FY2025	% change	FY2025
Average sales realisation	532	597	(11)%	586

(US\$ per tonne)

Average sales realization decreased 11% y-o-y from US\$ 597 to US\$ 532 per tonne in 1H FY2026. Despite increase in VAP production, there has been decrease in realization, which is majorly attributable to significant decline in market prices of long products, lower DIP sales and increase in forex rate. Prices of iron & steel are influenced by several macro-economic factors. These include government spend on infrastructure, emphasis on development projects, demand supply forces, seasonal factors, the Purchasing Managers' Index (PMI) in India and production and inventory levels in India and across the globe, especially China.

Unit costs

	1H FY2026	1H FY2025	% change	FY2025
Steel (US\$ per tonne)	521	556	(6)%	540

The cost of production stood at US\$ 521 per tonne in 1H FY2025, decreased by 6%. This was majorly impacted by Coking coal prices in line with decrease in index prices (Platt) which resulted in lower costs for met coke.

Financial performance

	(US\$ million, unless stated)			
	1H FY2026	1H FY2025	% change	FY 2025
Revenue	381	467	(18)%	938
EBITDA	6	27	(76)%	62
EBITDA margin	2%	6%	-	7%
Depreciation and amortisation	22	24	(10)%	46
Operating profit before special items	(15)	3	-	16
Share in group EBITDA%	0%	1%	-	1%
Capital expenditure	22	38	(43)%	69
Sustaining	2	6	(69)%	10
Growth	20	32	(38)%	60

Revenue for the period 1HFY2026, stood at US\$ 381 million, lower by 18% y-o-y. This is mainly driven by lower realisations & reduced volumes.

EBITDA for the period stood at US\$ 6 million in 1H FY2026 against US\$ 27 million in 1H FY2025. This was due to lower sales realization and reduced volumes.

Projects

The project is expected to be completed by Q4 FY2026 and ramp up by Q1 FY2027. The delay has been primarily due to delay in obtaining statutory clearances. We are confident of bringing the same back to schedule once the statutory clearances are in place, by fast tracking ancillary works on the ground.

Strategic Priorities & Outlook

With the fading of monsoon coupled with festive season, both prices and demand are expected to rise. The outlook is expected to remain positive due to increased focus and demand from government sector and liquidity support on various government projects is expected in 2HFY2026. The demand for steel is expected to grow and remain positive in the near term as well as the long-term.

With the growing demand for steel in India, ESL has prioritized to increase its production capacity from 1.5 MTPA to 3 MTPA by FY2026, with a vision to become high-grade, low-cost steel producer with lowest carbon footprint. The focus is to operate with the highest Environment, Health and Safety standards, while improving efficiency and unit costs. The focus areas comprise of:

- Innovation in Technology for sustainable operations/production
- Development of low-cost Capex products (Alloy Steel Segments, Flat Products, new DI plant) to capture market share
- Optimize and significantly reduce logistics cost over time through Railway siding and

Raw material handling system

- Obtain clean 'Consent to Operate' and environmental clearances
- Ensure zero harm and zero discharge, fostering a culture of 24x7 safety culture.

Ferro Alloys Corporation Limited (FACOR)

Summary

In 1H FY2026, the ore production from mines stood at 155 KT and Ferro Chrome production was 47 KT.

Production Performance

Particulars	1H FY2026	1H FY2025	% Change	FY 2024
Ore Production (KT)	155	118	32%	250
Ferrochrome Production (KT)	47	53	(12)%	83
Ferrochrome Sales (KT)	46	53	(12)%	84
Power Generation (MU)	299	273	9%	438

Ore production was at 155 kt, up 32% y-o-y.

Financial Performance

(US\$ million, unless stated)

	1H FY2026	1H FY2025	% change	FY 2025
Revenue	58	70	(17)%	109
EBITDA◇	8	5	45%	5
EBITDA margin	13%	8%	-	4%
Depreciation and amortisation	3	3	(5)%	5
Operating profit before special items	5	2	130%	0
Share in Group EBITDA %	0%	0%	-	0%
Capital expenditure	72	19	279%	34
Sustaining	2	1	41%	5
Growth	71	17	306%	29

Revenue for the period 1H FY2026 stood at US\$ 58 million, decreased by 17% y-o-y due to decreased ferrochrome volumes on account of planned shutdown of one furnace.

EBITDA for the period stood at US\$ 8 million in 1H FY2026 against US\$ 5 million in 1H FY2025. The increase in EBITDA was due to lower costs.

Projects

- Ferrochrome capacity expansion by 300 KTPA by FY27.
- Underground Mine of 1.5 MTPA ROM .
- 600 KTPA Concentrator.
- 300 KTPA Ferro Chrome Plant Capacity

Strategic Priorities & Outlook

- Expansion of Mines from current capacity of 240 Kt to 390 Kt.
- Expansion of Growth project Capex of 300 Ktpa
- Lease revival of Kathpal mine

COPPER – INDIA

Summary

Silvassa refinery produced 84 KT of copper cathode in 1H FY2026.

Tuticorin smelting operations has remain halted since April 2018 while we continue to engage with the Government and relevant authorities to enable the restart of operations at Copper India.

Production performance

	1H FY2026	1H FY2025	% Change	FY 2025
Production (KT)				
- India – cathode	84	61	37%	149

Operations

Cathode Production from Silvassa increased by 37% y-o-y due to regularized supply chain process & Production from Silvassa Rod Plant increased by 11 % Y-O- Y.

The Company's Tuticorin smelting operations has remained halted since April 2018. In this regard, the Company had filed SLP on 26th Aug 2020, before the Supreme Court. The Hon'ble Supreme Court, after hearing the parties to the proceedings had dismissed the SLP filed by the Company vide judgment dated 29 February 2024.

On 01 April 2024, The Company preferred a review petition before the Hon'ble Supreme Court. In the said review petition, the Company has also moved an application for open Court hearing of the review petition. The review petition, along-with the application for listing the review petition in the open Court, got dismissed on 22 October 2024. The Company is currently evaluating legal remedies available with it including filing of curative petition before the Hon'ble Supreme Court.

In the interim, we continue with our engagement with the local communities and stakeholders through various outreach and CSR.

[For more information, please refer to, Note 3(a)(ii) of the Consolidated Financial Statements]

Prices

	1H FY2026	1H FY2025	% Change	FY2025
Average LME cash settlement prices (US\$ per tonne)	9,664	9,475	2%	9,371

Average LME copper prices increased by 2% compared with 1H FY2025 predominantly due to improved demand in global Market.

Financial performance

(US\$ million, unless stated)

	1H FY2026	1H FY2025	% change	FY 2025
Revenue	1,501	1,329	13%	2,726
EBITDA◇	(11)	(9)	26%	(14)
EBITDA margin	(0)%	(1)%		(1)%
Depreciation and amortisation	3	15	(82)%	18
Operating profit before special items	(14)	(24)	(42)%	(32)
Share in Group EBITDA %	(0)%	(1)%	-	(0)%
Capital expenditure	2	1	66%	2
Sustaining	0	1	(47)%	1
Growth	1	0	-	1

Vedanta Resources Limited**Interim results for the Six months ended 30 September 2025**

During 1H FY2026, revenue stood at US\$ 1,501 million, higher by 13% y-o-y driven by higher LME Prices & higher volumes and EBITDA was US\$ (11) million.

Projects

Vedanta Copper International has been incorporated in Kingdom of Saudi Arabia to produce copper rods with capacity 125 kTpa post commissioning.

Strategic Priorities & Outlook

Over the following year our focus and priorities will be to:

- Engage with the Government and relevant authorities to enable the restart of operations at Copper India;
- Improve operating efficiencies, increase sales margin and reduce production costs
- Upgrade technology & digitalisation to ensure high-quality products and services that sustain market leadership and surpass customer expectations; and
- Continuous debottlenecking and upgrade our processing capacities for increased throughput
- Restart Tuticorin operations.

COPPER – Zambia**Summary**

Nkana refinery produced 4 KT of copper cathode in 1H FY2026.

Production (KT)	1H FY2026	1H FY2025*	FY 2025
MIC	41	4	33
FG	51	1	45

Cathode Production has increased by 633% y-o-y due to investments in gradual asset fix up and improved operating efficiencies.

Prices

	1H FY2026	1H FY2025	% Change 25	FY
Average LME cash settlement prices (US\$ per tonne)	9,661	9,475	2%	9,371

Average LME copper prices increased by 2% compared with 1H FY2025 predominantly due to improved global demand especially pushed by energy transition sectors (EV, Renewable energy and Data-center expansions) at the same time global supply reduced and global inventories fell.

Financial performance

unless stated)

	1H FY2026	1H FY2025*	FY 2025
Revenue	500	1	390
EBITDA◇	(6)	(30)	(28)
EBITDA margin	(1)%	-	(7)%
Depreciation and amortisation	186	14	158
Operating profit before special items	(192)	(44)	(196)
Share in Group EBITDA %	(0)%	(1)%	(1)%
Capital expenditure	38	0	12
Sustaining	30	0	12
Growth	8	-	0

Projects

KCM has several projects lined up including investment in the KDMP and several surface projects such as Smelter and TLP capacity expansions

Strategic Priorities & Outlook

- Deliver volume growth through successful implementation of Business partnering model;
- Increase production of underground mine at Konkola with an additional, deeper horizontal development and 1390m pump chamber development;
- Improve equipment availability and reliability;
- Ensure a reliable Tailings Leach facility with the potential to increase recoveries;
- Reduce the cost base through the business-partnering model and value-focused initiatives; and
- Strengthen the team expertise with strong mining, maintenance and health & safety specialists.

PORT BUSINESS

Vizag General Cargo Berth (VGCB)

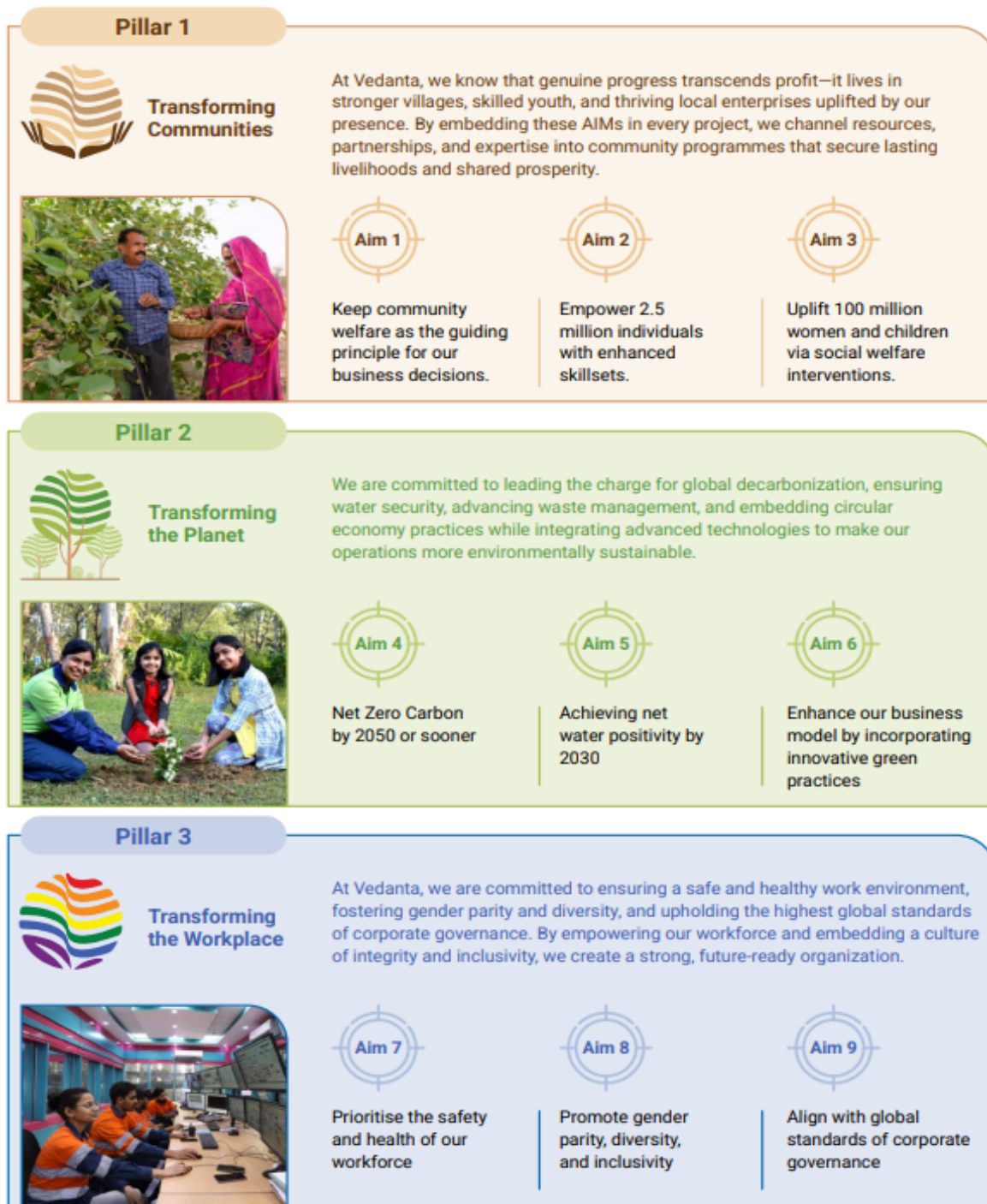
During 1H FY2026, VGCB handled 3.2 MMT of discharge volumes and 2.7 MMT of dispatch volumes.

In 1H FY 26, VGCB handled the largest vessel having volume of 2,00,453 Tonne at the terminal. This milestone reflects VGCB's ongoing commitment to enhancing its services and infrastructure to meet the demands of international trade.

SUSTAINABILITY

Building on our commitment to sustainability, we continued to drive our progress through our three-pillar, nine-aim approach – Transforming Communities, Transforming the Planet, and Transforming the Workplace. This structure ensures focused action across all ESG dimensions, with each pillar anchored by three clearly defined aims that drive accountability and measurable outcomes. While our businesses operate in diverse contexts, this unified approach provides strategic direction, aligns operations, and sustains momentum on key ESG priorities.

Our Pillar's and AIM's



Vedanta is also actively communicating its ESG (Environmental, Social, and Governance) efforts across various channels. Here's a breakdown of the approach:

- **Events & Forums:** Highlighting Vedanta's role in powering India's Clean Energy Future, Vedanta is playing a pivotal role in making that vision by investing in renewable energy and transition & critical minerals.
- **Social media:** Sharing updates on sustainability initiatives, social impact projects, and company achievements across platforms like LinkedIn and potentially Instagram and Facebook.
- **Articles/Op-eds/Interviews:** Engaging with media outlets to showcase Vedanta's contributions in areas like climate action, energy transition, women's empowerment, animal welfare, and community development.

- **Training:**

VEDAS (Vedanta Academy for Sustainability), launched in **February 2025**, has made significant strides in **ESG capability building** across **Vedanta**. Following a successful pilot in Q1 with over 250 participants (exceeding the target of 200), 211 learners completed the Level-1 program on Basic Sustainability Essentials. In Q2, Phase-1 was rolled out to 1,700 learners, offering Level-1 and Level-2 Functional Basic courses, along with a Decarbonization course package during Net Zero Week in July. To date, over 500 learners have completed Level-1, 600 have completed the Decarbonization course, and 10% of enrolled learners have completed Level-2. VEDAS also hosted a high-impact leadership session titled Shaping Strategic Dialogue on ESG, engaging Board members, Core Group, CEOs, and CFOs across Vedanta units. Additionally, a thematic webinar on Waste & Circularity was conducted with external subject matter experts. To foster ongoing engagement, the VEDAS Did You Know series was launched, sharing insightful ESG and sustainability facts with all employees. The program has received an overwhelmingly positive response, with an overall rating of 4.6 out of 5 stars. Looking ahead, VEDAS is set to launch the Level-3 Functional Advanced course and expand its thematic webinar offerings in the upcoming quarter.

Pillar 1 Transforming Communities

Aim 1: Keep community welfare as the guiding principle of our business decisions Improved recording & closure of social incidents	Aim 2: Empower 2.5 million individuals with enhanced skillsets 1.56 million	Aim 3: Uplift 100 million women and children via social welfare interventions 27.50 million

In 1H FY2026, we continued to strengthen community relationships, reinforcing our commitment to ethical business practices and positioning ourselves as industry leaders in responsible operations and sustainable development. This commitment is reflected through high-impact interventions such as **Nand Ghar**, supporting early childhood education and nutrition; the **Sakhi SHG Project**, which addresses gender disparities and empowers women in rural communities; and several initiatives across our Business Units, including **Facor Sathi Shiksha Amrut Pariyojana**, **Sathi Pashukalyan**, **Sathi Nirmal Paribesh**, **Sathi Gaon Kalyan**, and the **VLL Project Sangam**—an integrated watershed development initiative. Together, these programs embody our holistic approach to community development, livelihood enhancement, and environmental sustainability. This section highlights the progress made in 1H FY2026 toward building sustainable, socially responsible outcomes across all our operations.

CSR Impact Summary – 1H FY2026

Vision: *Empowering communities, transforming lives, and facilitating nation-building through sustainable and inclusive growth.*

Thematic Area	1HFY2026 Total Beneficiaries
Children's Wellbeing and Education	702257
Community Infrastructure	181843
Environment	591653
Healthcare	2545703
Livelihood	111585
Skill Development	30765
Sports and Culture	425646
Water & Sanitation	554067
Women's Empowerment	345659
Grand Total	5489178

Pillar 2 Transforming the Planet

RE RTC PDA in place 1.03 GW	Water Recycling Rate 31%	HVLT Utilisation 74%

Aim 4: Net Zero Carbon by 2050 or sooner.

In 1H FY2026, we advanced our decarbonization roadmap through measurable initiatives in renewable energy integration, fleet electrification, energy efficiency, and fuel transition.

Despite ongoing operational challenges, we maintained steady momentum toward our interim targets – **25% reduction in absolute GHG emissions and 20% reduction in GHG intensity by 2030 (from the 2021 baseline)**. Supported by our **\$5 billion clean energy investment plan**, we continue to accelerate the shift toward renewable power, efficiency-driven operations, and a resilient, low-carbon value chain – driving meaningful progress toward our **net-zero vision**.

Key Metrics & Achievements

Metric	Description	Value / Impact
Renewable Energy Usage	Total RE power consumed till 1H FY2026	1.99 billion Units
Biomass Co-firing	Biomass co-firing progress	3%+ achieved (1H FY2026) Target: 5% coal replacement annually

FY2025 1H vs FY2026 1H				
Renewable Energy (MW)	228	433	104%	
Biomass (kt)	14	122	771%	
GHG Intensity	6.15	5.70	7.32%	

Q1 FY2026 – Key Carbon reduction and Renewable Energy Initiatives

BU	Category	Initiative	Details	Impact
HZL, Balco, VLJ	Renewable Energy Integration	Round-The-Clock (RE-RTC) Clean Energy Usage	387 MW RE-RTC equivalent used in Q1. Majority of the contribution is by VLJ, HZL and BALCO	Major decarbonization lever
TSPL	Biomass Co-firing	Biomass Usage at TSPL	TSPL has used 65 kt biomass in Q1 FY2026 – exceeding Vedanta’s FY2025 usage of 44 kt	Emission reduction in progress
MEL	Thermal Efficiency	Gross Station Heat Rate (GSHR) Improvement	Achieved 564 kcal/kWh improvement in GSHR over FY2025 baseline. This enhanced efficiency led to significant emission reductions.	85,000 tCO ₂ e avoided in Q1
Cairn	Flaring Reduction	Artificial Gas Lifting– Raag Oil WP-1	Replaced conventional gas lift with artificial gas lifting , resulting in 0.5 MMSCFD gas recovery .	16,000 tCO ₂ e/year avoidance potential
VAB	Waste Heat Recovery	Coke Drying system using Sinter Plant Waste Heat (VAB)	Commissioned in Q1; system under stabilization	Intensity reduction (expected)
ESL	Green Power Procurement	ESL Steel DISCOM Partnership	ESL to source 10% of imported power as green energy via DVC	Clean power transition initiated
Cairn	Methane Emission	OGMP 2.0 Report Submission	First methane emission report submitted to the Oil and Gas	Target set for future reduction

	Management		Methane Partnership (OGMP) 2.0 , including a formal commitment to reduce methane emissions by 30% over the next 5 years .	
	Energy Efficiency Projects	Energy Efficiency Portfolio	11 energy efficiency projects completed across business units	Emission intensity reduction

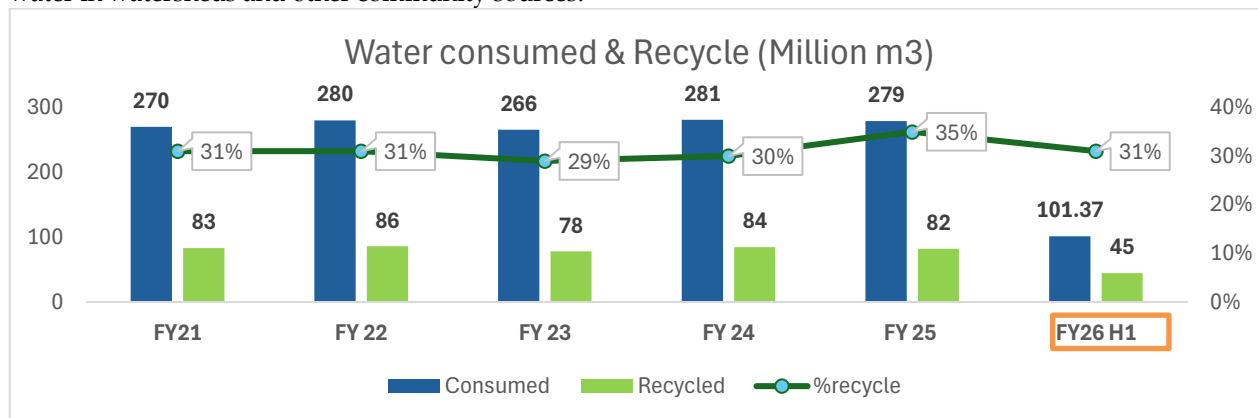
Q2 FY2026 – Key Carbon reduction and Renewable Energy Initiatives

BU	Category	Initiative	Details	Impact
HZL, Balco, VLJ	Renewable Energy Integration	Round-The-Clock (RE-RTC) Clean Energy Usage	399 MW RE-RTC equivalent used till Q2. Majority of the contribution is by VLJ, HZL and BALCO	Major decarbonization lever
TSPL	Biomass Co-firing	Biomass Usage at TSPL	TSPL has used 119 kt biomass till Q2 FY2026 – surpassing its Q1 FY2026 performance of 64 kt	Emission reduction in progress
VAB	Energy Efficiency	PAT Cycle-7 – ESCerts Award	Awarded 19,261 Energy Saving Certificates (ESCert) for the period FY2022–FY2025 under PAT Cycle-7, recognizing energy performance improvement.	Projected financial gain > ₹4 crore through enhanced energy efficiency and cost optimization
Facor	Energy transition	-	Signed an MoU with Indian Oil Corporation Limited (IOCL) to transition from furnace oil to sustainable LPG for operations.	Estimated annual emission reduction of ~3,020 tCO₂e , reinforcing commitment to Net Zero 2050 .
MEL	Energy Efficiency	-	- VFD installed at Unit 4 ID Fans - Efficient boiler light up – LDO consumption reduced by 50 KL in light ups. - Replaced 250 W lightings with 150 W LED	1502.86 tCO₂e carbon reduced in Q2 134 tCO₂e carbon reduced in Q2 669.6 tCO₂e carbon reduced in Q2
HZL	Sustainable Mining / Decarbonization	Launch of India's First Diesel-Electric Load Haul Dump (LHD) Machine	Inaugurated the Caterpillar R2900 XE Diesel-Electric LHD at Rajpura Dariba Mine .	Expected to cut underground mining emissions by ~30% , reducing operational carbon footprint.
HZL	Green Logistics / Supply Chain Decarbonization	Partnership with Greenline Mobility Solutions Ltd	Signed two MoUs to accelerate supply chain decarbonization: (1) Deployment of 100 EV trucks with battery swapping for concentrate transport between mines and smelters – India's first commercial-scale initiative ; (2) Addition of LNG trucks to the finished goods fleet, doubling LNG capacity .	Supports low-carbon logistics , reduces emissions across the supply chain, and advances sustainable transportation goals .

GHG emissions (million TCO ₂ e)-	1H FY2026	1H FY2025	FY2025	FY 24	FY 22	FY 23	FY 21
Scope 1 (direct)	32.99	33	63.28	61.3	57.1	59.5	58.9
Scope 2 (indirect)	1.82	1.96	3.90	4.6	8.2	3.3	1.3
Total	34.82	34.96	67.18	65.9	65.4	62.8	60.3

Aim 5: Achieving net water positivity by 2030.

With many of our operations in water-stressed areas, we maintain sustained focus on efficient water use, & giving back fresh water to the society. Not only are we exploring less water-intensive technologies and embedding circularity in our water management, but also ensuring water security in areas where we operate by replenishing water in watersheds and other community sources.



Key Water Metrics

Metric	FY20261H	FY20251H
Water Recycled	45 million m ³	43 million m ³

Q1 FY2026 Business Unit Achievements

BU	Initiative	Description	Water Saved / Reused
HZL	Achieves 3.32x Water Positivity	Significant improvement from 2.41x to 3.32x, independently verified by DNV; maintained zero liquid discharge	Benchmark achievement
VLL	Integrated Watershed	37 water structures completed at VLL, will enhance water recharge potential	Potential recharge capacity: 3.18 lakh m ³
Cairn	Backwash Water Recovery & Reuse	Segregation and reuse of Activated Carbon Filter (ACF) & Ultrafiltration (UF) backwash water for injection water make-up	29,575 m ³ reused
MEL	ETP Water Utilization – Phase 2 Ash System	Replacing service water with treated ETP water	14,400 m ³ saved
MEL	Control Monitoring Basin Reuse – Phase 1	Wastewater reused in ash conditioner instead of fresh service water	13,500 m ³ saved
MEL	Saline Water Usage Across Operations	100% use of saline water, eliminating freshwater consumption	Freshwater use = 0%

Q2 FY2026 Business Unit Achievements

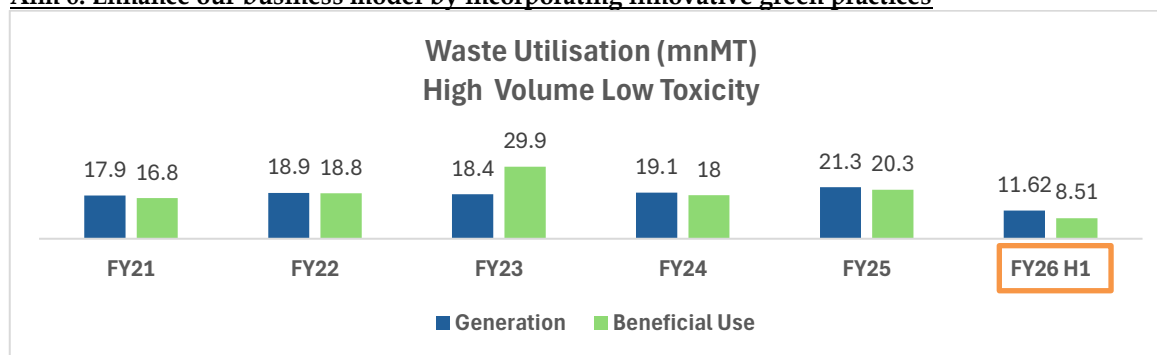
BU	Initiative	Description	Impact
VLL	Smart Cooling, Sustainable Saving – Fresh Raw Water	Replaced Fresh Raw Water (FRW) with Auxiliary Cooling Water (ACW) in vacuum pump system by integrating ACW return and	- Water Savings: 262,800 cubic meters/year - Water Cost Savings:

	(FRW) Reduction in Calciner	inlet lines, eliminating FRW usage.	₹22.33 Lakhs/year - Steam Savings: 13,140 Tonnes/year - Steam Cost Savings: ₹1.64 Crores/year - Total Annual Savings: ₹1.87 Crores
VLL	Reuse of Filter Backwash in Water Treatment Plant (WTP) as Raw Water	Redirected backwash water to 5A Tank for reuse in Water Treatment Plant (WTP), creating a closed-loop system and eliminating wastage.	- Water Savings: 182,500 cubic meters/year - Water Cost Savings: ₹15,60,375/year - Material Cost Savings (using scrap): ₹1,48,914/year - Total Annual Savings: ₹17,09,289
VLL	Water Recovery from Ash Pond	Initiative to recycle water stored in ash pond, contributing to water conservation.	- Water Savings: 200,000 cubic meters/year
Cairn	Rainwater Harvesting Structures in Barmer Community	Developed 115 rainwater harvesting structures (Nadis – 4, Khadins – 100, Rooftop structures in schools – 11) to harvest rainwater in Barmer area.	- Rainwater Harvesting Capacity: 0.23 million kilolitres/year (230,000 cubic meters/year)
IOB	Water Footprint Reduction at IOK – Integrated Projects	• Roof top rainwater harvesting for admin block • Watershed Management Study & Implementation • Groundwater recharge pits	- Reduction in dependency on external water sources - Enhanced groundwater recharge and water sustainability
MEL	Saline water usage across operations	100% use of saline water, eliminating Freshwater consumption	Freshwater use = 0%

Strategic Water Stewardship Focus

- ✓ **Localized, community-driven water initiatives**
- ✓ **Circular water use:** Recycling, reuse, treatment
- ✓ **Infrastructure development:** Water Treatment Plants, STPs, Rainwater Systems
- ✓ **Community Impact:** Contributing to regional water security in water-stressed zones

Aim 6: Enhance our business model by incorporating innovative green practices



During 1H, overall waste utilization showed a temporary dip, primarily due to the monsoon season, which posed logistical and transportation challenges across several sites. These variations are seasonal and expected to recover as conditions stabilize in the coming quarter. Focused efforts are already underway to enhance material handling efficiency and resume optimal waste utilization levels, ensuring continued progress toward our circularity and compliance goals.

1H FY2026 Key Performance Highlights

Metric	FY2026 1H	FY20251H
HVLT Utilization	74%	85%

Fly Ash Utilization	82%	101%

Waste Utilization & Resource Recovery Performance

Q1FY2026 Business Unit Initiatives

BU	Initiative	Description	Impact / Metrics
HZL	EcoPro Earth MoU	Partnership to convert industrial waste into value-added construction products (paver blocks, bricks, planters, etc.)	Circular economy initiative launched
MEL	Fly Ash Utilization Contract	Contract for 1.5 lakh tons of fly ash to cement industry for reuse	Significant step toward 100% utilization
VAL	Graphite Recovery Innovation	Patented tech to recover >99% pure graphite from aluminium waste	Reduces import dependency; waste-to-resource breakthrough

Q2 FY2026 Business Unit Initiative

BU	Initiative	Description	Impact / Metrics
VLL	- Red 2 Green (R2G) Revolution - Red Mud as Embankment Material for Highways (CRRI-NHAI Partnership)	- A flagship circular economy program to transform bauxite residue from a liability into a portfolio of value-added products, eliminating waste streams and creating new revenue channels. - Landmark collaboration with CRRI and NHAI to utilize red mud as a structural fill and embankment material for national highway construction, replacing conventional soil and moorum.	- Target to valorize 2.79 million tonnes of bauxite residue in FY2026; progress toward 100% circularity. - Sanctioned 2 km of National Highway (OD-08) using red mud; projected consumption of ~80,000 MT red mud

Biodiversity Conservation – FY2026 Highlights

Tree Plantation (1T. Org Initiative)

Metric	1H FY2026	Cumulative (FY2026 1H)	Target (2030)
Trees Planted	0.71 million	3.71 million	7 million Trees

Context: Contributing towards World Economic Forum’s **1T. Org** global reforestation movement, targeting large-scale (1 trillion trees) ecological restoration by 2030.

Q1 FY2026 Business Unit Initiatives

BU	Initiative	Key Highlights	Impact
Cairn	Cairn Tree Plantation	Across Rajasthan, Gujarat, Andhra Pradesh	completed plantation of 0.79 million trees (cum. no. from FY23) by Q1 FY2026 which is 40% of 2 million trees plantation by 2030 commitment
VLL	Mo Gachha Mo Parivar (Lanjigarh)	Community afforestation in Odisha	15,940+ saplings planted till Q1

Cairn	Avian Protection (Cairn)	Bird caps, spikes over transmission lines	140 km coverage
Cairn	Wildlife Water Units	Installed in Barmer forest areas	Supports forest fauna

Q2 FY2026 Business Unit Initiatives

BU	Initiative	Key Highlights	Impact
Vedanta Aluminium	“Ek Ped Maa Ke Naam” Plantation Drive	Committed to a large-scale plantation program under the national campaign “Ek Ped Maa Ke Naam.”	2,00,000 saplings to be planted
Cairn Oil & Gas	Van Mahotsav Plantation Drive	Organized extensive plantation of indigenous species during Van Mahotsav celebrations across Rajasthan.	45,000 saplings planted
Hindustan Zinc Ltd. (HZL)	Green Cover Reclamation – Chanderiya Lead Zinc Smelter	Transformed industrial land into green cover using Mycorrhiza technology for enhanced soil health.	26,000+ saplings planted, reclaiming 13 hectares into productive green space.
Vedanta Limited – Lanjigarh (VLL)	Habitat Restoration Plantation Initiative	Continued habitat restoration efforts through plantation drives around operational areas.	15,220 saplings planted
Facor	Community Plantation Drive – ‘Ek Ped Maa Ke Naam’	Organized plantation and sapling distribution drives across plant and mining areas.	13,215 saplings planted/distributed
Vedanta Iron Ore Karnataka (IOK)	Collaborative Plantation with Sirigere Mutta	Partnered with Sirigere Mutta to plant fruit-bearing trees promoting community participation.	10,000 saplings planted
Vedanta Sesa Goa	FY2026 Plantation Target Achievement	Surpassed the target of 60,000 through focused plantation efforts across operational areas.	61,400 saplings planted
Hindustan Zinc Ltd. (HZL)	Baghdarra Crocodile Reserve Plantation – ‘Ek Ped Maa Ke Naam’	Conducted plantation drive with strong employee participation under the flagship campaign.	5,000 saplings planted

Biodiversity Management

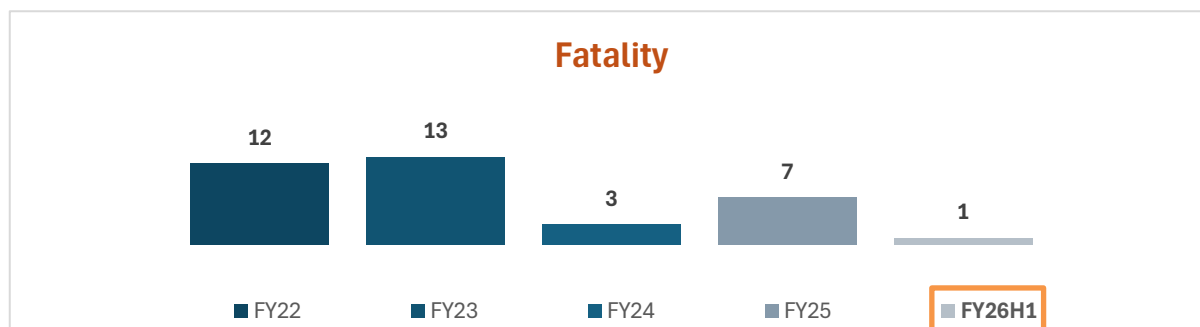
Initiative	Status
Implementation Plans for No Net Loss (NNL)	In Progress

Strategic Biodiversity Focus

- ✓ Site-specific **Biodiversity Action Plans**
- ✓ Alignment with **global frameworks** (e.g., IBAT, IUCN)
- ✓ Integration of BMPs into operational planning
- ✓ Reforestation as a **carbon sink** and habitat restoration strategy

Pillar 3 – Transforming the Workplace

Aim 7: Prioritizing safety and health of all employees

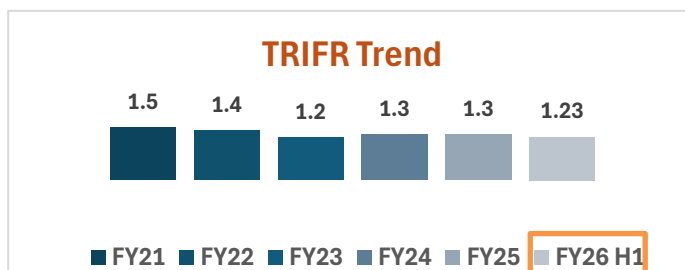


Driven by our commitment to zero harm, we continued strengthening our safety systems and culture across all operations. Unfortunately, one fatality occurred during the quarter (a BP employee at VALL), the incident was thoroughly investigated, and learnings have been shared across all business units for horizontal deployment. Business units continued to track key safety KPIs with reinforced focus on visible felt leadership, infrastructure integrity, and closure of serious potential observations. Alongside these, initiatives such as enhanced business partner engagement, continuous monitoring of critical controls, and cross-site learning from HIPOs and incident investigations are being actively driven to further strengthen our safety culture and overall risk resilience.

Summary of actions taken for progressing safety program

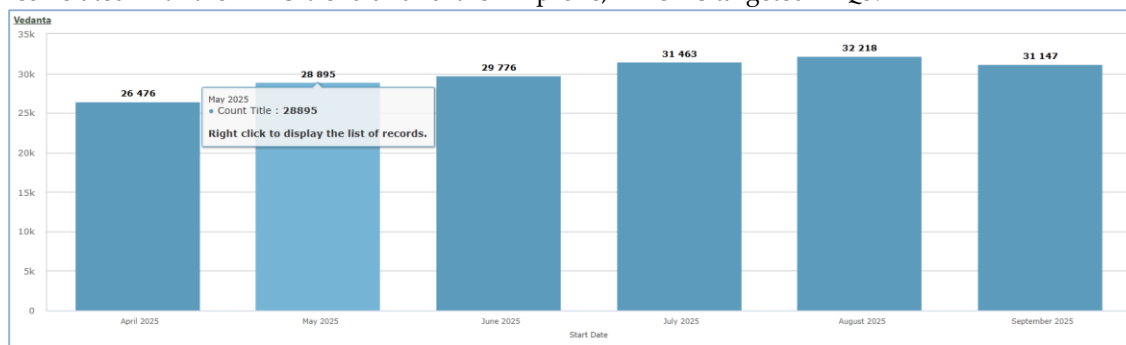
1. Critical Risk Management:

- Monthly inspections increased from 8.5K+ (Apr'24) per month to 31K+ (Sep'25) per month, which is a positive sign; 94K+(31K+ in July'25, 32K+ in Aug'25, & 31K+ in Sep'25) inspections are carried out in FY2026 Q2, as shown in below figure.



Overall CRM Inspections

- To further strengthen Critical Risk Management (CRM), observations are analyzed, and systemic action plans are generated for consistent gaps. 280 systemic action plans are generated in FY2026 YTD and 33% compliance achieved so far. The Effect of systemic actions taken is to be correlated with the HIPO trend and further improve, which is targeted in Q3.



2. Safety Improvement Program:

As part of risk mitigation, BUs are asked to identify their top three safety risks using CRM and incident data and implement time-bound safety actions that incorporate enhanced leadership engagement among other program requirements. This initiative, launched in July 2025, has been integrated into the monthly CEO Business Performance Review meeting.

3. Leadership Engagement:

Leadership engagement on the ground is being tracked. In FY2026 YTD, ~11.5k VFLs and 78k+ Safety Interactions are carried out to continuously engage with employees.

4. Previous Fatality CAPA implementation across Vedanta:

As part of horizontal deployment, BUs till date are implementing and regularly verifying its effectiveness - alert wise. From Jul'25, all administrative controls were brought under defined matrix, risk wise, and named as Rule matrix, with compliance at 91%. The same was launched in Enablon and will be tracked month on month from Sep'25. Engineering controls are already being tracked through infrastructure matrix, with current compliance at 86%.

5. Risk Governance: Each risk sponsor (CEO) conducting monthly risk meetings to review key parameters of their risks, including CRM, Infrastructure matrix, Fatality CAPA, and leading-lagging indicators

6. Cross Business Audit: The audit schedule was released in Q1, with audits commencing from Q2 to identify ground-level implementation gaps and facilitate the sharing of best practices related to VSS. In FY2026 YTD, audits at ESL, Balco and Cairn – RGT,MPT were carried out.

Aim 8: Promote gender parity, diversity, and inclusivity.

Empowering diverse talent remains central to our organizational growth strategy. This quarter also, we remained focus on strengthening representation, inclusion, and equity across all levels. Dedicated initiatives continued to create pathways for women in leadership, expand opportunities for the LGBTQ+ and transgender communities, and enhance accessibility for persons with disabilities.

% till Q1 FY2026	Overall (For FTE)	Leadership	Technical Function	Enabling Function	Decision Making Bodies
Gender Diversity	22%	8.4%	14.8%	36%	27%

Aim 9: Align with global business standards of corporate governance

Aim 9 ensuring that environmental and social considerations are embedded in our decision-making processes and corporate oversight structures. We actively monitored evolving global ESG regulations, industry frameworks, and investor expectations, using these insights to refine policies and align with best-in-class governance practices. Key updates were driven through Board-approved resolutions, demonstrating top-level accountability. We also advanced our approach to linking employee and executive compensation to ESG performance, further embedding metrics such as safety, sustainability, and carbon footprint reduction into performance evaluation systems – to strengthen organizational alignment with long-term ESG priorities.

- HZL become the first Indian company to join the International Council on Mining and Metals (ICMM), marking a pivotal milestone that places India firmly on the global map of responsible mining.

ICMM is a leadership body of 26 world's leading mining and metals companies such as Glencore, Rio Tinto, BHP, Anglo American, and Vale, etc., which are committed to advancing sustainable development, transparency, and ethical practices across the mining value chain. Hindustan Zinc's membership comes following a rigorous independent assessment and endorsement by ICMM's Council, comprising the CEOs of member companies, based on recommendations from the Independent Expert Review Panel (IERP). This marks the council's first new member since 2021 and reaffirms ICMM's deepening engagement in South Asia.

Award & Accolades

Site/Location	Award Details				
	Name of the Award	Category	Purpose	Awarding Organization	Level (National/State/Industry/Internal)
BALCO	Supply Chain Management Award 2025	Supply Chain	BALCO Clinches Trailblazer Title for Supply Chain Management at ET Edge SCM	ET Edge	National

			Awards 2025.		
BALCO	ICC National Occupational Health Safety Awards 2025	Safety	BALCO Wins Gold at 7th ICC National Occupational Health Safety Conference & Awards 2025	ICC	National
VLJ	CII - ITC Sustainability Awards	Sustainability	Honoured for Excellence in Energy, Safety & Women Empowerment	CII - ITC	National
Facor	CII-SHE Excellence Award	Safety	Excellent Performance in Safety front	CII	National
Facor	3 rd Edition of Annual Sustainability Symposium and Excellence Award	HSES	Excellence in community driven sustainability impact category	Indian chamber of Commerce (ICC)	National
Sterlite Copper - Silvassa	People First HR Excellence Award	HR	Individual Category: 1.HR Rising Star 2.HR Future Leader Group Award: 1. Learning & Development 2.Employee Engagement 3.Talent Management 4.Technology Deployment in HR	People First	National
Facor	People First HR Excellence Award	HR	Excellent performance in HR front	People First	National
VLL	9 th National Energy Efficiency Circle Competition 2025	Carbon & Energy	Earned the 2 nd Runner-up position in the Best Energy Efficient Designated Consumer Category under the BEE PAT scheme	CII	National
Cairn	Best Companies for Women in India Award	HR	Recognized as amongst the India's Top 10 Best Companies for Women for 2 nd	Avtar and Seramount BCWI	National

			time in a row		

RISK AND UNCERTAINTIES SECTION

Vedanta is the world's foremost natural resources conglomerate, with strategic assets in India, South Africa and Namibia. Our extensive operations span zinc-lead, silver, iron ore, steel, copper, aluminium, power, nickel, and oil and gas, with a market-leading position across most. Vedanta operates across the value chain, undertaking exploration, asset development, extraction, processing and value addition. We are leaders in most of the segments we operate in, playing a key role in enabling resource sufficiency at scale. We believe that large-scale environment conservation and community empowerment make our business intrinsically strong and future ready.

Being a global natural resources organization, our businesses are exposed to a variety of risks. It is therefore essential to have in place the necessary systems and a robust governance framework to manage risk, while balancing the risk-reward equation expected by stakeholders. Our risk management framework is designed to help the organization meet its objectives through alignment of operating controls to the mission and vision of the group.

Our risk management framework is designed to be simple, consistent, and clear for managing and reporting risks. We have a multi-layered risk management framework aimed at effectively mitigating the various risks which our businesses are exposed to during their operations as well as in their strategic actions. We identify risks at the individual business level for existing operations as well as for ongoing projects through a consistently applied methodology.

Formal discussion on risk management take place at the business level review meetings periodically. The respective businesses review the risks, changes in the nature and extent of major risks since the last assessment, control measures and further action plans. These meetings are chaired by business executive committee members, senior management and concerned functional heads. Risk officers have been formally nominated at all operating businesses as well as Group level whose role is to create awareness on risks at senior management level and to develop and nurture a risk management culture within the businesses.

Together, our management systems, organizational structures, processes, standards and Code of Conduct and Ethics form the system of internal control that governs how the Group conducts its business and manages the associated risks. The Board has ultimate responsibility for the management of risks and for ensuring the effectiveness of internal control systems. The Board reviews the risk matrix, significant risks and the mitigating actions we put in place.

The Board in turn is assisted by the Group Risk Management Committee (GRMC) in evaluating the design and effectiveness of the risk mitigation plan and control systems. The GRMC meets every quarter and comprises the Group Executive Officer, , Group Chief Financial Officer, and Director – Management Assurance. The Group Head – Health, Safety, Environment & Sustainability is invited to attend these meetings. The committee discusses key events impacting the risk profile, principal risks and uncertainties, emerging risks and progress against planned actions.

In addition to the above structure, other key risk governance and oversight committees in the group include the following:

- Committee of Directors (COD) comprising of Executive Directors and an Independent Director supports the Board by considering, reviewing & approving all borrowing & investment related proposals within the overall limits approved by the Board. Invitees to these committee meetings are the CEO, business CFOs, Group Head Treasury and BU Treasury Heads depending upon the agenda matters.
- Sustainability Committee reviews sustainability related risks.

In addition to the above, there are various group level ManCom such as Core Group, Finance

ManCom, Sustainability – HSE / ESG ManCom, CSR ManCom, etc. who work on identifying risks in those specific areas and mitigating them.

Principal risks and uncertainties and detailed information on the impact of these risks as well as the identification and mitigation measures adopted by management have been documented in Vedanta's Annual Report.

Listing of risks:

- Access to capital
- Decarbonization and climate change
- Health, safety and environment
- Managing relationship with stakeholders
- Price (metal, oil, ore, power, etc.), currency and interest rate volatility
- Stability of tailings dams, process water lakes & ponds
- Shortfall in achievement of expansion projects stated objectives
- Reputation risk – market / public perception
- Regulatory and legal risk
- Tax related matters
- Discovery risk
- Operational Performance & Asset Integrity – Reliability, Productivity, Predictability
- Breaches in IT / cybersecurity
- Talent Management and Industrial Labour Relations
- Resource Nationalism / Transparency (regulatory scanner on resource companies)
- Loss of assets or profit due to natural calamities and manmade disaster
- Disruptions due to innovation / digitization

It may be noted that the order in which these risks appear does not necessarily reflect the likelihood of their occurrence or the relative magnitude of their impact on our business.

Condensed Consolidated Financial Statements for the Six months ended 30 September 2025

CONDENSED CONSOLIDATED INCOME STATEMENT

(US\$ million)

	Six months ended 30 September 2025 (Unaudited)			Six months ended 30 September 2024 (Unaudited)		
Note	Before Special items	Special items (Note 5)	Total	Before Special items	Special items (Note 5)	Total
Revenue	9,367	-	9,367	8,668	-	8,668
Cost of sales	(7,201)	(75)	(7,276)	(6,427)	(27)	(6,454)
Gross profit	2,166	(75)	2,091	2,241	(27)	2,214
Other operating income	133	-	133	195	-	195
Distribution costs	(171)	-	(171)	(181)	-	(181)
Administrative expenses	(299)	(164)	(463)	(323)	-	(323)
Net impairment (Charge)/Reversal	-	-	-	-	279	279
Operating profit	1,829	(239)	1,590	1,932	252	2,184
Investment revenue	128	-	128	131	874	1,005
Finance costs	(781)	-	(781)	(1,063)	-	(1,063)
Other gains and (losses) [net]	(4)	-	(4)	5	16	21
Profit/(loss) before taxation (a)	1,172	(239)	933	1,005	1,142	2,147
Net tax (expense)/credit (b)	(434)	60	(374)	(315)	(97)	(412)
Profit/(loss) for the period (a+b)	738	(179)	559	690	1,045	1,735
Attributable to:						
Equity holders of the parent	99	(101)	(2)	18	977	995
Non-controlling interests	639	(78)	561	672	68	740
Profit/(loss) for the period	738	(179)	559	690	1,045	1,735

The accompanying notes from 1 to 14 forms part of Condensed Consolidated Financial Statements for the six months ended 30 September 2025

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(US\$ million)

	Six months ended 30 September 2025 (Unaudited)	Six months ended 30 September 2024 (Unaudited)
Profit for the period	559	1,735
Items that will not be reclassified subsequently to income statement:		
Remeasurement of net defined benefit plans	(4)	(4)
Tax effects on net defined benefit plans	1	1
Gain on fair value of financial asset equity investment	3	1
Total (a)	-	(2)
Items that may be reclassified subsequently to income statement:		
Exchange differences arising on translation of foreign operations	(112)	37
Loss on cash flow hedges	(125)	(16)
Tax effects arising on cash flow hedges	31	4
Loss on cash flow hedges recycled to income statement	(42)	(4)
Tax effects arising on cash flow hedges recycled to income statement	10	1
Gain on fair value of financial asset debt investment	3	2
Total (b)	(235)	24
Other comprehensive (loss)/income for the period (a+b)	(235)	22
Total comprehensive income for the period	324	1,757
Attributable to:		
Equity holders of the parent	(104)	1,005
Non-controlling interests	428	752
Total comprehensive income for the period	324	1,757

The accompanying notes from 1 to 14 forms part of Condensed Consolidated Financial Statements for the six months ended 30 September 2025

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(US\$ million)

	As at 30 September 2025 (Unaudited)	As at 31 March 2025 (Audited)
Assets		
Non-current assets		
Goodwill	135	135
Intangible assets	60	66
Property, plant and equipment	17,123	16,996
Exploration and evaluation assets	294	296
Financial asset investments	193	187
Non-current tax assets	171	181
Other non-current assets	998	1,079
Financial Instruments (derivatives)	10	-
Deferred tax assets	418	383
	19,402	19,323
Current assets		
Inventories	2,194	1,866
Trade and other receivables	1,683	1,747
Financial instruments (derivatives)	35	51
Current tax assets	41	17
Short-term investments	2,073	2,066
Cash and cash equivalents	686	601
	6,712	6,348
Total assets	26,114	25,671
Liabilities		
Current liabilities		
Borrowings	3,680	3,389
Operational buyer's credit/supplier's credit	2,036	1,906
Trade and other payables	4,628	4,663
Financial instruments (derivatives)	138	34
Retirement benefits	7	6
Provisions	34	38
Current tax liabilities	191	133
	10,714	10,169
Net current liabilities	(4,002)	(3,821)
Non-current liabilities		
Borrowings	10,317	10,368
Trade and other payables	255	320
Financial instruments (derivatives)	8	5
Deferred tax liabilities	1,421	1,473
Retirement benefits	39	34
Provisions	386	375
Non-equity non-controlling interests	12	12
	12,438	12,587
Total liabilities	23,152	22,756
Net assets	2,962	2,915
Equity		
Share capital	29	29
Hedging reserve	(140)	(81)
Other reserves	(1,336)	(1,293)
Retained earnings	1,209	1,025
Equity attributable to equity holders of the parent	(238)	(320)
Non-controlling interests	3,200	3,235
Total equity	2,962	2,915

The accompanying notes from 1 to 14 forms part of Condensed Consolidated Financial Statements for the six months ended 30 September 2025

Interim Condensed Financial Statements of Vedanta Resources Limited with registration number 4740415 were approved by the Board of Directors on 4 December 2025 and signed on their behalf by

See accompanying notes to the condensed consolidated financial statements



A. R. NARAYANASWAMY

A R Narayanaswamy

(Director)



Surneet Kaur

(Company Secretary)

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

(US\$ million)

	Note	Six months ended 30 September 2025 (Unaudited)	Six months ended 30 September 2024* (Unaudited)
Cash flows from operating activities			
Profit before taxation		933	2,147
Adjustments for:			
Depreciation and amortisation		845	657
Investment revenues		(128)	(1,005)
Finance costs		781	1,063
Other losses and (gains) (net)	6	4	(21)
Loss/(Profit) on disposal of property, plant and equipment		1	(39)
Exploration costs written off		81	15
Share-based payment charge		6	6
Provision for doubtful debts / Expected credit loss (ECL)/bad debts written off		12	17
Liabilities written back		(15)	(38)
Impairment reversal (net)**	5	4	(279)
Other special items	5	164	-
Other non-cash items		-	27
Operating cash flows before movements in working capital		2,688	2,550
Increase in inventories		(392)	(173)
Increase in receivables		(388)	(709)
Increase in payables		379	414
Cash generated from operations		2,287	2,082
Dividend received		2	1
Interest received		63	111
Interest paid		(765)	(957)
Income taxes paid (net of refunds)		(328)	(131)
Net cash inflow from operating activities		1,259	1,106
Cash flows from investing activities			
Purchases of property, plant and equipment, intangibles, exploration and evaluation assets		(1,224)	(904)
Proceeds on disposal of property, plant and equipment, intangibles, exploration and evaluation assets		2	9
Proceeds from redemption of short-term investments	9	8,167	9,664
Purchases of short-term investments	9	(8,255)	(10,599)
Purchase of long-term investments	13	(12)	(62)
Loans given to related parties	13	(0)	-
Loans repaid by related parties	13	0	-
Payment made to site restoration fund		-	(5)
Increase in cash and cash equivalents on regaining control of KCM	3b(i)	-	235
Net cash used in investing activities		(1,322)	(1,662)
Cash flows from financing activities			
Issue of additional shares		-	1,007
Proceeds from sale of equity shares of subsidiary without loss of control		348	866
Dividends paid to non-controlling interests of subsidiaries		(631)	(1,206)
Proceeds from working capital loan (net)	9	(2)	(3)
Proceeds from other short-term borrowings	9	424	939
Repayment of other short-term borrowings	9	(270)	(580)
Proceeds from long-term borrowings	9	2,914	2,305
Repayment of long-term borrowings	9	(2,626)	(2,068)
Payment of lease liabilities	9	(26)	(21)
Net cash inflow from financing activities		131	1,239
Net decrease in cash and cash equivalents		68	683
Effect of foreign exchange rate changes		(14)	4
Cash and cash equivalents at beginning of the period		582	365
Cash and cash equivalents at end of the period		636	1,052

*Restated. Refer note 2(d).

**Impairment reversal of US\$ 4 million is not part of Special Items

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Six months ended 30 September 2025 (Unaudited)

(US\$ million)

	Attributable to equity holders of the parent					Non-controlling Interests	Total equity
	Share capital	Hedging Reserve ²	Other reserves ¹	Retained earnings	Total		
Balance as at 1 April 2025	29	(81)	(1,293)	1,025	(320)	3,235	2,915
Profit for the period	-	-	-	(2)	(2)	561	559
Other comprehensive (loss)/income for the period	-	(59)	(43)	-	(102)	(133)	(235)
Total comprehensive income/(loss) for the period	-	(59)	(43)	(2)	(104)	428	324
Dividends paid/payable	-	-	-	-	-	(631)	(631)
Exercise of stock options of subsidiary	-	-	-	-	-	1	1
Acquisition/change/sale of stake in subsidiary ³	-	-	-	186	186	162	348
Other changes in non-controlling interests ⁴	-	-	-	-	-	5	5
Balance as at 30 September 2025	29	(140)	(1,336)	1,209	(238)	3,200	2,962

1. Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
2. Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
3. During the six months ended 30 September 2025, VEDL has reduced its shareholding in its subsidiary, Hindustan Zinc Limited ("HZL") from 2,679,548,419 shares to 2,61,28,48,419 equity shares by way of an offer for sale for a net consideration of US\$ 348 million (INR 3,015 Crore), resulting in net effect of US\$ 186 million on retained earnings attributable to equity holders of VRL. Consequent to the aforesaid sale, the VEDL's overall stake has decreased from 63.42% to 61.84% of the total paid-up share capital of HZL.
4. Includes purchase of shares by Vedanta Limited through ESOP trust for its stock options and share-based payment charge by subsidiaries.

For the year ended 31 March 2025 (Audited)

(US\$ million)

Particulars	Attributable to equity holders of the parent						Total equity
	Share capital	Hedging reserve ²	Other reserves ¹	Retained earnings	Total	Non-controlling Interests	
Balance as at 01 April 2024	29	(94)	(792)	(2,571)	(3,428)	2,580	(848)
Profit/(Loss) for the year	-	-	-	1,617	1,617	1,394	3,011
Other comprehensive income/(loss) for the year	-	13	(54)	-	(41)	(33)	(74)
Total comprehensive income/(loss) for the year	-	13	(54)	1,617	1,576	1,361	2,937
Dividends paid/payable	-	-	-	(15)	(15)	(1,364)	(1,379)
Exercise of stock options of subsidiary	-	-	-	7	7	2	9
Acquisition/change/sale of stake in Subsidiary ^{4,5}	-	-	-	502	502	368	870
Issuance of additional shares by subsidiary ⁴	-	-	-	1,005	1,005	-	1,005
Derecognition of put option liability	-	-	-	18	18	14	32
Derecognition of non-controlling interest	-	-	-	17	17	(17)	-
Recognition of minority of KCM (note 3(b)(i))	-	-	-	-	-	300	300
Transfer of other reserves of HZL to retained earnings ⁶	-	-	(447)	447	-	-	-
Other changes in non-controlling interests ³	-	-	-	(2)	(2)	(9)	(11)
Balance as at 31 March 2025	29	(81)	(1,293)	1,025	(320)	3,235	2,915

- Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
- Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
- Includes purchase of shares by Vedanta Limited through ESOP trust for its stock options and share-based payment charge by subsidiaries.
- During the year ended 31 March 2025, VRL's subsidiary Finsider International Company Limited ("FICL") sold its shareholding from 163,464,540 to Nil equity shares in Vedanta Limited ("VEDL") for a net consideration of US\$ 494 million, resulting in net effect of US\$ 402 million on retained earnings attributable to equity holders of VRL. Additionally, VEDL issued 19,31,81,818 additional equity shares through Qualified Institutions Placement ("QIP") raising ~ US\$ 1,005 million (₹ 8,500 crore), resulting in net effect of US\$ (95) million on retained earnings attributable to equity holders of VRL. Consequently, VRL overall stake reduced from 61.95% to 56.47% of the total paid-up share capital of VEDL.
- During the year ended 31 March 2025, VEDL has reduced its shareholding in its subsidiary, Hindustan Zinc Limited ("HZL") from 2,74,31,54,310 shares to 2,67,95,48,419 equity shares by way of an offer for sale for a net consideration of US\$ 376 million (₹ 3,134 Crore), resulting in net effect of US\$ 195 million on retained earnings attributable to equity holders of VRL. Consequent to the aforesaid sale, the VEDL's overall stake has decreased from 64.92% to 63.42% of the total paid-up share capital of HZL.
- During the year ended 31 March 2025, the Hon'ble NCLT vide its order dated 16 July 2024 ("the Order") has sanctioned the Scheme of Arrangement ("the Scheme") at Hindustan Zinc Limited ("HZL") which envisages transfer of the entire balance of US\$ 1,242 million standing to the credit of the Other Reserves ("OR") of HZL as at 31 March 2024 to Retained Earnings ("RE"). The certified true copy of the said Order was filed with the Registrar of Companies on 22 July 2024, and accordingly the Scheme has come into effect. HZL will maintain the minimum net worth as per the undertaking given to NCLT and as mentioned in the Order.

For the Six months ended 30 September 2024 (Unaudited)

(US\$ million)

	Attributable to equity holders of the parent						Total equity
	Share capital	Hedging Reserve ²	Other reserves ¹	Retained earnings	Total	Non-controlling Interests	
Balance as at 1 April 2024	29	(94)	(792)	(2,571)	(3,428)	2,580	(848)
Profit for the period	-	-	-	995	995	740	1,735
Other comprehensive income/(loss) for the period	-	(6)	16	-	10	12	22
Total comprehensive income/(loss) for the period	-	(6)	16	995	1,005	752	1,757
Dividends paid/payable	-	-	-	-	-	(1,206)	(1,206)
Exercise of stock options of subsidiary	-	-	-	4	4	1	5
Acquisition/change/sale of stake in subsidiary ^{4,5}	-	-	10	492	502	368	870
Issuance of additional shares by subsidiary ⁴	-	-	-	1,005	1,005	-	1,005
Derecognition of put option liability	-	-	-	18	18	14	32
Derecognition of non-controlling interest	-	-	-	17	17	(17)	-
Recognition of minority of KCM	-	-	-	-	-	277	277
HZL other reserve to retained earnings ⁶	-	-	(447)	447	-	-	-
Other changes in non-controlling interests ³	-	-	-	-	-	3	3
Balance as at 30 September 2024	29	(100)	(1,213)	407	(877)	2,772	1,895

- Other reserves comprise currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
- Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
- Includes share-based payment charge by subsidiaries.
- During the six months ended 30 September 2024, VRL's subsidiary Finsider International Company Limited ("FICL") sold its shareholding from 163,464,540 to Nil equity shares in Vedanta Limited ("VEDL") and additionally, VEDL, issued 19,31,81,818 additional equity shares through Qualified Institutions Placement ("QIP") raising ~ US\$ 1,007 million (₹ 8,500 crore). Consequently, VRL overall stake reduced from 61.95% to 56.47% of the total paid-up share capital of VEDL.
- During the six months ended 30 September 2024, VEDL has reduced its shareholding in its subsidiary, Hindustan Zinc Limited ("HZL") from 2,74,31,54,310 shares to 2,67,95,48,419 equity shares by way of an offer for sale for a net consideration of US\$ 375 million (₹ 3,134 Crore), resulting in net gain of US\$ 252 million (₹ 2,106 Crore). Consequent to the aforesaid sale, the VEDL's overall stake has decreased from 64.92% to 63.42% of the total paid-up share capital of HZL.
- During the six months ended 30 September 2024, the Hon'ble NCLT vide its order dated 16 July 2024 ("the Order") has sanctioned the Scheme of Arrangement ("the Scheme") at Hindustan Zinc Limited ("HZL") which envisages transfer of the entire balance of US\$ 1,242 million standing to the credit of the Other Reserves ("OR") of HZL as at 31 March 2024 to Retained Earnings ("RE"). The certified true copy of the said Order was filed with the Registrar of Companies on 22 July 2024, and accordingly the Scheme has come into effect. HZL will maintain the minimum net worth as per the undertaking given to NCLT and as mentioned in the Order.

Group Overview

Vedanta Resources Limited (“Vedanta” or “VRL” or “Company”), a company limited by shares and incorporated and domiciled in the United Kingdom. Registered address of the Company is C/O TMF Group 13th Floor, One Angel Court, London, United Kingdom, EC2R 7HJ. Vedanta and its consolidated subsidiaries (collectively, the “Group”) is a diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. The Group engages in the exploration, production and sale of zinc, lead, silver, copper, aluminium, iron ore and oil and gas and has a presence across India, South Africa, Zambia, Namibia, Ireland, Australia, Liberia and UAE. The Group is also in the business of commercial power generation, steel manufacturing and port operations in India and manufacturing of glass substrate in South Korea and Taiwan.

For further details on the Group’s various businesses, refer to the Group’s annual financial statements for the year ended 31 March 2025.

NOTES TO THE FINANCIAL STATEMENTS

1. Basis of preparation and basis of measurement of financial statements

a) Basis of preparation

The Group’s interim condensed consolidated financial statements for the six months ended 30 September 2025 have been prepared in accordance with International Accounting Standard (IAS) 34 *Interim Financial Reporting* as issued by International Accounting Standards Board (IASB) and adopted by UK Endorsement Board. The financial statements for the year ended 31 March 2026 will be prepared in accordance with UK adopted International Financial Reporting Standards (IFRS).

The interim condensed consolidated financial statements do not include all of the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2025, which were prepared in accordance with UK adopted IFRS in conformity with the requirements of Companies Act 2006. Certain financial information that is included in the audited annual financial statements but is not required for interim-reporting purposes has been condensed or omitted. The interim condensed consolidated financial statements do not constitute statutory accounts as defined in section 434 of the Companies Act 2006. The financial information for the full year is based on the statutory accounts for the financial year ended 31 March 2025. A copy of the statutory accounts for that year has been delivered to the Registrar of Companies. The auditor’s report on those accounts was unqualified, did not include a reference to any matters to which the auditor drew attention by way of an emphasis of matter and did not contain a statement under sections 498 (2) or (3) of the Companies Act 2006.

The Group’s interim condensed consolidated financial statements have been prepared using the going concern basis of accounting. The Group accounts consolidate the assets, liabilities and results of Vedanta Resources Limited and of its subsidiaries companies.

These financial statements are approved for issue by the Board of Directors on 4 December 2025.

These financial statements are presented in US dollars being the functional currency of the Company and all values are rounded off to the nearest million except when indicated otherwise. Amounts less than US\$ 0.5 million have been presented as “0”.

b) Basis of Measurement

The Group’s interim condensed consolidated financial statements have been prepared using an accrual method of accounting and on historical cost convention except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

c) Going concern

The Group has prepared the consolidated financial statements on a going concern basis. The Directors have considered a number of factors in concluding on their going concern assessment.

The Group monitors and manages its funding position and liquidity requirements throughout the year and routinely forecasts its future cash flows and financial position. The key assumptions for these forecasts include production profiles, commodity prices and financing activities.

Prior to current period, the last going concern assessment carried out for the period ended 31 March 2025 was approved by the Board of Directors in June 2025. The Directors were confident that the Group will be able to operate within the levels of its current facilities for the foreseeable future, that the Group will be able to roll-over or obtain external financing as required and that prices will remain within their expected range.

While the mitigating actions as highlighted in the period ended 31 March 2025 financial statements remain available to the Group, following recent significant developments have had a positive bearing on the liquidity and Company's ability to continue as a going concern;

a. Vedanta has raised \$1.5bn to pay existing debt.

The Directors consider that the expected operating cash flows of the Group combined with the current finance facilities which are in place give them confidence that the Group has adequate resources to continue as a going concern.

The Directors have considered the Group's ability to continue as a going concern in the period to 31 March 2027 ("the going concern period") under both a base case and a downside case.

The downside case assumes, amongst other sensitivities, delayed ramp-up and re-opening of projects, deferment of additional capital expenditure and a conservative assumption of uncommitted refinancing.

• **Covenant Compliance**

The Group's financing facilities, including bank loans and bonds, contain covenants requiring the Group to maintain specified financial ratios. The Group has complied with all the covenant requirements till 30 September 2025.

The Directors of the Group are confident that the Group will be able to comply requisite covenants for the going concern period and will be able to execute mitigating actions as mentioned below, to ensure that the Group avoids, or secures waivers or relaxations for future period breaches, if any, of its covenants during the going concern period.

Mitigating actions

The mitigating options available to the Group and Company to address the uncertainties in relation to going concern include:

- Execution of an off-take agreement covering certain future production and amounting potentially to c. US\$ 1 billion. The Group is currently negotiating with a number of interested bidders for an off-take agreement, under which the Group would receive an advance payment in return for supply of certain future production. However, no agreement has been concluded and there is a therefore uncertainty as to the Group's ability to access these funds.
- Extension of working capital facilities and rollover of commercial papers: As at 30 September 2025, the Group had unutilised working capital facilities amounting to c. US\$ 0.9 billion and commercial papers in issue amounting to c. US\$ 0.2 billion. These facilities are not committed for the full duration of the going concern period to March 2027, but rather must be extended or rolled over. There is therefore a risk that, in adverse market conditions, the Group would not be able to extend or roll over these facilities. However, the Directors assess that the Group

has a strong record of extending and rolling over these short-term facilities and has historically had significantly higher levels of commercial papers in issue.

- Access to buyer's/supplier's credit and customer advances: As at 30 September 2025, the Group had c. US\$ 2.0 billion of supplier's credit and c. US\$ 0.3 billion of advances from customers. These financing arrangements are integral to the business of certain Group divisions but are not committed for the full duration of the going concern period. There is therefore a risk that the Group will not be able to access these financing arrangements in the future. Nevertheless, the Directors note that the Group has in the past consistently obtained supplier credit and customer advances at current levels.

Conclusion

Notwithstanding the factors described above, the Directors have confidence in Group's ability to execute sufficient mitigating actions. Based on these considerations, the Directors have a reasonable expectation that the Group and the Company will meet its commitments as they fall due over the going concern period. Accordingly, the Directors continue to adopt the going concern basis in preparing the Group's consolidated financial statements and Company's standalone financial statements.

2(a) Accounting policies

The interim condensed consolidated financial statements are prepared using the same accounting policies and methods of computation as applied in the audited 31 March 2025 consolidated financial statements of the Group except for those mentioned in 2(b) below.

2(b) Application of new and revised standards

The Group has not adopted, with effect from 01 April 2025, any new and revised standards and interpretations.

The new and amended standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below:

New pronouncement	Effective date
Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	01 January 2026
Annual Improvements to IFRS Accounting Standards	01 January 2026
IFRS 18 – Presentation and Disclosures in Financial Statements	01 January 2027
IFRS 19 - Subsidiaries without public accountability: disclosures	01 January 2027
IFRS for SMEs third edition	01 January 2027

The amendments are not expected to have a material impact on the Group. The Group has not early adopted any amendments which has been notified but is not yet effective.

2(c) Foreign Exchange Rate

The following exchange rate to US dollar (\$) has been applied:

	Average rate for six months ended 30 September 2025	Average rate for six months ended 30 September 2024	As at 30 September 2025	As at 31 March 2025
Indian rupee	86.44	83.59	88.80	85.47

2(d) Restatement of the comparative period financial information

The following changes have been made to the comparative period's Consolidated Cash Flow Statement presented within these financial statements:

Receipts from sale of equity shares of subsidiary of US\$ 866 million have been reclassified from investing activities to financing activities in the Consolidated Cash Flow Statement. There is no impact on net cash flows for the period, due to this re-classification.

3(a) Significant Estimates:

(i) Recoverability of deferred tax and other income tax assets

The Group has carried forward tax losses and unabsorbed depreciation that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilized. This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets. This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the consolidated income statement.

The Group has tax receivables on account of refund arising on account of past amalgamation and relating to various tax disputes. The recoverability of these receivables involves application of judgement as to the ultimate outcome of the tax assessment and litigations. This pertains to the application of the legislation, which in certain cases, is based upon management's interpretation of country specific tax law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to make informed decisions.

(ii) Copper operations in Tamil Nadu, India

Existing Plant:

Tamil Nadu Pollution Control Board ("TNPCB") had issued a closure order of the Tuticorin Copper smelter, against which the Group had filed an appeal with the National Green Tribunal ("NGT"). NGT had, on 08 August 2013, ruled that the Copper smelter could continue its operations subject to implementation of recommendations of the Expert Committee appointed by the NGT. The TNPCB had filed an appeal against the order of the NGT before the Hon'ble Supreme Court of India.

In the meanwhile, the application for renewal of Consent to Operate ("CTO") for existing copper smelter was rejected by TNPCB in April 2018. The Company had filed an appeal before the TNPCB Appellate Authority challenging the Rejection Order. During the pendency of the appeal, the TNPCB vide its order dated 23 May 2018 ordered closure of existing copper smelter plant with immediate effect.

Further, the Government of Tamil Nadu issued orders on the same date with a direction to seal the existing copper smelter plant permanently which were not in accordance with the procedure prescribed under applicable laws. Subsequently, the Directorate of Industrial Safety and Health passed orders dated 30 May 2018, directing the immediate suspension and revocation of the Factory Licence and the Registration Certificate for the existing smelter plant.

The Group appealed this before the NGT. NGT vide its order on 15 December 2018 had set aside the impugned orders and directed the TNPCB to pass fresh orders for renewal of consent and authorization to handle hazardous substances, subject to appropriate conditions for protection of environment in accordance with law.

The State of Tamil Nadu and TNPCB approached the Hon'ble Supreme Court in Civil Appeals on 02 January 2019 challenging the judgement of NGT dated 15 December 2018 and the previously passed judgement of NGT dated 08 August 2013. The Hon'ble Supreme Court vide its judgement dated 18 February 2019 set aside the judgements of NGT dated 15 December 2018 and 08 August 2013 solely on the basis of maintainability and directed the Group to file an appeal in High court.

The Group had filed a writ petition before the Madras High Court challenging the various orders passed against the Group in FY 2018 and FY 2013. On 18 August 2020, the Madras High Court delivered the judgement wherein it dismissed all the Writ Petitions filed by the Group. Thereafter, the Group had approached the Hon'ble Supreme Court and challenged the said High Court order by way of a Special Leave Petition ("SLP").

The Hon'ble Supreme Court, after hearing the parties to the proceedings had dismissed the SLP filed by the Group vide judgment dated 29 February 2024. On 01 April 2024, The Group preferred a review petition before the Hon'ble Supreme Court. In the said review petition, the Group also moved an application for open Court hearing of the review petition. The review petition, along-with the application for listing the review petition in the open Court, was dismissed on 22 October 2024. The Group is currently evaluating legal remedies available to it including filing of curative petition before the Hon'ble Supreme Court.

Additionally, in a Public Interest Litigation (PIL) filed before the Madras High Court seeking to demolish the Copper Smelter Plant and restore the site to its previous state by remediating the environment, the Madras High Court on 11th June 2025, appointed an independent Committee for evaluating the sites and taking steps towards remediation if required. The Committee has been constituted by Chairman Central Pollution Control Board (CPCB) and is expected to take further steps in the matter.

In compliance with the High Court's order, the committee held a personal hearing for the Petitioner and Respondent No. 4 (Vedanta) on 04 August 2025 and accepted their written submissions on 06 August 2025.

Expansion Plant:

Separately, the Group had filed a fresh application for renewal of the Environmental Clearance for the proposed Copper Smelter Plant 2 ("Expansion Project") dated 12 March 2018 before the Expert Appraisal Committee of the Ministry of Environment, Forest and Climate Change ("MoEFCC") wherein a sub-committee was directed to visit the Expansion Project site prior to prescribing the Terms of Reference.

In the meantime, the Madurai Bench of Madras High Court in a Public Interest Litigation held vide its order dated 23 May 2018 that the application for renewal of the Environmental Clearance for the Expansion Project shall be processed after a mandatory public hearing and in the interim, ordered the Group to cease construction and all other activities on site for the proposed Expansion Project with immediate effect. The MoEFCC had delisted the Expansion Project since the matter was sub-judice. Separately, State Industries Promotion Corporation of Tamil Nadu Limited ("SIPCOT") vide its letter dated 29 May 2018, cancelled 342.22 acres of the land allotted for the proposed Expansion Project. Further, the TNPCB issued orders on 07 June 2018 directing the withdrawal of the Consent to Establish ("CTE") which was valid till 31 March 2023.

The Group had approached Madras High Court by way of writ petition challenging the cancellation of lease deeds of land (Gross block: US\$ 4 million (Net block: US\$ nil million)) by

SIPCOT pursuant to which an interim stay had been granted. The Group had also appealed this action before the TNPCB Appellate Authority. The matter has been adjourned until further notice.

As per the Group's assessment, it is in compliance with the applicable regulations and hence preferred a review petition before the Hon'ble Supreme Court. Considering prolonged time of plant closure and uncertainties around opening of plant due to rejection of SLP by Hon'ble Supreme Court, the Group had carried out an impairment assessment, on Tuticorin plant assets having carrying value of US\$ 187 million (including PPE, CWIP and inventory) 31 March 2024 using Depreciated Replacement Cost / Scrap Value method for PPE and CWIP, and Net recoverable method for inventory. Accordingly, impairment on assets of US\$ 81 million (including Goodwill of US\$ 12 million, PPE of US\$ 45 million, CWIP of US\$ 16 million and loss on inventory of US\$ 8 million) has been recorded during the year ended 31 March 2024.

The Group has carried out an impairment analysis for existing plant assets using Depreciated Replacement Cost / Scrap Value method for PPE and CWIP, and Net recoverable method for inventory and concluded that there exists no further impairment against the total net carrying values of PPE, CWIP & Inventory as on 30 September 2025 of US\$ 84 million (31 March 2025: US\$ 100 million).

Property, plant and equipment as on 30 September 2025 of US\$ 46 million (31 March 2025: US\$ 48 million) and inventories of US\$ 11 million as on 30 September 2025 (31 March 2025: US\$ 26 million), pertaining to existing and expansion plant, could not be physically verified, anytime during the current period and previous year, as the access to the plant is presently restricted. However, any difference between book and physical quantities is unlikely to be material.

(iii) ESL- Consent to operate ("CTO")

ESL, had filed application for renewal of CTO on 24 August 2017 for a period of five years which was denied by Jharkhand State Pollution Control Board ("JSPCB") on 23 August 2018, as JSPCB awaited response from the MoEFCC over a 2012 show-cause notice. After a personal hearing towards the show cause notice, the MoEFCC revoked the Environment Clearance ("EC") on 20 September 2018. The High Court of Jharkhand granted stay against both revocation orders and allowed the continuous running of the plant operations under regulatory supervision of the JSPCB. Jharkhand High Court, on 16 September 2020, passed an order vacating the interim stay in place beyond 23 September 2020, while listed the matter for final hearing. ESL urgently filed a petition in the Hon'ble Supreme Court, and on 22 September 2020, ESL was granted permission to run the plant till further orders.

The Forest Advisory Committee ("FAC") of the MoEFCC granted the Stage 1 clearance and the MoEFCC approved the related Terms of Reference ("TOR") on 25 August 2020. ESL presented its proposal before the Expert Appraisal Committee ("EAC") after completing the public consultation process and the same has been recommended for grant of EC subject to Forest Clearance by the EAC in its 41st meeting dated 29 and 30 July 2021. Vide letter dated 25 August 2021, the MoEFCC rejected the EC "as of now" due to stay granted by Madras High Court vide order dated 15 July 2021 in a Public Interest Litigation filed against the Standard Operating Procedure which was issued by the MoEFCC for regularization of violation case on 07 July 2021. The Hon'ble Supreme Court vide order dated 09 December 2021 decided the matter by directing the MoEFCC to process the EC application of ESL as per the applicable law within a period of three months. The MoEFCC vide its letter dated 02 February 2022 has deferred the grant of EC till Forest Clearance ("FC") Stage-II is granted to ESL. ESL has submitted its reply against the MoEFCC letter vide letter dated 11 February 2022 for reconsidering the decision of linking EC with FC as the grant of FC Stage - II is not a condition precedent for grant of EC. As per Stage 1 clearance, the Group is required to provide non-forest land in addition to the afforestation cost. The Group, based on the report of an Environment Impact Assessment consultant, had recognised a provision of US\$ 26 million as part of special item during the year ended 31 March

2021 with respect to the costs to be incurred by it for obtaining EC and an additional US\$ 1 million was provided against final order relating to wildlife conservation plan received during the year ended 31 March 2022.

On 05 June 2023, the MoEFCC revoked the FC Stage-I against which ESL has written a letter for reconsideration. Against the revocation, representations have been made by ESL as well as by the State Government for reconsideration of revocation as substantial progress has been made in identification and procurement of the land required in this respect.

With respect to the petition filed against the revocation of EC as stated above, Hon'ble High Court of Jharkhand while considering the fact that modalities are being worked out between the State government, MoEF and ESL, has also taken on record the progress made by the Group in terms of the procurement of land for the purpose of Compensatory Afforestation ("CA") and vide its order dated 01 May 2025 has set aside the revocation of EC on the ground of natural justice and remanded the matter back to MoEF for the fresh hearing within a specified period on the show cause notice issued earlier by them in connection thereof and directed that the Group can continue with its operation subject to final decision of MoEF, under the supervision of JPSCB.

The MoEFCC has directed the State Government for updated status vide letter dated 12 February 2025 post receiving letter dated 01 February 2025 from ESL requesting for consideration in light of the land issues in the State. The MoEFCC is formulating a policy pertaining to CA Land imposition in violation cases. The Policy is awaited and expected to be released shortly. Meanwhile, ESL has applied for FC again in March 2025 (continuation of last FC) in light of the Policy and lapsing of 5 years statutory timeline. Currently the proposal has been approved by the State and forwarded to MoEF for further process which is under consideration as on this date. Meanwhile, MoEF pursuant to the order of Hon'ble High Court of Jharkhand as stated above has concluded its first hearing on 26 May 2025 and issued direction to all the stakeholders to share the relevant documents and a joint inspection of the Steel plant was conducted on 12 June 2025 by MoEF and JPSCB. The 2nd MoEFCC hearing was held on 28 August 2025 whereby all the parties have submitted their representations, and outcome thereof is awaited as on this date.

Pending completion of the entire process and determination of aggregate cost, US\$ 31 million (net of US\$ 36 million paid) towards cost of land and US\$ 23 million towards other related costs etc. (net of US\$ 2 million paid) has been provided on estimated basis in earlier years has been carried forward as on 30 September 2025. Differential amount and/or adjustments in this respect will be given effect on determination thereof. On receipt of EC, application for obtaining CTE and then CTO will be made by ESL.

3(b) Business combinations, acquisitions and disposals

(i) Konkola Copper Mines Plc ("KCM"):

VRL through its wholly owned subsidiary, Vedanta Resources Holdings Limited ("VRHL") holds 79.4% equity stake in KCM. ZCCM Investments Holdings Plc ("ZCCM-IH"), which owns 20.6% of the shares in KCM had obtained an ex parte order from the High Court of Zambia appointing a provisional liquidator ("PL") for KCM in May 2019. As all the significant decision-making powers, including carrying on the business of KCM and taking control over all the assets of KCM, rests with the PL, the appointment of PL had caused loss of its control over KCM. Accordingly, the Group deconsolidated KCM with effect from 21 May 2019. Various legal proceedings were initiated and carried out during 2019–2023.

On 06 November 2023, VRL, ZCCM-IH and KCM signed a new shareholder agreement for KCM as well as an Implementation Agreement that sets out the terms for VRHL's re-entry and new investment into KCM. Post the completion of scheme of arrangement, the provisional liquidator was removed in late July 2024 and the Board of KCM was re-instated on 31 July 2024. This re-instatement of control of VRHL over KCM, meets the definition of business combination as per the principles of IFRS 3. Hence, the transaction was recorded using the acquisition method in consolidated financial Statements of VRL for the year ended 31 March 2025 in accordance with

IFRS 3.

The net assets of KCM recognised as on 30 September 2024 financial statements were based on a provisional assessment of their fair value. The valuation had not been completed by the date the financial statements were approved for issue by the Board of Directors. For the purpose of the annual financial statements for the year ended 31 March 2025, the valuation exercise was completed, and final acquisition accounting was done. The acquisition date fair value of the Property, plant and equipment was recorded at US\$ 2,143 million, a decrease of US\$ 36 million over the provisional value. The value of Mining rights (intangible assets) was recorded at US\$ 565 million, the assessment of which was not completed in September 2024. As a result, in financial statements for the year ended 31 March 2025 there was an increase in the deferred tax liability of US\$ 159 million and an increase in the non-controlling interest of US\$ 23 million. The fair value of the investment held in KCM was increased by US\$ 498 million. Goodwill was recognised at US\$ 135 million against gain on bargain purchase of US\$ 16 million.

Following is the summary:

a) Purchase consideration – US\$ Nil

The assets and liabilities recognised (other than deferred tax liability) on the date of acquisition:

(US\$ millions)

Particulars	As of 31 March 2025
Property, plant and equipment	2,143
Mining rights	565
Other non-current assets	46
Inventories	111
Trade and other receivables	201
Cash and cash equivalents	235
Deferred tax assets	330
Total assets (A)	3,631
Borrowings	634
Provisions	32
Trade and other payables	752
Current tax liabilities	0
Total liabilities (B)	1,418
Net assets acquired (C) = (A) - (B)	2,213

b) Calculation of Goodwill:

(US\$ millions)

Particulars	As of 31 March 2025
Fair value of existing stake	1,538
Fair value of non-controlling interest ("NCI")	300
Deferred tax liability acquired	498
Non-equity non-controlling interests	12
Less: Fair value of net assets acquired (other than deferred tax asset)	(2,213)
Goodwill	135

c) Revenue and loss after tax from the following reporting period:

(US\$ millions)

Particulars	For year ended 31 March 2025	For six months ended 30 September 2024
Revenue	390	1
Loss after tax	-106	-34

d) Revenue and profit after tax from the following reporting period:

(US\$ millions)

Particulars	For year ended 31 March 2025	For six months ended 30 September 2024
Revenue	405	16
Loss after tax	-316	-241

Gain arising on re-measurement of existing equity stake in KCM amounting to US\$ 1,272 million (30 September 2024: US\$ 774 million) is recognized in Investment Revenue- Special items during the year ended 31 March 2025.

(ii) Scheme of Arrangements for Demerger

The Board of Directors of Vedanta Limited, in its meeting held on 29 September 2023, had approved a Scheme of Arrangement ("the Original Scheme") for demerger of various businesses of the Company, namely, demerger of the Company's Aluminium (represented by the Aluminium segment), Merchant Power (represented by the Power segment), Oil & Gas (represented by the Oil and Gas segment), Base Metals (represented by the Copper and Zinc International segment) and Iron Ore (represented by Iron Ore segment and Steel business) Undertakings, resulting in 6 separate companies (including Vedanta Limited, being the demerged Company), with a mirrored shareholding and consequent listings at BSE Limited and National Stock Exchange of India Limited ("the Stock Exchanges"). The Stock Exchanges gave their no-objection to the Scheme.

A first motion application, in respect of the Original Scheme, was filed by demerged company (i.e., Vedanta Limited) and four resulting companies (i.e., Vedanta Aluminium Metal Limited ("VAML"), Malco Energy Limited ("MEL"), Vedanta Base Metals Limited ("VBML") and Vedanta Iron and Steel Limited ("VISL")) before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") on 06 August 2024 ("VEDL First Motion"). The Hon'ble NCLT by way of its order dated 21 November 2024 ("VEDL NCLT Order") inter alia:

- directed the Company to convene a meeting of its equity shareholders, secured creditors and unsecured creditors within 90 days of the date of receipt of the order;
- directed MEL to convene a meeting of its secured creditors and unsecured creditors within 90 days of the date of receipt of the order;
- dispensed with the meeting of equity shareholders of VAML, MEL, VBML and VISL; and
- dispensed with the meeting of secured and unsecured creditors of VAML, VBML and VISL.

In December 2024, Vedanta Limited and other five resulting companies decided not to proceed with implementation of Part V of the Original Scheme, i.e., demerger of Base Metal undertaking into VBML, along with making appropriate updates to the Original Scheme ("Updated Scheme"). The non-implementation of the demerger of the Base Metals undertaking shall not affect any other parts of the Original Scheme described above.

In compliance with VEDL NCLT Order, the meetings were held on 18 February 2025 and the Updated Scheme (with modification to exclude demerger of Base Metals Undertaking) was approved by the equity shareholders, secured creditors and unsecured creditors of the Company, as well as the secured and unsecured creditors of MEL.

On 05 March 2025, Vedanta Limited along with VAML, MEL and VISL, filed a second motion petition before the Hon'ble NCLT inter alia seeking sanction of the Updated Scheme. The matter was finally heard by the Hon'ble NCLT on November 12, 2025, and by order of the same date, the Hon'ble NCLT reserved judgment.

Further, a separate first motion application was filed by Talwandi Sabo Power Limited ("TSPL"), one of the resulting companies, with the Hon'ble NCLT, Mumbai on 22 October 2024 ("TSPL First Motion") for demerger of Merchant Power Undertaking of the Company, since TSPL's Registered

Office ("RO") was in the process of being changed from Mansa (Punjab) to Mumbai (Maharashtra) at the time of filing VEDL First Motion. The Hon'ble NCLT, Mumbai by its order dated 04 March 2025, disposed the TSPL First Motion by rejecting the scheme ("TSPL NCLT Order"). In an appeal filed by TSPL, the TSPL NCLT Order has been set aside by the Hon'ble NCLAT, New Delhi vide order dated 15 September 2025 and the matter has been remanded to the Hon'ble NCLT for proceeding with TSPL First Motion. The Hon'ble NCLT by way of its order dated 17 October 2025 inter alia directed (i) dispensation of the meeting of equity shareholders of TSPL; and (ii) TSPL to convene a meeting of its secured creditors and unsecured creditors within 90 days of the date of receipt of the order. The meetings were held on 21 November 2025 and the Updated Scheme was approved by the secured creditors and unsecured creditors of TSPL.

Pending regulatory and other substantive approvals, no adjustments have been recorded during the six months ended 30 September 2025.

(iii) Acquisition of additional Stake

During the year ended 31 March 2025, AvanStrate Inc. Japan ("ASI"), HOYA and Cairn India Holdings Limited ("CIHL") a wholly owned subsidiary of the Company, executed a comprehensive settlement agreement dated 5 August 2024 to settle all liabilities and provide an exit to HOYA (the "Settlement agreement"). On account of the said agreement, the Group acquired its stake of ~46% in ASI. The outstanding obligation of HOYA, as determined by the Settlement Agreement, has been fully paid on 26 August 2024 and HOYA's shareholding has been transferred to CIHL on 29 August 2024. Post HOYA's exit, the Group holds ~98.2% in ASI.

In order to strengthen the ASI operations, the Group expects to re-organise the capital structure of ASI and its subsidiaries ("ASI Group") and is evaluating multiple options. The said reorganisation is expected to result in utilization of brought forward losses at the ASI Group. Hence, net deferred tax asset of US\$ 84 million pertaining to such unutilized tax losses have been recorded during the year ended 31 March 2025, in accordance with principles of IAS-12 - Income taxes.

4. Segment information

The Group is a diversified natural resources Group engaged in exploring, extracting and processing minerals and oil and gas. The Group produces zinc, lead, silver, copper, aluminium, iron ore, oil and gas, ferro alloys, steel, cement, and commercial power and has a presence across India, Zambia, South Africa, Namibia, UAE, Ireland, Australia, Liberia, Japan, South Korea and Taiwan. The Group is also in the business of port operations and manufacturing of glass substrate.

The Group's reportable segments defined in accordance with IFRS 8 are as follows:

- Zinc- India (comprises zinc and lead India)
- Zinc-International
- Oil & Gas
- Iron Ore
- Copper-India/ Australia
- Copper-Zambia
- Aluminium
- Power

‘Others’ segment mainly comprises port/berth, steel, glass substrate, ferro alloys and cement business and those segments which do not meet the quantitative threshold for separate reporting. Each of the reportable segments derives its revenues from these main products and hence these have been identified as reportable segments by the Group’s chief operating decision maker (“CODM”).

Management monitors the operating results of reportable segments for the purpose of making decisions about resources to be allocated and for assessing performance. Segment performance is evaluated based on the Earnings Before Interest, Taxes, Depreciation, and Amortization (“EBITDA”) of each segment. Business segment financial data includes certain corporate costs, which have been allocated on an appropriate basis. Inter-segment sales are charged based on prevailing market prices.

The following tables present revenue and profit information for the six months ended 30 September 2025 and 30 September 2024 and certain asset and liability information regarding the Group’s reportable segments as at 30 September 2025 and year ended 31 March 2025. Items after operating profit are not allocated by segment.

(a) Reportable segments

For the Six months ended 30 September 2025

	(US\$ million)										
	Zinc-India	Zinc- International	Oil and gas	Iron Ore	Copper-India/ Australia	Copper- Zambia	Aluminium	Power	Others	Elimination	Total operations
REVENUE											
Sales to external customers	1,823	276	536	322	1,498	500	3,492	477	443	-	9,367
Add: Inter-segment sales	2	-	-	-	3	-	5	17	33	(60)	-
Segment revenue	1,825	276	536	322	1,501	500	3,497	494	476	(60)	9,367
Segment Result											
EBITDA ⁽¹⁾	954	81	268	37	(11)	(6)	1,156	80	193	-	2,752
Less: Depreciation and amortisation ⁽²⁾	197	38	179	25	3	186	148	35	31	-	842
Less: Other expense*	-	-	81	-	-	-	-	-	-	-	81
Operating profit/ (loss) before special items	757	43	8	12	(14)	(192)	1,008	45	162	-	1,829
Investment revenue	-	-	-	-	-	-	-	-	-	-	128
Finance costs	-	-	-	-	-	-	-	-	-	-	(781)
Other gains and (losses) [net]	-	-	-	-	-	-	-	-	-	-	(4)
Special items (Refer Note 5)	-	-	-	-	-	-	-	-	-	-	(239)
Profit before tax											933
Segment assets	2,836	1,331	2,520	712	697	3,186	7,838	1,837	1,217	-	22,174
Financial asset investments	-	-	-	-	-	-	-	-	-	-	193
Deferred tax assets	-	-	-	-	-	-	-	-	-	-	418
Short-term investments	-	-	-	-	-	-	-	-	-	-	2,073
Cash and cash equivalents	-	-	-	-	-	-	-	-	-	-	686
Tax assets	-	-	-	-	-	-	-	-	-	-	212
Others	-	-	-	-	-	-	-	-	-	-	358
TOTAL ASSETS											26,114
Segment liabilities	808	238	1,252	363	1,018	742	2,024	249	495	-	7,189
Borrowings	-	-	-	-	-	-	-	-	-	-	13,997
Current tax liabilities	-	-	-	-	-	-	-	-	-	-	191
Deferred tax liabilities	-	-	-	-	-	-	-	-	-	-	1,421
Others	-	-	-	-	-	-	-	-	-	-	354
TOTAL LIABILITIES											23,152
Other segment information											
Impairment reversal/ (charge) (Refer note 5)	-	-	-	-	-	-	-	(239)	-	-	(239)

*Exploration costs written off

For the Six months ended 30 September 2024

	(US\$ million)										
	Zinc-India	Zinc- International	Oil and gas	Iron Ore	Copper-India/ Australia	Copper- Zambia**	Aluminium	Power	Others	Elimination	Total operations
REVENUE											
Sales to external customers	1,888	212	688	316	1,327	1	3,256	418	562	-	8,668
Add: Inter-segment sales	2	-	-	6	1	-	4	-	25	(38)	-
Segment revenue	1,890	212	688	322	1,328	1	3,260	418	587	(38)	8,668
Segment Result											
EBITDA ⁽¹⁾	960	67	270	39	(9)	(30)	1,028	54	221	-	2,600
Less: Depreciation and amortisation ⁽²⁾	196	24	162	24	15	14	162	33	23	-	653
Less: Other expense*	-	-	15*	-	-	-	-	-	-	-	15
Operating profit/ (loss) before special items	764	43	93	15	(24)	(44)	866	21	198	-	1,932
Investment revenue	-	-	-	-	-	-	-	-	-	-	131
Finance costs	-	-	-	-	-	-	-	-	-	-	(1,063)
Other gains and (losses) [net]	-	-	-	-	-	-	-	-	-	-	5
Special items (Refer Note 5)	-	-	-	-	-	-	-	-	-	-	1,142
Profit before tax											2,147

*Exploration costs written off

**During the six months ended 30 September 2024, the Group regained control over KCM and consolidated it with effect from 31 July 2024, refer note number 3(b)(i) for details.

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Year ended 31 March 2025

											(US\$ million)
Particulars	Zinc-India	Zinc- International	Oil and gas	Iron Ore	Copper-India/ Australia	Copper- Zambia**	Aluminium	Power	Others	Elimination	Total operations
Segments assets	2,684	1,170	2,716	697	557	3,177	7,774	1,932	1,181	-	21,888
Financial asset investments											187
Deferred tax assets											383
Short-term investments											2,066
Cash and cash equivalents											601
Tax assets											198
Others											346
TOTAL ASSETS											25,669
Segment liabilities	782	216	1,407	373	838	575	2,194	155	527	-	7,067
Borrowings											13,757
Current tax liabilities											133
Deferred tax liabilities											1,473
Others											325
TOTAL LIABILITIES											22,755
Other segment information											
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets ⁽⁴⁾	599	252	333	158	4	2,719	913	218	145	-	5,345
Impairment charge/ (reversal) ⁽³⁾	-	-	313	-	-	100	-	-	(34)	-	379

***During the year ended 31 March 2025, the Group regained control over KCM and consolidated it with effect from 31 July 2024, refer note number 3(b)(i) for details.*

(1) EBITDA is a non-IFRS measure and represents earnings before special items, depreciation, amortisation, other gains and losses, interest and tax.

(2) Depreciation and amortisation are also provided to the chief operating decision maker on a regular basis.

(3) Included under special items (Note 5).

(4) Additions to property, plant and equipment, exploration and evaluation assets and intangible assets includes US\$ 4 million (31 March 2024: US\$ 2 million) not allocated to any segment.

Disaggregation of revenue

Below table summarises the disaggregated revenue from contracts with customers:

(US\$ million)

Particulars	Six months ended 30 September 2025 (Unaudited)	Six months ended 30 September 2024 (Unaudited)
Zinc metal	1,476	1,457
Lead metal	234	300
Silver metal and bars	378	365
Oil	397	536
Gas	141	158
Iron ore	124	118
Pig iron	213	242
Metallurgical coke	9	12
Copper products	1,837	1,307
Aluminium products	3,378	3,170
Power	343	314
Steel products	300	333
Ferro alloys	58	70
Others	482	346
Revenue from contracts with customers	9,370	8,728
Revenue from contingent rents	93	85
Loss on provisionally priced contracts under IFRS 9	(96)	(145)
Total Revenue	9,367	8,668

5. Special items

(US\$ million)

	Six months ended 30 September 2025			Six months ended 30 September 2024		
	Special items	Tax effect	Special items after tax	Special items	Tax effect	Special items after tax
Trade receivable written off in power segment ⁷	(164)	41	(123)	-	-	-
Capital creditors settlement in power segment ⁸	(75)	19	(56)	-	-	-
Impact of state levies on zinc ^{1,2}	-	-	-	(10)	3	(7)
Impact of state levies on iron ore ²	-	-	-	(17)	3	(14)
Gross (loss)/profit special items	(239)	60	(179)	(27)	6	(21)
Impairment reversal/ (charge)						
- oil & gas assets ^{3,4,5}	-	-	-	313	(103)	210
- others ⁶	-	-	-	(34)	-	(34)
Total impairment reversal/(charge) (net)	-	-	-	279	(103)	176
Operating (loss)/profit special items	(239)	60	(179)	252	(97)	155
Gain on consolidation of KCM (refer note 3(b)(i))	-	-	-	890	-	890
Total (loss)/profit of Special items	(239)	60	(179)	1,142	(97)	1,045

1. Zinc - Land tax: during the six months ended 30 September 2024, the Group has opted to settle matters pertaining to land tax for the period till February 2024, by availing the Amnesty Scheme 2024 as launched by State of Rajasthan. Pursuant to which the Group has recorded a provision of US\$ 3 million. Furthermore, the State of Rajasthan vide the same notification has exempted land tax payable on all classes of land with effect from 08 February 2024.

2. The Supreme Court of India vide its order dated 25 July 2024 (the "Supreme Court Order") opined that the state governments have powers to levy additional taxes/cess on mineral bearing land and mining rights thereof and also held that royalty is not a tax. The Supreme Court vide its further order dated 14 August 2024, clarified that the state governments can levy or renew demands of tax/cess on the existing cases initiated on or after 01 April 2005 which will be payable in 12 annual instalments commencing from 01 April 2026.

Zinc - Environment and Health Cess: The State of Rajasthan had levied Environment and Health Cess through a notification in year 2008 on major minerals including lead and zinc which later got rescinded in 2017. As per management's assessment on account of the Supreme Court Order, the Group has recorded a provision of US\$ 7 million. However, the Group has not received any demand notice post Supreme Court Order till date.

Iron ore - Transport Cess: The Group and other miners had challenged the cess imposition under Goa Rural Improvement and Welfare Cess Act, 2000 (the "Act") in the High Court of Bombay, which upheld the Act's validity in September 2018. The Group's appeal is currently pending before the Supreme Court. As per management's assessment on account of the Supreme Court Order, the Group has recorded a provision of US\$ 17 million.

3. During the six months ended 30 September 2024, the Oil & Gas segment of the Group has commenced injection of Alkaline Surfactant Polymer (ASP) flooding in selective well pads of the Mangala field. In order to extend the injection across the field, the Group has identified cluster-based development approach. The execution of cluster-based approach has commenced with the award of surface facilities and on ground mobilization. As a result of the above, the Group is planning for the development of remaining clusters. Accordingly, the Group evaluated the fair value of the Oil & Gas business and updated other key assumptions such as Brent price, discount rate, tax rate etc., in line with market participant approach. The recoverable amount of the Company's share in Rajasthan Oil and Gas cash generating unit ("RJ CGU") is determined to be US\$ 1,574 million as at 30 September 2024, resulting in an impairment reversal of US\$ 313 million on its assets in the oil and gas producing facilities.

4. The Government of India ("GoI"), acting through the Directorate General of Hydrocarbons ("DGH"), had raised demand up to 14 May 2020 for Government's additional share of Profit Oil, based on its computation of disallowance of cost incurred over retrospective re-allocation of certain common costs between Development Areas (DAs) of Rajasthan Block; recovery of exploration costs incurred after the Exploration phase; and certain other matters aggregating to US\$ 1,162 million and applicable interest thereon representing share of Vedanta Limited and its subsidiary.

The Group had disputed the aforesaid demand and invoked arbitration as per the provisions of the Production Sharing Contract. The Group had received the Final Partial Award dated 22 August 2023 from the Arbitration Tribunal ('the Tribunal') as amended by orders dated 15 November 2023 and 08 December 2023 ('the Award'), dismissing the Government's contention of additional

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Profit Petroleum in relation to allocation of common development costs across Development Areas and certain other matters in accordance with terms of the Production Sharing Contract for Rajasthan Block, while allowing some aspects of the audit objections raised. Further, the Tribunal had decided that the Group was allowed to claim cost recovery of exploration cost as per terms of the Production Sharing Contract.

Pursuant to the Award, the Group had recognized a benefit of US\$ 578 million in revenue from operations in financial year ended 31 March 2024. The Group has been adjusting the profit petroleum liability against the aforesaid benefit.

GoI filed interim relief application to the Tribunal on 3 February 2024 stating that the Group has unilaterally enforced the Award although the quantification of the same is pending. The Tribunal vide its order dated 29 April 2024 has denied GoI's interim relief application. GoI filed an appeal before the Delhi High Court ("Section 37 Appeal"). On 11 July 2025, the Delhi High Court dismissed GoI's Section 37 Appeal.

In the interim, Quantum Proceedings have commenced. The Group has filed its claim for US\$ 512 million before the Tribunal and GoI, while disputing the claim of the Group, has filed a claim of US\$ 210 million to the Tribunal. Hearing in the matter is scheduled in March 2026.

GoI had also filed a challenge against the Award on 7 March 2024 in Delhi High Court ("Section 34 Application"). Notice has been issued in the matter and Group has filed its reply on 30 August 2024. No stay has been granted on operation of the Award. And the matter is currently being heard by Delhi High Court. The Group believes that the Court may not re-appreciate the evidence in Section 34 Application, as the interpretation by the Tribunal is plausible.

5. The Group's Production Sharing Contract (PSC) for the Cambay Block (CB-OS/2) expired on 29 June 2023. The Group, along with its joint venture partners, had submitted an application for extension of the PSC under the Government of India's 2017 Extension Policy in June 2021. The Group received few temporary short-term extensions in the interim. The carrying value of Property, Plant and equipment/ Capital work-in progress and receivables from other joint venture partners in Cambay block is US\$ 51 million.

MoPNG vide its letter dated 19 September 2025 informed that the application for extension of the PSC is not accepted as there were certain delays & procedural non-compliances of PSC such as creation of encumbrance of oil & gas assets as loan security, non-payment of contractual dues, excess cost recovery etc.

The Group has challenged the said rejection before the Hon'ble Delhi High Court through a writ petition filed in September 2025, on the grounds that the rejection is arbitrary and did not consider relevant factors under 2017 Extension policy. The matter is currently sub judice. Next Date of hearing is 4th December 2025.

Based on provisions of PSC, and its interpretation of 2017 extension policy, management believes that the Group is in compliance of provisions of PSC and it will be able to regularize exceptions, if any, in due course and the MoPNG should consider its application positively. Accordingly, no adjustments have been made to the Financial Statement for the six months period ended 30 September 2025.

6. During the six months ended 30 September 2024, ASI recorded a provision of US\$ 34 million for impairment of certain CWIP projects as they are no longer expected to be viable pursuant to the settlement with HOYA (refer note 3(b)(iii)) and as part of the Group's broader expansion strategy, wherein management reassessed the CWIP portfolio from a future usage, efficiency, and viability perspective.
7. Up to 31 March 2025, Talwandi Sabo Power Limited ("TSPL"), a wholly owned subsidiary of VEDL, had recognized a receivable of US\$ 164 million (INR 1,407 crore) in respect of Mega power benefit based on its assessment of the merits of the case. Pursuant to the judgment of the Hon'ble Supreme Court of India's dated 19 August 2025, the matter has been decided against the TSPL. TSPL has filed a Review Petition before the Hon'ble Supreme Court against said order on 17 September 2025, currently it is pending for adjudication. Consequently, the aforesaid receivable is no longer recoverable and has been written off during the six months ended 30 September 2025.
8. During FY 2023-24, TSPL terminated its contract with SEPCO Electric Power Construction Corporation ("SEPCO") due to persistent non-performance affecting plant operations and litigations were ongoing. Subsequently, under the Settlement Agreement dated 11 September 2025, TSPL and SEPCO agreed to a full and final payment of US\$ 75 million (INR 660 Crore) to SEPCO towards its outstanding claims. The settlement payment has been charged during the six months ended 30 September 2025. TSPL and SEPCO have filed the joint application for consent award before the Arbitral Tribunal for termination of arbitration proceedings and the said consent award is awaited.

6. Other gains and (losses) (net)

	(US\$ million)	
	Six months ended 30 September 2025	Six months ended 30 September 2024
Foreign exchange (loss)/gains (net)	(26)	4
Net gain/(loss) arising on qualifying hedges and non-qualifying hedges	22	1
Bargain gain on acquisition of KCM	-	16
Total	(4)	21

7. Tax

(a) Tax charge/ (credit) recognised in condensed consolidated Income Statement (including on special items)

	(US\$ million)	
	Six months ended 30 September 2025	Six months ended 30 September 2024
Current tax:		
Current tax on profit for the period	410	262
(Credit) in respect of current tax for earlier years	-	(3)
(Credit) in respect of special items (note 5)	-	(6)
Total current tax expense (a)	410	253
Deferred tax		
Origination of temporary differences	24	56
(Credit)/Expense in respect of Special items (note 5)	(60)	103
Total deferred tax expense (b)	(36)	159
Total Income tax expense ((a)+(b))	374	412
Profit before tax from continuing operations	933	2,147
Effective Income tax rate (%)	40.1%	19.2%

Tax expense

	(US\$ million)	
Particulars	Six months ended 30 September 2025	Six months ended 30 September 2024
Tax effect of special items (Note 5)	(60)	97
Tax expense – others	434	315
Net tax expense	374	412

(b) The tax department had issued demands on account of remeasurement of certain tax incentives, under section 80- IA and 80-IC of the Income-tax Act, 1961. During the year ended 31 March 2020, based on the favourable orders from Income-tax Appellate Tribunal ('the Tribunal') relating to AY 09-10 to AY 2012-13, the Commissioner of Income-tax (Appeals) had allowed these claims for AY 2014-15 to AY 2016-17, which were earlier disallowed and has granted refund of amounts deposited under protest. Currently, for AY 2013-14 to AY 2016-17, the department had filed appeals before the Tribunal, which are pending for disposal.

The department had appealed to the Hon'ble Rajasthan High Court in financial year 2017-18 (for AY 2009-10 to AY 2012- 13) and in FY 2023-24 (for AY 2017-18 and AY 2018-19), against the Tribunal Orders, which are yet to be admitted.

In July 2024, the Group has received the assessment order for AY 2020-21, where similar demands were raised on account of 80-IA and 80-IC. Against the said Order, the Group had appealed before the Tribunal and the favourable order from the Tribunal was received in January 2025, which is consistent with the past orders. The department is yet to file an appeal before HC against the said Order

As per the view of external legal counsel, the department's appeal seeks re-examination of facts rather than raising any substantial questions of law and hence it is unlikely that appeals will be admitted by the High Court. Accordingly, there is a high probability that the case will go in Group's favour. The amount involved in this dispute as of 30 September 2025 is US\$ 1,398 million (31 March 2025: US\$ 1,452 million) plus applicable interest up to the date of settlement of the dispute.

8. Underlying Attributable Profit/(Loss) for the period

Underlying profit/(loss) is an alternative earnings measure, which the management considers to be a useful additional measure of the Group's performance. The Group's underlying profit/ loss is the profit/ (loss) from continuing operations for the period after adding back special items (note 5), other gains/(losses) [net] (note 6) and their resultant tax (including taxes classified as special items) and non-controlling interest effects. This is a non-IFRS measure.

<i>(US\$ million)</i>			
	Note	Six months ended 30 September 2025	Six months ended 30 September 2024
Profit for the period attributable to equity holders of the parent		(2)	995
Loss/(gains) on Special items	5	239	(1,142)
Other gains/(losses) [net]	6	4	(5)
Tax effect of special items (including taxes classified as special items) and other (losses)/gains [net]		(61)	98
Non-controlling interest on special items and other (losses)/gains		(78)	70
Underlying attributable profit for the period		102	16

9. Movement in net debt ⁽¹⁾

(US\$ million)

				Debt due within one year	Debt due after one year*	
	Cash and cash equivalents	Short term Investments and Non- current Bank Deposits ⁽⁵⁾	Total cash and short-term investments	Debt carrying value	Debt carrying value	Total Net Debt
Balance as at 1 April 2025	582	2,065	2,647	(420)	(13,337)	(11,110)
Cash flow from continuing operations ⁽³⁾	68	88	156	(152)	(288)	(284)
Other non-cash changes ⁽²⁾	-	(102)	(102)	(248)	185	(165)
Foreign exchange currency translation differences	(14)	(60)	(74)	20	243	189
Balance as at 30 September 2025	636	1,991	2,627	(800)	(13,197)	(11,370)

* Includes current maturities of long-term borrowings of US\$ 2,880 million as at 30 September 2025.

(US\$ Million)

				Debt due within one year	Debt due after one year*	
	Cash and cash equivalents	Short term Investments and Non- current Bank Deposits	Total cash and short-term investments	Debt carrying value	Debt carrying value	Total Net Debt ⁽⁴⁾
Balance as at 1 April 2024	365	1,616	1,981	(512)	(13,818)	(12,349)
Cash flow from continuing operations ⁽³⁾	(14)	489	475	94	432	1,001
On regaining control of KCM (refer note 3(b)(i))	235	-	235	-	-	235
Other non-cash changes ⁽²⁾	2	(7)	(5)	(12)	(115)	(132)
Foreign exchange currency translation differences	(6)	(33)	(39)	10	164	135
Balance as at 31 March 2025	582	2,065	2,647	(420)	(13,337)	(11,110)

* Includes current maturities of long-term borrowings of US\$ 2,968 million as at 31 March 2025.

(US\$ Million)

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				Debt due within one year	Debt due after one year*	
	Cash and cash equivalents	Short term Investments and Non- current Bank Deposits ⁽⁵⁾	Total cash and short-term investments	Debt carrying value	Debt carrying value	Total Net Debt ⁽⁴⁾
Balance as at 1 April 2024	365	1,616	1,981	(512)	(13,818)	(12,349)
Cash flow from continuing operations ⁽³⁾	447	935	1,382	(356)	(237)	789
On regaining control of KCM (refer note 3(b)(i))	235	-	235	-	-	235
Other non-cash changes ⁽²⁾	-	(26)	(26)	(17)	(27)	(70)
Foreign exchange currency translation differences	5	5	10	2	22	34
Balance as at 30 September 2024	1,052	2,530	3,582	(883)	(14,060)	(11,361)

* Includes current maturities of long-term borrowings of US\$ 3,512 million as at 30 September 2024.

- (1) Net debt is a non-IFRS measure and represents total debt after fair value adjustments under IAS 32 and IFRS 9 as reduced by cash and cash equivalents and short-term investments and changes in liabilities arising from financing activities as per requirements of IAS 7.
- (2) Other non-cash changes comprise of US\$ 102 million (31 March 2025: US\$ 7 million and 30 September 2024: US\$ 26 million) of fair value movement in investments and accrued interest on investments, US\$ 198 million reclassified from long-term borrowings to short-term borrowings and remaining amount relates to amortisation of borrowing costs.
- (3) Consists of net repayment of working capital loan, proceeds and repayments of short-term and long-term borrowings.
- (4) Total net debt excludes movement in lease liabilities which is separately disclosed below.

(5) Short term and Non – current Bank Deposit for the purpose of Statement of Net Debt comprise the following:

	Six months ended 30 September 2025	Six months ended 30 September 2024
Short term investments	2,073	2,520
Bank Deposits – non current	142	117
Investment in bonds at FVOCI	21	21
Less: Restricted funds	(245)	(128)
Total	1,991	2,530

Debt securities issued/ repaid during the period

In June 2025, Vedanta Limited issued unsecured Non-Convertible Debentures (NCDs) of US\$ 270 million (INR 24,000 million) at an interest rate of 9.31%. The NCDs are due for repayment in December 2027.

In June 2025, Vedanta Limited issued unsecured NCDs of US\$ 197 million (INR 17,500 million) at an interest rate of 9.45%. The NCDs are due for repayment in June 2028.

In June 2025, Vedanta Limited issued unsecured NCDs of US\$ 96 million (INR 8,500 million) at an interest rate of 3M OIS + 3.28%. The NCDs are due for repayment in June 2027.

In June 2024, Vedanta Limited issued secured NCDs of US\$ 392 million (INR 34,000 million) at an interest rate of 12.00%. These NCDs were fully repaid in June 2025.

In May 2024, Vedanta Semiconductors Private Limited issued secured NCDs of US\$ 282 million (INR 25,000 million) at an interest rate of 10.00%. The NCDs are due for repayment in May 2026. In May 2025, US\$ 70 million (INR 6,250 million) of these NCDs were repaid. As of 30 September 2025, the carrying value of the NCDs is US\$ 206 million (INR 18,315 million).

During the year ended 31 March 2020, Vedanta Resources Finance 2 Limited issued listed unsecured bonds of US\$ 1,000 million, in two tranches of US\$ 400 million (“Tranche 1”) and US\$ 600 million (“Tranche 2”), at an interest rate of 8% per annum and 9.25% per annum, respectively. The bonds were originally due for repayment in April 2023 (Tranche 1) and April 2026 (Tranche 2). Tranche-1 of US\$ 400 million were fully repaid in April 2023, US\$ 300 million, US\$ 4 million and US\$296 million of Tranche 2 were repaid in January 2025, February 2025 and April 2025 respectively.

Movement in lease liabilities is as follows:

	(US\$ million)
At 01 April 2024	127
Payments made	(21)
Other non-cash changes:	
Net additions	25
Interest on lease liabilities	5
At 30 September 2024	136
At 01 April 2025	160
Payments made	(26)
Other non-cash changes:	
Net additions	34
Interest on lease liabilities	8
At 30 September 2025	176

10. Financial instruments

Financial Assets and Liabilities:

The following tables present the carrying value and fair value of each category of financial assets and liabilities as at 30 September 2025 and 31 March 2025:

	(US\$ million)					
As at 30 September 2025	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	33	-	12	-	45	45
Financial asset investments held at fair value	142	51	-	-	193	193
Short term investments						
- Bank deposits	-	-	-	787	787	787
- Other investments	900	386	-	-	1,286	1,286
Cash and cash equivalents	-	-	-	686	686	686
Other non-current assets and trade and other receivables	25	-	-	1,659	1,684	1,684
Total	1,100	437	12	3,132	4,681	4,681

	(US\$ million)				
As at 30 September 2025	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Liabilities					
Financial instruments (derivatives)	15	131	-	146	146
Trade and other payables**	83	-	6,506	6,589	6,589
Borrowings	-	-	13,997	13,997	14,174
Total	98	131	20,503	20,732	20,909

**Includes operational buyers' credit/suppliers' credit of US\$ 2,036 million

(US\$ million)

As at 31 March 2025	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	8	-	43	-	51	51
Financial asset investments held at fair value	136	51	-	-	187	187
Short term investments						
- Bank deposits	-	-	-	492	492	492
- Other investments	1,130	444	-	-	1,574	1,574
Cash and cash equivalents	-	-	-	601	601	601
Other non-current assets and trade and other receivables	18	-	-	1,905	1,923	1,923
Total	1,292	495	43	2,998	4,828	4,828

(US\$ million)

As at 31 March 2025	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Liabilities					
Financial instruments (derivatives)	13	26	-	39	39
Trade and other payables*	104	-	6,295	6,399	6,397
Borrowings	-	-	13,757	13,757	13,921
Total	117	26	20,052	20,195	20,357

**Includes operational buyers' credit/suppliers' credit of US\$ 1,906 million.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The below tables summarises the categories of financial assets and liabilities as at 30 September 2025 and 31 March 2025 measured at fair value:

(US\$ Million)			
	As at 30 September 2025		
	Level 1	Level 2	Level 3
Financial assets			
At fair value through profit or loss			
- Short term investments	439	461	-
- Financial asset investments held at fair value	-	-	142
- Financial instruments (derivatives)	-	33	-
- Other non-current assets and trade and other receivables	-	25	-
At fair value through other comprehensive income			
- Short-term investments	-	386	-
- Financial asset investments held at fair value	6	21	24
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	12	-
Total	445	938	166
Financial liabilities			
At fair value through profit or loss			
- Financial instruments (derivatives)	-	15	-
- Trade and other payables	-	83	-
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	131	-
Total	-	229	-

(US\$ Million)			
	As at 31 March 2025		
	Level 1	Level 2	Level 3
Financial assets			
At fair value through profit or loss			
- Short term investments	689	441	-
- Financial asset investments held at fair value	-	-	136
- Financial instruments (derivatives)	-	8	-
- Other non-current assets and trade and other receivables	-	18	-
At fair value through other comprehensive income			
- Short term investments	-	444	-
- Financial asset investments held at fair value	5	20	26
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	43	-
Total	694	974	162
Financial liabilities			
At fair value through profit or loss			
- Financial instruments (derivatives)	-	13	-
- Trade and other payables	-	104	-
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	26	-
Total	-	143	-

The below table summarizes the fair value of borrowings which are carried at amortised cost as at 30 September 2025 and 31 March 2025:

(US\$ million)

	As at 30 September 2025		As at 31 March 2025	
	Level 1	Level 2	Level 1	Level 2
Borrowings	3,206	10,968	3,044	10,877
Total	3,206	10,968	3,044	10,877

Reconciliation of Level 3 financial assets fair value measurement

	(US\$ million)
At 1 April 2024	92
Investments made during the year	47
Exchange difference during the year	(0)
At 30 September 2024	139
At 1 April 2024	92
Investments made during the year	73
Investments redeemed during the year	(0)
Exchange difference during the year	(3)
At 31 March 2025	162
At 1 April 2025	162
Investments made during the year	12
Investments redeemed during the year	(1)
Exchange difference during the year	(7)
At 30 September 2025	166

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- Short term investments: Investments traded in active markets are determined by reference to quoted prices in an active market in case of listed securities and by quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house. For other listed securities traded in markets which are not active, the quoted price is used wherever the pricing mechanism is same as for other marketable securities traded in active markets.
- Financial asset investments: Fair value is derived from quoted market prices in active markets. Investments are valued on the basis of market trades, poll and primary issuances for securities issued by the same or similar issuer and for similar maturities or based on the applicable spread movement for the security derived based on the aforementioned factor(s). Other investments, inputs for which are not based on observable market data (unobservable inputs), Fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value. Fair value of investments that are in the nature of 'Investment in OCRPS and Equity shares' are derived from Black Scholes Option Pricing Method (BSOP).
- Bank deposits, Cash and Cash and cash equivalents, Other non-current assets and trade and other receivables (financial): Fair Values approximate their carrying amounts largely due to the short-term maturities of these instruments. Other non-current financial assets including site restoration assets, inputs for which are not based on observable market data (unobservable inputs) and having long term maturities, fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value. Other Investments, inputs for which are not based on observable market data (unobservable inputs), are valued on the basis of net assets value method.

- Trade and other payables (financial) including operational buyers' credit/suppliers' credit and current borrowings: Fair Values approximate their carrying amounts largely due to the short-term maturities of these instruments (except put option liability with non-controlling interests). For other non-current financial liabilities fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value.
- Derivative financial instruments: The Group executes derivative financial instruments with various counterparties. Interest rate swaps, foreign exchange forward contracts and commodity forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques by the Group include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. Commodity contracts are valued using the forward LME rates of commodities actively traded on the listed metal exchange, i.e., London Metal Exchange, United Kingdom (UK).
- Non-current borrowings: Listed bonds are fair valued based on the prevailing market price. For all other long-term fixed-rate and variable-rate borrowings, fair value has been determined using discounted cash flow model based on parameters such as interest rates, specific country risk factors, and the risk characteristics of the financed project noncurrent fixed-rate and variable rate borrowings.

For all other financial instruments, the carrying amount is either the fair value, or approximates the fair value.

The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and the value of other financial instruments recognised at fair value.

The estimated fair value amounts as at 30 September 2025 and 31 March 2025 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each period-end.

There were no significant transfers between level 1, level 2 and level 3 during the current period.

11. Commitments, guarantees, contingencies and other disclosures

A. Commitments

The Group has a number of continuing commitments in the normal course of business including:

- a) Exploratory mining commitments;
- b) Oil and gas commitments;
- c) Mining commitments arising under production sharing agreements; and
- d) Completion of the construction of certain assets.

Estimated amounts for contracts remaining to be executed on capital account and not provided for:

Particulars	(US\$ million)	
	As at 30 September 2025	As at 31 March 2025
Oil & Gas sector		
Cairn Oil & Gas	125	157
Aluminium sector		
Lanjigarh Refinery (Phase II)	85	103
Jharsuguda 1.25 MTPA smelter	11	22
BALCO Smelter Expansion from 0.57 MTPA to 1 MTPA	188	331
Coal & Bauxite Mines	232	197
Zinc sector		
Zinc India (mines expansion, solar and smelter)	669	169
Gamsberg mining and milling project (Phase II)	107	154
Power Sector		
Athena 1200 MW Thermal Power Plant	95	168
Others	760	870
Total	2,272	2,171

Committed work programme (Other than capital commitment):

Particulars	(US\$ million)	
	As at 30 September 2025	As at 31 March 2025
Oil & Gas sector		
Cairn Oil & Gas (OALP blocks)	1,690	1,189

Other Commitments

- The Power division of the Group has signed a long term power purchase agreement (PPA) with GRIDCO Limited for supply of 25% of power generated from the power station with additional right to purchase power (5%/7%) at variable cost as per the conditions referred to in PPA. The PPA has a tenure of twenty-five years, expiring in FY 2037. The Group received favourable order from Odisha Electricity Regulatory Commission (OERC) dated 05 October 2021 for conversion of Independent Power Plant (IPP) to Captive Power Plant (CPP) w.e.f. 01 January 2022 subject to certain terms and conditions. However, OERC vide order dated 19 February 2022 directed the Group to supply power to GRIDCO from 19 February 2022 onwards. Thereafter, the Group has resumed supplying power to GRIDCO from 01 April 2022 as per GRIDCO's requisition. The OERC vide its order dated 03 May 2023 has reviewed its previous order dated 05 October 2021 and directed the Group to operate Unit 2 as an

IPP. Against the final order passed by the OERC, the Group has preferred an appeal before Appellate Tribunal for Electricity on 03 May 2023. The matter is currently listed for hearing.

- b) TSPL has signed a long term PPA with the Punjab State Power Corporation Limited (PSPCL) for supply of power generated from the power plant. The PPA has tenure of twenty five years, expiring in FY 2042.
- c) The Group has executed Power Delivery Agreements (PDA) with Serentica group companies (Serentica Renewables India 1 Private Limited, Serentica Renewables India 3 Private Limited, Serentica Renewables India 4 Private Limited, Serentica Renewables India 5 Private Limited, Serentica Renewables India 6 Private Limited, Serentica Renewables India 7 Private Limited, Serentica Renewables India 8 Private Limited and Serentica Renewables India 9 Private Limited), which are associates of Vedanta Incorporated, for procuring renewable power over twenty five years from date of commissioning of the combined renewable energy power projects (the Projects) on a group captive basis. Further, during the year ended 31 March 2025, the Group has executed new PDA with Serentica Renewables India 14 Private Limited. These Serentica group companies were incorporated for building the Projects of approximately 1,906 MW (31 March 2025: 1,906 MW). During the period ended 30 September 2025, the Group has invested US\$ 12 million (31 March 2025: US\$ 73 million) in Optionally Convertible Redeemable Preference shares (OCRPS) of US\$ 1 (INR 10) each of Serentica group companies. These OCRPS will be converted into equity basis conversion terms of the PDA, resulting in the Group holding twenty six percent stake in its equity. As at 30 September 2025, total outstanding commitments related to PDA with Serentica Group Companies are US\$ 94 million (31 March 2025: US\$ 110 million)

B. Guarantees

The aggregate amount of indemnities and other guarantees on which the Group does not expect any material losses, was US\$ 1,507 million (31 March 2025: US\$ 1,351 million).

The Group has given guarantees in the normal course of business as stated below:

- a) Guarantees and bonds advanced to the customs authorities in India of US\$ 183 million (31 March 2025: US\$ 191 million) relating to the export and payment of import duties on purchases of raw material and capital goods.
- b) Guarantees issued for Group's share of minimum work programme commitments of US\$ 556 million (31 March 2025: US\$ 448 million).
- c) Guarantees of US\$ 12 million (31 March 2025: US\$ 8 million) issued under bid bond for placing bids.
- d) Bank guarantees of US\$ 13 million (31 March 2025: US\$ 15 million) has been provided by the Group on behalf of Vedanta Incorporated (formerly known as Volcan Investments Limited) to Income tax department, India as a collateral in respect of certain tax disputes.
- e) Other guarantees worth US\$ 743 million (31 March 2025: US\$ 689 million) issued for securing supplies of materials and services, in lieu of advances received from customers, litigation, for provisional valuation of custom duty and also to various agencies, suppliers and government authorities for various purposes.

The Group does not anticipate any liability on these guarantees.

Cairn PSC/RSC guarantee to Government

The Group has also provided guarantees for the Cairn Oil and Gas Group's obligation under the Production Sharing Contract ('PSC') and Revenue Sharing Contract ('RSC').

C. Export Obligations

The Indian entities of the Group have export obligations of US\$ 665 million (31 March 2025: US\$ 272 million) on account of concessional rates of import duty paid on capital goods under the Export Promotion Capital Goods Scheme and under the Advance Licence Scheme for the import of raw material laid down by the Government of India.

In the event of the Group's inability to meet its obligations, the Group's liability would be US\$ 124 million (31 March 2025: US\$ 72 million) plus applicable interest.

The Group has given bonds of US\$ 176 million (31 March 2025: US\$ 114 million) to custom authorities against these export obligations.

D. Contingencies

The Group discloses the following legal and tax cases as contingent liabilities.

Ravva Joint Operations arbitration proceedings

The Ravva Production Sharing Contract (PSC) obliges the contractor parties (including Vedanta Limited (Cairn India Limited which subsequently merged with Vedanta Limited, accordingly now referred to as Vedanta Limited)) to pay a proportionate share of ONGC's exploration, development, production and contract costs in consideration for ONGC's payment of costs related to the construction and other activities it conducted in Ravva prior to the effective date of the Ravva PSC (the ONGC Carry). The question as to how the ONGC Carry is to be recovered and calculated, along with other issues, was submitted to an International Arbitration Tribunal in August 2002 which rendered a decision on the ONGC Carry in favour of the contractor parties whereas four other issues were decided in favour of GoI in October 2004 (Partial Award).

The GoI then proceeded to challenge the ONGC Carry decision before the Malaysian courts, as Kuala Lumpur was the seat of the arbitration. The Federal Court of Malaysia upheld the Partial Award. As the Partial Award did not quantify the sums, therefore, contractor parties approached the same Arbitration Tribunal to pass a Final Award in the subject matter since it had retained the jurisdiction to do so. The Arbitral Tribunal was reconstituted and the Final Award was passed in October 2016 in Group's favour. GoI's challenge of the Final Award has been dismissed by the Malaysian High Court and the next appellate court in Malaysia, i.e., Malaysian Court of Appeal. GoI then filed an appeal at Federal Court of Malaysia. The matter was heard on 28 February 2019 and the Federal Court dismissed GoI's leave to appeal. The Group has also filed for the enforcement of the Partial Award and Final Award before the Hon'ble Delhi High Court. The matter is currently being heard.

While the Group does not believe the GOI will be successful in its challenge, if the Arbitral Awards in above matters are reversed and such reversals are binding, Group would be liable for approximately US\$ 64 million plus interest (31 March 2025: US\$ 64 million plus interest).

Proceedings related to the Imposition of Entry Tax

Vedanta Limited and other Group companies, i.e., Bharat Aluminium Company Limited (BALCO) challenged the constitutional validity of the local statutes and related notifications in the states of Odisha and Rajasthan pertaining to the levy of entry tax on the entry of goods brought into the respective states from outside.

Post some contradictory orders of High Courts across India adjudicating on similar challenges, the Hon'ble Supreme Court referred the matters to a nine-judge bench. Consequent to a detailed hearing, although the

bench rejected the compensatory nature of tax as a ground of challenge, it maintained status quo with respect to all other issues which have been left open for adjudication by regular benches hearing the matters.

Following the order of the nine-judge bench, the regular bench of the Hon'ble Supreme Court heard the matters. The regular bench remanded the entry tax matters relating to the issue of discrimination against domestic goods bought from other States to the respective High Courts for final determination but retained the issue of jurisdiction for levy on imported goods, for determination by the regular bench of the Hon'ble Supreme Court. Following the order of the Supreme Court, the Group filed writ petitions in respective High Courts.

On 09 October 2017, the Hon'ble Supreme Court has held that states have the jurisdiction to levy entry tax on imported goods. With this Hon'ble Supreme Court judgement, imported goods will rank pari-passu with domestic goods for the purpose of levy of Entry tax. Vedanta Limited and its subsidiaries have amended their appeals (writ petitions) in Odisha and Chhattisgarh to include imported goods as well.

The issue pertaining to the levy of entry tax on the movement of goods into a Special Economic Zone (SEZ) remains pending before the Odisha High Court. The Group has challenged the levy of entry tax on any movement of goods into SEZ based on the definition of 'local area' under the Odisha Entry Tax Act which is very clear and does not include a SEZ. In addition, the Government of Odisha further, through its SEZ Policy 2015 and the operational guidelines for administration of this policy dated 22 August 2016, exempted the entry tax levy on SEZ operations.

The total claims against Vedanta Limited and its subsidiaries (net of provisions made) are US\$ 71 million (31 March 2025: US\$ 77 million) including interest and penalty till the date of order. Further interest and penalty if any, would be additional. Basis its assessment, the Group believes that it has strong merits and no material adverse impact on the results of operations, cash flows or financial position of the Group is expected. Accordingly, no provision is considered at this stage.

BALCO: Challenge against imposition of Energy Development Cess

BALCO challenged the imposition of Energy Development Cess levied on generators and distributors of electrical energy @ 10 paise per unit on the electrical energy sold or supplied before the High Court on the grounds that the Cess is effectively on production and not on consumption or sale since the figures of consumption are not taken into account and the Cess is discriminatory since captive power plants ("CPPs") are required to pay @ 10 paise while the State Electricity Board is required to pay @ 5 paise. The High Court of Chhattisgarh, by order dated 15 December 2006, declared the provisions imposing ED Cess on CPPs as discriminatory and therefore ultra vires the Constitution of India. BALCO has sought refund of Cess paid till March 2006 amounting to US\$ 4 million.

The State of Chhattisgarh moved a Special Leave Petition in the Hon'ble Supreme Court (the SC) and the SC whilst issuing notice has stayed the refund of the Cess already deposited and the Hon'ble Supreme Court has also directed the State of Chhattisgarh to raise the bills, but no coercive action be taken for recovery for the same. Final argument in this matter started before the Hon'ble Supreme Court. Considering the High court judgement in Group's favor, the Group does not believe the state will succeed in their claims. However, if the Hon'ble Supreme Court reverse the judgement, the Group will be liable to pay an additional amount of US\$ 147 million (after considering deposit of US\$ 4 million) (31 March 2025: US\$ 148 million). As at 30 September 2025, an amount of US\$ 151 million relating to principal has been considered as a contingent liability (31 March 2025: US\$ 152 million).

BALCO: Electricity Duty

During the quarter ended September 30, 2025, the Group has reassessed the provision towards duty levied

on consumption of power in smelter plants generated from 1200 MW power plant, pertaining to FY 2014-15- 2019-20. This has been done considering its eligibility for exemption provided under the industrial policy of the relevant period for expansion of existing power plant within the specified period as mentioned in the circular dated January 13, 2023 and considering that similar benefits have been provided to certain other companies within the same State. Upon such reassessment, duly supported by legal opinion obtained, the Group has written back the provision of US\$ 46 million during the Q2 and has netted off in "Cost of sales" in the Consolidated Income Statement, and has disclosed the above amount as contingent liability as at September 30, 2025 considering that the Group has complied with the exemption criteria and has a strong chance to get the exemption. Consequently, an amount of US\$ 183 million (INR 16,290 million) (31 March 2025: US\$ 135 million (INR 11,580 million) is considered as a contingent liability including an interest amount of US\$ 137 million is considered as a contingent liability.

Miscellaneous disputes- Income tax

The Group is involved in various tax disputes amounting to US\$ 116 million (31 March 2025: US\$ 121 million) relating to income tax. It also includes similar matters where initial assessment is pending for subsequent periods and where the Group has made claims and assessments are in progress. These mainly relate to the disallowances of tax holidays and depreciation under the Income-tax Act, 1961 and interest thereon which are pending at various appellate levels. Penalties, if any, may be additional.

Based on detailed evaluations and supported by external legal advice, where necessary, the Group believes that it has strong merits, and no material adverse impact on the results of operations, cash flows or the financial position of the Group is expected.

Miscellaneous disputes- Others

The Group is subject to various claims and exposures which arise in the ordinary course of its operations, from indirect tax authorities and others pertaining the assessable values of sales and purchases or incomplete documentation supporting the Group's returns or other claims.

The approximate value of claims (excluding the items as set out separately above) against the Group companies total US\$ 473 million (31 March 2025: US\$ 620 million).

Based on evaluations of the matters and legal advice obtained, the Group believes that it has strong merits and no material adverse impact on the results of operations, cash flows or financial position of the Group is expected. Accordingly, no provision is considered at this stage.

Except as described above, there are no pending litigations which the Group believes could reasonably be expected to have a material adverse effect on the results of operations, cash flows or the financial position of the Group.

12. Other matters

(i) Climate Change

The Group has set a target to achieve net-zero Scope 1 and Scope 2 emissions by 2050 and is committed to reducing emissions by 25% by 2030 from a 2021 baseline. As part of its broader climate risk mitigation strategy, the Group also aims to become a net water-positive organisation by 2030. Climate change poses several potential impacts on the Group over the medium to long term, including risks and opportunities linked to product and service demand, the transition to a low-carbon economy, supply chain disruptions, physical damage to assets from extreme weather events, and evolving regulatory requirements.

The financial statement areas most affected by these commitments and climate-related risks are those prepared under the historical cost convention and involve estimation uncertainties, particularly over the

medium to long term.

The potential effects of climate change may be on assets and liabilities that are measured based on an estimate of future cash flows. The main ways in which potential climate change impacts have been considered in the preparation of the financial statements, pertain to (a) inclusion of capex in cash flow projections, (b) recoverable amounts of existing assets and (c) review of estimates of useful lives of property, plant and equipment.

The Group's strategy consists of mitigation and adaptation measures. The Group is committed to reduce its carbon footprint through high impact initiatives such as investment in Renewable Energy, fuel switch, electrification of vehicles and mining fleet and energy efficiency opportunities. During the current year, work has progressed towards the construction of renewable power delivery agreements in accordance with the Board approved plan. Renewable sources have limitations in supplying round the clock power, so existing power plants would continue to support transition and thermal fleet replacement is part of normal lifecycle renewal. The group has also taken certain measures towards water management such as commissioning of sewage treatment plants, rainwater harvesting, and reducing freshwater consumption. These initiatives are aligned with the group's ESG strategy, and no material changes were identified to the financial statements as a result.

As the Group's assessment of the potential impacts of climate change and the transition to a low-carbon economy continues to mature, any future changes in Group's climate change strategy, changes in environmental laws and regulations and global decarbonisation measures may impact the Group's significant judgments and key estimates and result in changes to financial statements and carrying values of certain assets and liabilities in future reporting periods. However, as of the consolidated statement of financial position date, the Group believes that there is no material impact on carrying values of its assets or liabilities.

(ii) During the reporting period and thereafter, a short seller has published reports alleging certain matters against some of the Group entities. Based on management assessment, legal advice obtained, and involvement of external experts, management continues to believe that these allegations are baseless and that the transactions stated in the allegations have appropriate commercial substance and that the said transactions have been duly approved through necessary processes and the Group remains compliant with contractual obligations and applicable laws and regulations. The Group has received requests for information and summons for production of documents from the regulators. These have been duly submitted/are in the process of being submitted within the relevant due dates and no further communication has been received thereafter.

Based on the above, management is confident that no adjustments are required to these Condensed Consolidated Financial Statements and financial information of the Group for the six months ended 30 September 2025 or any prior periods with respect to the allegations in the short seller reports published till date.

13. Related party transactions

The information below sets out transactions and balances between the Group and various related parties in the normal course of business for the six months ended 30 September 2025.

HOLDING COMPANY

-Vedanta Incorporated

-Volcan Investments Cyprus Limited

FELLOW SUBSIDIARY (with whom transactions have taken place)

- Twin Star Technologies Limited
- Sterlite Electric Limited (formerly known as Sterlite Power Transmission Limited)
- Sterlite Iron and Steel Company Limited ("SISCOL")*
- Sterlite Convergence Limited
- Sterlite Grid 16 Limited

ASSOCIATE OF ULTIMATE PARENT (with whom transactions have taken place)

- Serentica Renewables India 1 Private Limited
- Serentica Renewables India 3 Private Limited
- Serentica Renewables India 4 Private Limited
- Serentica Renewables India 5 Private Limited
- Serentica Renewables India 6 Private Limited
- Serentica Renewables India 7 Private Limited
- Serentica Renewables India 8 Private Limited
- Serentica Renewables India 9 Private Limited
- Serentica Renewables India 14 Private Limited
- Sterlite Technologies Limited
- STL Digital Limited
- Resonia Limited (formerly known as Sterlite Grid 32 Limited)

ASSOCIATES/JOINT VENTURES (with whom transactions have taken place)

- RoshSkor Township (Pty) Ltd.
- Gaurav Overseas Private Limited
- Gergarub Exploration and Mining (Pty) Limited

OTHERS (with whom transactions have taken place)

Post-retirement benefit plans

- Sesa Group Employees Provident Fund Trust
- Sesa Group Employees Gratuity Fund and Sesa Group Executives Gratuity Fund
- Sesa Group Executives Superannuation Scheme Fund
- Sesa Resources Limited Employees Provident Fund Trust
- Sesa Resources Limited Employees Gratuity Fund
- Sesa Mining Corporation Limited Employees Provident Fund Trust
- Sesa Mining Corporation Limited Employees Gratuity Fund
- Sesa Resources Limited and Sesa Mining Corporation Limited Employees Superannuation Fund
- Hindustan Zinc Limited Employees Contributory Provident Fund Trust

-HZL Employee Group Gratuity Trust
-HZL Superannuation Trust
-BALCO Employees Provident Fund Trust
-FACOR Superannuation Trust
-FACOR Employees Gratuity Scheme

Enterprises over which key management personnel/their relatives have control or significant influence

-Anil Agarwal Foundation
-Cairn Foundation
-Caitlyn India Private Limited
-Grant Thornton Bharat LLP
-Janhit Electoral Trust
-Minova Runaya Private Limited
-Runaya Refining LLP
-Runaya Green Tech Limited
-Runaya Private Limited
-Sesa Community Development Foundation
-Vedanta Foundation
-Vedanta Limited ESOS Trust
-Radha Madhav Investments Private Limited
-Vedanta Medical Research Foundation
-Anil Agarwal Riverside Studios Trust

* In January 2025, the Board of Directors of Vedanta Limited have approved purchase of entire shareholding of SISCOL for a sum of USD 0 million (INR 1 Lakh). The necessary agreements for implementing the purchase are under process. Upon completion, SISCOL will become a step-down subsidiary of Vedanta Resources Limited through Vedanta Limited.

Details of transactions for the period ended 30 September 2025 are as follows:

					(US\$ million)
Particulars	Holding Company/Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total	
Income:					
(i) Revenue from operations	170	-	23	193	
(ii) Net interest received	2	-	1	3	
Expenditure:					
(i) Purchases of goods/ services	-	0	68	68	
(ii) Purchase/ (sale) of fixed assets	(2)	-	0	(2)	
(iii) Reimbursement for other expenses (net of recovery)	(1)	-	0	(1)	
(iv) Donation	-	-	7	7	
(v) Interest expense	2	-	-	2	
(vi) Contribution to post retirement employees benefit trust/fund	-	-	5	5	
Other transactions during the period:					
(i) Investments made during the period	-	-	12	12	
(ii) Loan given/ (repayment thereof)	-	(0)	(0)	(0)	

Details of balances as at 30 September 2025 are as follows:

(US\$ million)

Particulars	Holding Company/Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
(i) Net amounts receivable at period end	1	3	4	8
(ii) Net amounts payable at period end	0	-	19	19
(iii) Investments equity Share and OCRPS	1	-	166	167
(iv) Value of bonds held by Vedanta Incorporated	32	-	-	32
(v) Interest payable	0	-	-	0
(vi) Dividend payable	2	-	-	2
(vii) Net advance given at period end	3	1	15	19
(viii) Bank guarantee given *	13	-	-	13
(ix) Loans given**	-	1	14	15

Details of transactions for the period ended 30 September 2024 are as follows:

(US\$ million)

Particulars	Holding Company/Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
Income:				
(i) Revenue from operations	120	-	13	133
(ii) Miscellaneous income	-	-	0	0
(iii) Net interest received	2	-	0	2
Expenditure:				
(i) Purchases of goods/services	7	0	46	53
(ii) Management fees paid	0	-	-	0
(iii) Reimbursement for other expenses (net of recovery)	(0)	(0)	(0)	(0)
(iv) Donation	-	-	6	6
(v) Interest expense	1	-	-	1
(vi) Dividend paid	-	-	0	0
(vii) Contribution to post retirement employees benefit trust/fund	-	-	4	4
Other transactions during the period:				
(i) Investments made during the period	-	-	48	48
(ii) Loan repaid during the period	-	(0)	-	(0)

Details of balances as at 31 March 2025 are as follows:

(US\$ million)

Particulars	Holding Company/Fellow Subsidiaries	Associates/ Joint Ventures	Others	Total
(i) Net amounts receivable at year end	2	2	2	6
(ii) Net amounts payable at year end	1	-	14	15
(iii) Investment in equity Share and OCRPS	6	-	157	163
(iv) Value of bonds held by Vedanta Inc	32	-	-	32
(v) Interest payable	0	-	-	0
(vi) Dividend payable	2	-	-	2
(vii) Net advance given at year end	1	1	15	17
(viii) Bank guarantee given *	13	-	-	13
(x) Loans given**	-	1	14	15

* Bank guarantee has been provided by the Group on behalf of Vedanta Incorporated ("Vedanta Inc") in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is US\$ 13 million (31 March 2025: US\$ 13 million).

** During the year ended 31 March 2025, the Group has renewed loan provided to SISCOOL for a further period of 12 months. The loan balance as at 30 September 2025 is US\$ 1 million (31 March 2025: US\$ 1 million). The loan is unsecured in nature and carries an interest rate of 12.90% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

14. Subsequent events

Subsequent to 30 September 2025, the Board of Directors of the Company, by way of a written resolution passed on 10 November 2025, approved an interim cash dividend of USD 35 cents per share for FY 2025-26. With this, the total dividend declared for FY 2025-26 currently stands at USD 35 cents per share.

There are no other material adjusting or non-adjusting subsequent events for the six months ended 30 September 2025, except already disclosed.

INDEPENDENT AUDITOR'S REPORT

To the members of **Vedanta Resources Limited**

For the purpose of this report, the terms “we” and “our” denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Vedanta Resources Limited. For the purposes of the table in this report that sets out the key audit matters and how our audit addressed the key audit matters, the terms “we” and “our” refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Vedanta Resources Limited and its subsidiaries (the “Group”). The “Parent Company” is defined as Vedanta Resources Limited, as an individual entity. The relevant legislation governing the Parent Company is the United Kingdom Companies Act 2006 (“Companies Act 2006”).

Opinion

We have audited the financial statements of Vedanta Resources Limited for the year ended 31 March 2025.

The financial statements that we have audited comprise:

- the Consolidated Income Statement
- the Consolidated Statement of Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Cash Flow Statement
- the Consolidated Statement of Changes in Equity
- Notes 1 to 39 to the consolidated financial statements, including material accounting policies
- the Company Balance Sheet
- the Company Statement of Changes in Equity and
- Notes 1 to 12 to the company financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted International Financial Reporting Standards (UK adopted IFRS). The financial reporting framework that has been applied in preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the Group’s and of the Parent Company’s affairs as at 31 March 2025 and of the Group’s profit for the year then ended;

- the Group financial statements have been properly prepared in accordance with UK adopted IFRS;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors’ assessment of the Group’s and the Parent Company’s ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Group’s and the Parent Company’s operations and specifically their business model;
- The evaluation of how those risks might impact on the Group’s available financial resources;
- Confirming our understanding of the Directors’ going concern assessment process, including obtaining an understanding of the relevant controls over management’s going concern model;
- Liquidity and solvency considerations including examination of budgets and forecasts and their basis of preparation, including review and assessment of the

- model’s mechanical accuracy and the reasonableness of assumptions included within;

- Where additional resources may be required, assessing the reasonableness of the assumptions made by the Directors regarding the likelihood of those resources becoming available;
 - Consideration of availability of funds required to settle funding facilities due for repayment during the going concern review period;
 - Assessing the reasonableness and practicality of the mitigation measures identified by management in their conservative case scenario and used by them in forming their conclusions about the existence of any uncertainties in respect of going concern;
 - Consideration of terms and conditions attaching to financing facilities in place as at the date of the
- approval of the financial statements and expected compliance with covenants attaching to those facilities both up to the date of the approval of the financial statements and into the forecast period; and

- Assessing the Group’s and Parent Company’s going concern related financial statement disclosures.
- Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group’s and Parent Company’s ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Scope	Our audit was scoped by obtaining an understanding of the Group, including the Parent Company, and its environment, including the Group’s system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement. We, and our component auditors acting on specific group instructions, undertook full scope audits on the complete financial information of 9 components, and specified audit procedures on particular aspects and balances on another 37 components.		
Materiality	2025	2024	
Group	US\$ 134m	US\$ 118m	2.5% (2024: 2.5%) of EBITDA
Parent Company	US\$ 28.2m	US\$ 31.8m	0.5% (2024: 0.5%) of Parent Company’s gross assets
Key audit matters (Group)	- Consolidation of Konkola Copper Mines Plc (Group) - Taxation claims and exposures (Group)		

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Consolidation of Konkola Copper Mines Plc (KCM)	
Key audit matter description	During the year ended 31 March 2025, the Group regained control of KCM as described in note 3a. This regaining of control meets the definition of a business combination achieved in stages under IFRS 3 and has been accounted for as such.
	The valuation and accounting considerations for the transaction are complex and require significant judgements and estimates to be made by the Group, including, but not limited to, the assessment of whether control has been achieved, the fair value of equity held, and the fair value of assets and liabilities acquired as part of the transaction.
	We draw attention to note 3a of the accompanying consolidated financial statements which describes the events leading to the regaining of control, and the subsequent accounting considerations and conclusions made by management.
	Due to the high level of subjectivity and material nature of this transaction, we have designated this as a key audit matter.



Consolidation of Konkola Copper Mines Plc (KCM)	
	We have performed the following procedures: - Obtained an understanding of the events and agreements that led to the regaining of control of KCM. - Obtained, reviewed and challenged key valuation reports including the acquisition date fair value of the acquirer's previously held equity interest in the acquiree and the fair value of identifiable assets and liabilities acquired, prepared by management experts during the year, and assessed the competency, capability and objectivity of those providing valuation services. - Performed procedures to assess the reasonableness of the key assumptions included in the valuation reports, and the position taken by management in respect of the final values to be included in the financial statements. Reviewed the accounting position of the Group and challenged the Group assessment that no goodwill, except for on the recognition of deferred tax, had arisen as part of the transaction, considering any potential drivers of goodwill and the assessment of identifiable tangible and intangible assets. - Engaged directly with third party valuation specialists, who formed their own opinion on the valuation approach taken, to ensure that the methodology used by management and their experts was in line with the expectations of an independent party.
How the scope of our audit responded to the key audit matter	
Key observations communicated to the Group's Board of Directors	Nothing has come to our attention that would indicate judgements and estimates arising from the acquisition of KCM are not reasonable or not in compliance with the requirements of IFRS 3 and IFRS 10.
Taxation claims and exposures	
Key audit matter description	The Group is subject to various tax disputes, mainly with the Indian authorities, which have been ongoing for numerous years. A material risk exists that the provision for these disputes is insufficient, or the contingent liability disclosed is understated, due to the inherent uncertainty in such disputes and the requirement for management judgements on whether the tax risk is remote, possible, or probable. The most material disputes are disclosed in note 11 and note 32D of the Consolidated Financial Statements.
How the scope of our audit responded to the key audit matter	We have performed the following procedures: - Engaged internal tax specialists to assist the audit team in performing work over all tax related matters. - Obtained an understanding of the processes in place to identify and assess risk in relation to tax disputes. - Critically reviewed detailed papers prepared by management assessing such risks and concluding on the appropriate accounting treatment of any potential liabilities. - Along with local component auditors, reviewed the positions taken by management, and the relevant legal opinions, in respect of the major material taxation matters.
Key observations communicated to the Group's Board of Directors	Nothing has come to our attention that would indicate that judgements and estimates arising from taxation claims and exposures are not reasonable or not in compliance with the financial reporting framework.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

	Group financial statements	Parent Company financial statements
Overall materiality	US\$ 134 million (2024: US\$ 118 million)	US\$ 28.2 million (2024: US\$ 31.8 million)
How we determined it	2.5% of EBITDA (2024: 2.5% of EBITDA)	0.5% of Parent Company's gross assets (2024: 0.5% of Parent Company's gross assets)
Rationale for the benchmark applied	We consider the EBITDA to be a key indicator for the Group and reflective of the current and future performance of the Group. In our opinion EBITDA is the KPI of critical interest to the users of the financial statements of Vedanta Resources Limited as it is the key measure of the Group's success, demonstrating profitable trading and the ability to service debt capital and interest payments.	The Parent Company is a holding company whose purpose is to consolidate the active trading entities, and a number of other Group companies. We consider gross assets to be the most important balance to the users of the Parent Company financial statements.
Performance materiality	We set our performance materiality at 70% of overall materiality, amounting to US\$ 94m (2024: US\$ 82.6m) to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered a number of factors - the history of misstatements, our risk assessment and the strength and robustness of the control environment.	We set our performance materiality at 70% of overall materiality, amounting to US\$ 19.8m (2024: US\$ 22.3m) to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered a number of factors - the history of misstatements, our risk assessment and the strength and robustness of the control environment.
Reporting threshold	We agreed to report any corrected or uncorrected adjustments exceeding US\$ 6.7m (2024: US\$ 5.9m) in respect of the Group to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.	We agreed to report any corrected or uncorrected adjustments exceeding US\$ 1.4m (2024: US\$ 1.6m) in respect of the Parent Company to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

Overview of the scope of the Group and Parent Company audits

Our assessment of audit risk, evaluation of materiality and our determination of performance materiality sets our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. This assessment takes into account the size, risk profile, organisation/distribution and design and implementation of group-wide controls, changes in the business environment and other factors such as recent internal audit results when assessing the level of work to be performed at each component.

The Parent Company is UK based, whilst the primary location of operations is in India.

In assessing the risk of material misstatement to the consolidated financial statements, and to ensure we had adequate quantitative and qualitative coverage of significant accounts in the consolidated financial statements we identified 51 components across the UK, India, South Africa, Namibia, Liberia, UAE, Japan, Ireland, Netherlands, Cyprus, Jersey and Mauritius. These were selected based on their size, risk profile and contribution to the group's financial results.

Full scope audits - Of these 51 components, audits of the complete financial information of the Parent Company, 2 other UK components, 7 Indian components and 1 Zambian component were performed.

Specified procedures - For the remaining components, we performed audits of specified classes of transactions, account balances and disclosures (COTABDs) over 40 components located in the UK, India, South Africa, Namibia, Liberia, UAE, Japan, Ireland, Netherlands, Cyprus, Jersey and Mauritius. These were selected to address identified risks of material misstatement taking into consideration component materiality and the nature of Group's operations.

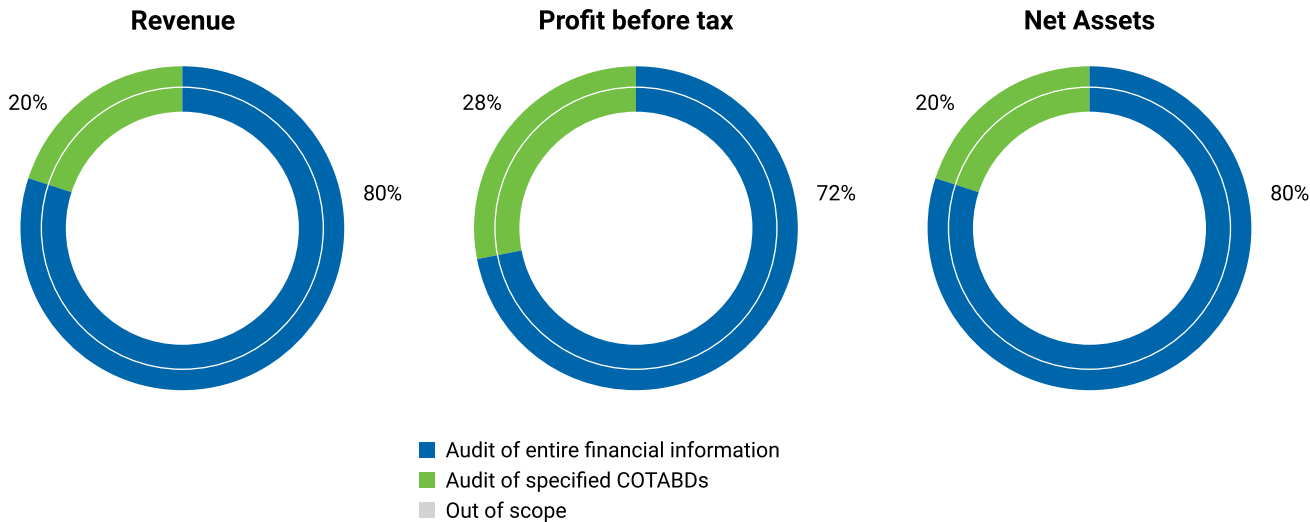
We enhanced the interaction with component auditors to direct the audit approach taken in respect of significant and a number of other relevant risks of material misstatement. This included discussing and agreeing the proposed approach to addressing these risks with them, along with the nature and form of their reporting on the results of their work. We also assessed the appropriateness of conclusions and consistency between reported findings and work performed.

In addition to coordinating the audit approach, we were actively involved in the audit work performed by the component auditors in India, Zambia, South Africa and

Namibia. This involvement was carried out through video conferences at key stages of the audit, during which we provided group instructions (including detailed supplemental procedures), reviewed and challenged the working papers prepared by the component auditors using remote file review, through video conference at various phases of the audit engagement, provision of group instructions (including detailed supplemental procedures), review and challenge of the working papers prepared by component auditors using remote file review.

We provided comprehensive instructions to those component auditors. These instructions outlined the identified risks of material misstatement – both those considered significant and others – and included our assessment of component materiality.

The combination of audit procedures across components and specified procedures on COTABDs resulted in audit coverage of 100% of revenue, profit before tax, and net assets.



At the Group level, we evaluated the consolidation process and carried out analytical procedures to confirm that there were no significant risks of material misstatement in the aggregated financial information of the remaining components not subject to audit or specified account balances.

The control environment

We evaluated the design and implementation of those internal controls of the Group, including the Parent Company, which are relevant to our audit, such as those relating to the financial reporting cycle.

We deployed our internal IT audit specialists to get an understanding of the general IT environment.

Climate-related risks

In planning our audit and gaining an understanding of the Group and Parent Company, we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management’s climate-related risk assessment, along with relevant documentation and reports relating to management’s assessment and held discussions with management to understand their process for identifying and assessing those risks.

We engaged internal specialists to assess, amongst other factors, the benchmarks and related data used by management, the nature of the Group’s business activities, its procedures and processes and the geographic distribution of its activities. We considered the applicability of the United Kingdom reporting requirements for Climate and financial related disclosures in accordance with the companies act 2006, section 414C, 414CA and 414CB and performed appropriate procedures.

We critically reviewed management’s assessment of climate risk and challenged the assumptions underlying their assessment. We made enquiries to understand the extent of the potential impact of climate change risks on the Group’s financial statements. This has included a review of critical accounting estimates and judgements, and the effect on our audit approach. We also considered the ongoing viability of the business in respect both to direct climate risks and changes in legislation as nations grapple with their commitments to reduce and regulate emissions.

Reporting on other information

The other information comprises the information included in the annual report other than the financial statements and our auditor’s report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors’ Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors’ Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors’ Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors’ remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors’ responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they

give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group’s and the Parent Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC’s website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor’s report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.



Identifying and assessing potential risks arising from irregularities, including fraud

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector, the control environment, business performance including remuneration policies and the Group's, including the Parent Company's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors and component auditors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of Indian corporate and tax law, the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Group.
- We enquired of the directors and management concerning the Group's and the Parent Company's policies and procedures relating to:
 - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. The group engagement team shared this risk assessment with the Component Auditors of Significant Subsidiaries so that they could include appropriate audit procedures in response to such risks in their work.

Audit response to risks identified

In respect of the above procedures:

- We obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on those laws and regulations that had a direct effect on the financial statements. We also reviewed and challenged the work of component auditors in respect of compliance with local relevant laws in operations in India, including reviewing third party opinions obtained by the component auditors in respect of the most significant legal matters.

- We considered the key UK laws and regulations including, the Companies Act 2006 and applicable tax legislation. In addition, we considered compliance with the UK Bribery Act and employee legislation, as fundamental to the Group's operations.
- We enquired of management to identify any instances of non-compliance with laws and regulations.
- We reviewed financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- We enquired of management around actual and potential litigation and claims including review of professional legal opinions where appropriate.
- We enquired of management regarding any known or suspected fraud.
- We discussed among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.
- We reviewed minutes of meetings of those charged with governance.
- We reviewed internal audit reports and the control systems in place and obtained an understanding of the design and implementation certain controls.
- We performed audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias; and
- We assessed the procedures performed by component auditors in respect of the capability of such procedures to detect irregularities including fraud, from a detailed review of their work.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Rakesh Shaunak FCA (Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
23 June 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)

CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2025

(US\$ million)

Particulars	Note	Year ended 31 March 2025			Year ended 31 March 2024		
		Before Special items	Special items (Note 6)	Total	Before Special items	Special items (Note 6)	Total
Revenue	5	18,220	-	18,220	17,128	-	17,128
Cost of sales		(13,656)	(26)	(13,682)	(12,959)	96	(12,863)
Gross profit		4,564	(26)	4,538	4,169	96	4,265
Other operating income		350	-	350	247	-	247
Distribution costs		(379)	-	(379)	(473)	-	(473)
Administrative expenses		(607)	-	(607)	(596)	-	(596)
Impairment reversal [net]	6	-	379	379	-	28	28
Operating profit		3,928	353	4,281	3,347	124	3,471
Investment revenue	7	273	1,272	1,545	202	-	202
Finance costs	8	(2,033)	-	(2,033)	(1,882)	-	(1,882)
Other gains and (losses) [net]	9	(10)	-	(10)	(37)	-	(37)
Profit before taxation (a)		2,158	1,625	3,783	1,630	124	1,754
Net tax expense (b)	11	(675)	(97)	(772)	(837)	(818)	(1,655)
Profit/(loss) for the year (a+b)		1,483	1,528	3,011	793	(694)	99
Attributable to:							
Equity holders of the parent		156	1,461	1,617	31	(431)	(400)
Non-controlling interests		1,327	67	1,394	762	(263)	499
Profit/(loss) for the year		1,483	1,528	3,011	793	(694)	99



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2025

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Profit for the year	3,011	99
Items that will not be reclassified subsequently to income statement:		
Remeasurement of net defined benefit plans (note 26)	(0)	(1)
Tax effects on net defined benefit plans	0	1
Loss on fair value of financial asset equity investment	(2)	(2)
Total (a)	(2)	(2)
Items that may be reclassified subsequently to income statement:		
Exchange differences arising on translation of foreign operations	(102)	(75)
Gain/(Loss) on fair value of financial asset debt investment	4	-
Gain/(Loss) on cash flow hedges	71	(7)
Tax effects arising on cash flow hedges	(18)	2
Loss on cash flow hedges recycled to income statement	(36)	(6)
Tax effects arising on cash flow hedges recycled to income statement	9	2
Total (b)	(72)	(84)
Other comprehensive loss for the year (a+b)	(74)	(86)
Total comprehensive income for the year	2,937	13
Attributable to:		
Equity holders of the parent	1,576	(446)
Non-controlling interests	1,361	459
Total comprehensive income for the year	2,937	13

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

Particulars	Note	(US\$ million)	
		As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Goodwill	14	135	-
Intangible assets	15	66	84
Property, plant and equipment	16	16,996	13,452
Exploration and evaluation assets	16	296	282
Financial asset investments	17	187	118
Non-current tax assets	11(d)	181	458
Other non-current assets	18	1,079	1,529
Deferred tax assets	11(c)	383	422
		19,323	16,345
Current assets			
Inventories	19	1,866	1,560
Trade and other receivables	18	1,747	2,438
Financial instruments (derivatives)	24	51	20
Current tax assets		17	8
Short-term investments	20	2,066	1,575
Cash and cash equivalents	21	601	384
		6,348	5,985
Total assets		25,671	22,330
Liabilities			
Current liabilities			
Borrowings	22(a)	3,389	3,378
Operational buyer's credit/supplier's credit	22(c)	1,906	1,792
Trade and other payables	23	4,663	4,881
Financial instruments (derivatives)	24	34	17
Retirement benefits	26	6	6
Provisions	25	38	35
Current tax liabilities		133	299
		10,169	10,408
Net current liabilities		(3,821)	(4,423)
Non-current liabilities			
Borrowings	22(a)	10,368	10,952
Trade and other payables	23	320	240
Financial instruments (derivatives)	24	5	-
Deferred tax liabilities	11(c)	1,473	1,206
Retirement benefits	26	34	28
Provisions	25	375	344
Non – equity non-controlling interests	38	12	-



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

Particulars	Note	(US\$ million)	
		As at 31 March 2025	As at 31 March 2024
		12,587	12,770
Total liabilities		22,756	23,178
Net Assets/(liabilities)		2,915	(848)
Equity			
Share capital	29	29	29
Hedging reserve		(81)	(94)
Other reserves		(1,293)	(792)
Retained earnings		1,025	(2,571)
Equity attributable to equity holders of the parent		(320)	(3,428)
Non-controlling interests	30	3,235	2,580
Total equity		2,915	(848)

Financial Statements of Vedanta Resources Limited with registration number 4740415 were approved and authorised for issue by the Board of Directors on 23 June 2025 and signed on their behalf by

AR Narayanaswamy
Director

Surneet Kaur
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 March 2025

Particulars	Note	(US\$ million)	
		Year ended 31 March 2025	Year ended 31 March 2024*
Operating activities			
Profit before taxation		3,783	1,754
Adjustments for:			
Depreciation and amortisation		1,477	1,283
Investment revenues	7	(1,545)	(202)
Finance costs		2,033	1,882
Other (gains) and losses (net)		10	37
(Gain)/Loss on disposal of Property plant and equipment		(23)	14
Share-based payment charge		7	14
Liabilities written back		(55)	(16)
Exploration costs written off		52	89
Capital creditor written back	6	-	(96)
Impairment charge/(reversal) of assets (net)	6	(379)	(28)
Impact of state levies	6	26	-
Provision for doubtful debts/Expected credit loss (ECL)/bad debts written off		41	33
Operating cash flows before movements in working capital		5,427	4,764
(Increase)/decrease in inventories		(262)	204
Decrease/(increase) in receivables		358	(35)
Decrease in payables		(671)	(415)
Cash generated from operations		4,852	4,518
Dividend Received		4	5
Interest received		230	152
Interest paid		(1,960)	(1,840)
Income taxes paid (net of refunds)		(428)	(351)
Dividend paid		(15)	-
Net cash inflow from operating activities		2,683	2,484
Cash flows from investing activities			
Purchases of property, plant and equipment, intangibles, exploration and evaluation assets		(2,021)	(2,019)
Proceeds on disposal of property, plant and equipment, intangibles, exploration and evaluation assets		34	23
Proceeds from redemption of liquid investments	22(b)	20,932	8,199
Purchases of liquid investments	22(b)	(21,421)	(8,028)
Proceeds from sale of investment in subsidiary	3(d)	-	10
Loan to Related Party		(14)	-
Purchase of long term investments	3	(73)	(59)
Proceeds from sale of long term investments		-	1
Payment made to site restoration fund		(25)	(25)
Increase in cash and cash equivalents on regaining control of KCM	3(a)	235	-
Net cash used in investing activities		(2,353)	(1,898)



CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 March 2025

			(US\$ million)
Particulars	Note	Year ended 31 March 2025	Year ended 31 March 2024*
Cash flows from financing activities			
Issue of ordinary shares (net of expenses) (refer SOCIE note 4)		1,005	-
Proceeds from sale of equity shares of subsidiaries without loss of control (net of expense) (refer SOCIE note 4 & 5)		848	904
Dividends paid to non-controlling interests of subsidiaries		(1,364)	(967)
Proceeds/(repayment of) working capital loan (net)	22(b)	(23)	(18)
Proceeds from other short-term borrowings	22(b)	1,410	1,301
Repayment of other short-term borrowings	22(b)	(1,481)	(2,367)
Proceeds from long-term borrowings	22(b)	6,528	4,764
Repayment of long-term borrowings	22(b)	(6,960)	(4,613)
Purchase of stock option		(5)	(24)
Payment of lease liabilities		(57)	(48)
Net cash used in financing activities		(99)	(1,068)
Net increase/(decrease) in cash and cash equivalents		231	(482)
Effect of foreign exchange rate changes		(14)	(11)
Cash and cash equivalents at beginning of the year		365	858
Cash and cash equivalents at end of the year	21 & 22(b)	582	365

* Restated. Refer note 2(e)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2025

Particulars	(US\$ million)						
	Attributable to equity holders of the parent						
	Share capital (Note 29)	Hedging reserve ²	Other reserves ¹	Retained earnings	Total	Non-controlling interests	Total equity
Balance as at 01 April 2024	29	(94)	(792)	(2,571)	(3,428)	2,580	(848)
Profit/(Loss) for the year	-	-	-	1,617	1,617	1,394	3,011
Other comprehensive income/(loss) for the year	-	13	(54)	-	(41)	(33)	(74)
Total comprehensive income/(loss) for the year	-	13	(54)	1,617	1,576	1,361	2,937
Dividends paid/payable (note 13)	-	-	-	(15)	(15)	(1,364)	(1,379)
Exercise of stock options of subsidiary	-	-	-	7	7	2	9
Acquisition/change/sale of stake in Subsidiary ^{4,5}	-	-	-	502	502	368	870
Issuance of additional shares by subsidiary ⁴	-	-	-	1,005	1,005	-	1,005
Derecognition of put option liability (refer note 3(c))	-	-	-	18	18	14	32
Derecognition of non-controlling interest	-	-	-	17	17	(17)	-
Recognition of minority of KCM (note 3(a))	-	-	-	-	-	300	300
Transfer of other reserves of HZL to retained earnings ⁶	-	-	(447)	447	-	-	-
Other changes in non-controlling interests ³	-	-	-	(2)	(2)	(9)	(11)
Balance as at 31 March 2025	29	(81)	(1,293)	1,025	(320)	3,235	2,915

1. Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
2. Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
3. Includes purchase of shares by Vedanta Limited through ESOP trust for its stock options and share-based payment charge by subsidiaries.
4. During the year ended 31 March 2025, VRL's subsidiary Finsider International Company Limited ("FICL") sold its shareholding from 163,464,540 to Nil equity shares in Vedanta Limited ("VEDL") for a net consideration of US\$ 494 million, resulting in net effect of US\$ 402 million on retained earnings attributable to equity holders of VRL. Additionally, VEDL issued 193,181,818 additional equity shares through Qualified Institutions Placement ("QIP") raising ~ US\$ 1,005 million (INR 8,500 crore), resulting in net effect of US\$ (95) million on retained earnings attributable to equity holders of VRL. Consequently, VRL overall stake reduced from 61.95% to 56.47% of the total paid-up share capital of VEDL.
5. During the year ended 31 March 2025, VEDL has reduced its shareholding in its subsidiary, Hindustan Zinc Limited ("HZL") from 2,743,154,310 shares to 2,679,548,419 equity shares by way of an offer for sale for a net consideration of US\$ 376 million (INR 3,134 Crore), resulting in net effect of US\$ 195 million on retained earnings attributable to equity holders of VRL. Consequent to the aforesaid sale, the VEDL's overall stake has decreased from 64.92% to 63.42% of the total paid-up share capital of HZL.
6. During the year ended 31 March 2025, the Hon'ble NCLT vide its order dated 16 July 2024 ("the Order") has sanctioned the Scheme of Arrangement ("the Scheme") at Hindustan Zinc Limited ("HZL") which envisages transfer of the entire balance of US\$ 1,242 million standing to the credit of the Other Reserves ("OR") of HZL as at 31 March 2024 to Retained Earnings ("RE"). The certified true copy of the said Order was filed with the Registrar of Companies on 22 July 2024, and accordingly the Scheme has come into effect. HZL will maintain the minimum net worth as per the undertaking given to NCLT and as mentioned in the Order.





CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2024

Particulars	(US\$ million)						
	Attributable to equity holders of the parent						Total equity
	Share capital (Note 29)	Hedging reserve ²	Other reserves ¹	Retained earnings	Total	Non-controlling interests	
At 01 April 2023	29	(90)	(750)	(2,537)	(3,348)	2,476	(872)
Profit/(Loss) for the year	-	-	-	(400)	(400)	499	99
Other comprehensive income/(loss) for the year	-	(4)	(42)	-	(46)	(40)	(86)
Total comprehensive income/(loss) for the year	-	(4)	(42)	(400)	(446)	459	13
Dividends paid/payable (note 13)	-	-	-	-	-	(676)	(676)
Exercise of stock options of subsidiary	-	-	-	10	10	2	12
Acquisition/sale of stake in Subsidiary ⁴	-	-	-	376	376	325	701
Change in fair value of put option liability/ conversion option asset/derecognition of non-controlling interest	-	-	-	(0)	(0)	(4)	(4)
Other changes in non-controlling interests ³	-	-	-	(20)	(20)	(2)	(22)
Balance as at 31 March 2024	29	(94)	(792)	(2,571)	(3,428)	2,580	(848)

1. Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
2. Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
3. Includes purchase of shares by Vedanta Limited through ESOP trust for its stock options and share-based payment charge by subsidiaries.
4. During the previous year ended 31 March 2024, VRL, through its subsidiary Vedanta Netherlands Investment B.V. (VNIB), Twinstar Holdings Limited (THL) and Finsider International Company Limited (FICL) reduced its shareholding by 229,018,600 equity shares of Vedanta Limited ("VEDL") thereby decreasing its overall stake from 68.10% to 61.95% of the total paid-up share capital of VEDL.

OTHER RESERVES COMPRISE

Particulars	(US\$ million)					
	Currency translation reserve ⁽¹⁾	Merger reserve ⁽²⁾	Financial asset investment revaluation reserve	Capital reserve ⁽³⁾	Other reserves ⁽⁴⁾	Total
At 01 April 2023	(2,906)	4	7	29	2,116	(750)
Exchange differences on translation of foreign operations	(41)	-	-	-	-	(41)
Loss on fair value of financial asset investments	-	-	(1)	-	-	(1)
Remeasurements	-	-	-	-	0	0
At 31 March 2024	(2,947)	4	6	29	2,116	(792)
Exchange differences on translation of foreign operations	(54)	-	-	-	-	(54)
HZL other reserve to retained earnings	-	-	-	-	(447)	(447)
At 31 March 2025	(3,001)	4	6	29	1,669	(1,293)

- (1) Items in the consolidated income statement of those businesses for which the US\$ is not the functional currency are translated into US\$ at the average rates of exchange during the year/exchange rates as on the date of transaction. The related consolidated statement of financial position is translated into US\$ at the rates as at the reporting date. Exchange differences arising on translation are recognised in consolidated statements of other comprehensive income. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated income statement.
- (2) The merger reserve arose on incorporation of the Company during the year ended 31 March 2004. The investment in Twinstar Holdings Limited (THL) had a carrying amount value of US\$ 20 million in the accounts of Vedanta Incorporated (formerly known as Volcan Investments Limited) ("Vedanta Inc"). As required by the Companies Act 1985, Section 132, upon issue of 156,000,000 Ordinary shares to Vedanta Inc, THL's issued share capital and share premium account have been eliminated and a merger reserve of US\$ 4 million arose, being the difference between the carrying value of the investment in THL in Vedanta Inc's accounts and the nominal value of the shares issued to Vedanta Inc.
- (3) The balance in capital reserve has mainly arisen pursuant to extinguishment of non-controlling interests of subsidiaries.
- (4) Other reserves include legal reserves of US\$ 4 million (31 March 2024: US\$ 4 million), debenture redemption reserve of US\$ 36 million (31 March 2024 US\$ 36 million) and balance mainly includes general reserve and capital redemption reserve. Debenture redemption reserve is required to be created under the Indian Companies Act from annual profits until such debentures are redeemed. Legal reserve is required to be created by Fujairah Gold by appropriation of 10 % of profits each year until the balance reaches 50% of the paid-up share capital. This reserve is not available for distribution except in circumstances stipulated by the Articles of Incorporation. Under the erstwhile Indian Companies Act, 1956, general reserve was created in relation to Group's Indian subsidiaries through an annual transfer of net income to general reserve at a specified percentage in accordance with applicable regulations. The purpose of these transfers is to ensure that the total dividend distribution is less than total distributable reserves for that year. The said requirement was dispensed with w.e.f. 01 April 2013 and these reserves can be utilised in compliance with the Companies (Declaration and Payment of Dividend) Rules, 2014.



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Group Overview

Vedanta Resources Limited (“Vedanta” or “VRL” or “Company”), a company limited by shares and incorporated and domiciled in the United Kingdom. Registered address of the Company is C/O TMF Group 13th Floor, One Angel Court, London, United Kingdom, EC2R 7HJ. Vedanta and its consolidated subsidiaries (collectively, the “Group”) is a diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. The Group engages in the exploration, production and sale of zinc, lead, silver, copper, aluminium, iron ore and oil and gas and has a presence across India, South Africa, Zambia, Namibia, Ireland, Australia, Liberia and UAE. The Group is also in the business of commercial power generation, steel manufacturing and port operations in India and manufacturing of glass substrate in South Korea and Taiwan.

Details of Group’s various businesses are as follows. The Group’s percentage holdings in each of the below businesses are disclosed in note 38.

- Zinc India business is owned and operated by Hindustan Zinc Limited (“HZL”).
- Zinc international business comprises Skorpion mine and refinery in Namibia operated through THL Zinc Namibia Holdings (Proprietary) Limited (“Skorpion”), Lisheen mine in Ireland operated through Vedanta Lisheen Holdings Limited (“Lisheen”) (Lisheen mine ceased operations in December 2015) and Black Mountain Mining (Proprietary) Limited (“BMM”), whose assets include the operational Black Mountain mine and the Gamsberg mine project located in South Africa.
- The Group’s oil and gas business is owned and operated by Vedanta Limited (“VEDL”) and its subsidiary, Cairn Energy Hydrocarbons Limited and consists of exploration, development and production of oil and gas.
- The Group’s iron ore business is owned by the Company, and by its wholly owned subsidiary, i.e., Sesa Resources Limited and consists of exploration, mining and processing of iron ore, pig iron and metallurgical coke and generation of power for captive use. Pursuant to the Honourable Supreme Court of India order, mining operations in the state of Goa were suspended. During the previous year, the Company has received environment clearance from Ministry of Environment,

Forest and Climate Change (“MoEFCC”) and Consent to Operate (“CTO”) from Goa State Pollution Board followed by commencement of Bicholim mining operations in March 2024 and the same is operational during the year.

During the current year, the Company has received environment clearance from Ministry of Environment, Forest and Climate Change (“MoEFCC”) for Cudnem mines Block VII and the other approvals are under process.

In addition, the Group’s iron ore business also includes a wholly owned subsidiary, Western Cluster Limited (“WCL”) in Liberia which has iron ore assets. WCL’s assets include development rights to Western Cluster and a network of iron ore deposits in West Africa. During the previous year, WCL has signed a Memorandum of Understanding with the Government of Liberia to re-start its mining operations in Liberia post which commercial production and shipments of saleable ore were commenced.

- The Group’s copper business is owned and operated by the Company, Fujairah Gold FZC and Thalanga Copper Mines (“TCM”) is principally one of custom smelting and includes captive power plants at Tuticorin in Southern India. A more detailed update on facilities at Tuticorin is given in note 2(d)(l)(iii).

Further, the Company’s copper business includes refinery and rod plant in Silvassa consisting of blister/ secondary material processing plant, a 216,000 TPA copper tank house plant and a copper rod mill with an installed capacity of 258,000 TPA. The plant continues to operate as usual, catering to the domestic market.

In addition, the Group owns and operates a precious metal refinery and copper rod plant in Fujairah, UAE through its subsidiary Fujairah Gold FZC.

Further, the Group’s copper business includes Konkola Copper Mines Plc (“KCM”), which is in copper and cobalt ore mining and processing business. KCM’s major products for sale are finished copper and cobalt alloys. KCM is one of Zambia’s largest integrated copper producers, with operations located in four of the Country’s mining towns on the Copperbelt and Central Provinces. The Copperbelt, is host to the Konkola Mine,

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- the Nchanga Mine and Nkana Refinery. The fourth unit of KCM is the Nampundwe Pyrite Mine in Shibuyunji District of Central Province (refer note 3(a)).
- The Group’s Aluminium business is owned and operated by Vedanta Limited and by Bharat Aluminium Company Limited (“BALCO”). The aluminium operations include a refinery and captive power plant at Lanjigarh, smelter and captive power plants at Jharsuguda both situated in the State of Odisha in Eastern India. BALCO’s partially integrated aluminium operations comprise two bauxite mines, captive power plants, smelting and fabrication facilities in the State of Chhattisgarh in central India.
 - The Group’s power business is owned and operated by Vedanta Limited and Meenakshi Energy Limited (“Meenakshi”), and Talwandi Sabo Power Limited (“TSPL”), wholly owned subsidiaries of the Vedanta Limited, which are engaged in the power generation business in India. Vedanta Limited power operations include a thermal coal- based commercial power facility of 600 MW at Jharsuguda in the State of Odisha in Eastern India and a 1,200 MW (two units of 600MW each) thermal coal-based power plant, in the state of Chhattisgarh in Eastern India. Talwandi Sabo Power Limited (“TSPL”) power operations include 1,980 MW (three units of 660 MW each) thermal coal- based commercial power facilities. Meenakshi power operations include 1,000 MW coal-based power plant (two units of 150 MW each and two units of 350 MW each), located at Nellore, Andhra Pradesh. Power business also includes the wind power plants commissioned by HZL and a power plant at MALCO Energy Limited (“MEL”) (under care and maintenance)

- situated at Mettur Dam in the State of Tamil Nadu in southern India.
- The Group’s other activities include ESL Steel Limited (“ESL”) (formerly known as Electrosteel Steels Limited). ESL is engaged in the manufacturing and supply of billets, TMT bars, wire rods and ductile iron pipes in India and also deals in mining of iron ore and its supply.
 - The Group’s other business also include Vizag General Cargo Berth Private Limited (“VGCB”). Vizag port project includes mechanization of coal handling facilities and upgradation of general cargo berth for handling coal at the outer harbour of Visakhapatnam Port on the east coast of India. VGCB commenced operations in the fourth quarter of fiscal 2013. The Group’s other business also includes AvanStrate Inc. (“ASI”), Vedanta Semiconductors Private Limited (“VSPL”), Vedanta Displays Limited (“VDL”), Ferro Alloys Corporation Limited (“FACOR”) and Desai Cement Company Private Limited (“DCCPL”). ASI is involved in the manufacturing of glass substrate in South Korea and Taiwan. The Company has acquired Vedanta Semiconductors Private Limited and Vedanta Displays Limited during FY 24 for manufacturing semiconductor and display glass panels, respectively. FACOR is involved in manufacturing of Ferro Alloys, mining of chrome ore and generation of power. It owns a ferro chrome plant with a capacity of approximately 140,000 TPA, a 100MW power plant and mines in Sukinda valley with current capacity of 290,000 TPA. DCCPL is involved in business of producing slag cements and owns three ball mills with capacity of 126,000 TPA.



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1. Basis of preparation and basis of measurement of financial statements

a) Basis of preparation

The consolidated financial statements have been prepared in accordance with those parts of the Companies Act, 2006 applicable to companies reporting under International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as issued by International Accounting Standards Board (IASB) and adopted by UK Endorsement Board (“UK adopted IFRS”).

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated. The application of UK adopted IFRS has had no impact on accounting policies.

These financial statements were approved for issue by the Board of Directors on 23 June 2025.

These financial statements are presented in US dollars being the functional currency of the Company and all values are rounded off to the nearest million except when indicated otherwise. Amounts less than US\$ 0.5 million have been presented as “0”.

Certain comparative amounts appearing in these consolidated financial statements have been regrouped and/or reclassified to better reflect the nature of those items.

b) Basis of Measurement

The consolidated financial statements have been prepared using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

c) Going concern

The Group has prepared the consolidated financial statements on a going concern basis. The Directors have considered a number of factors in concluding on their going concern assessment.

The Group monitors and manages its funding position and liquidity requirements including its net current liability position and routinely forecasts its future cash flows and financial position. The key assumptions for these forecasts include production profiles, commodity prices and financing activities.

Prior to current period, the last going concern assessment carried out for the period ended 30 September 2024 was approved by the Board of Directors in December 2024. The Directors were confident that the Group will be able to operate within the levels of its current facilities for the foreseeable future, that the Group will be able to roll-over or obtain external financing as required and that prices will remain within their expected range.

While the mitigating actions as highlighted in the period ended 30 September 2024 financial statements remain available to the Group, following recent significant developments have had a positive bearing on the liquidity and Company’s ability to continue as a going concern;

- a. VRL successfully raised US\$ 1,100 million from global investors through a new bond issuance to prepay its existing bond. The funds were secured in two tranches of US\$ 550 million each.

The Directors consider that the expected operating cash flows of the Group combined with the current finance facilities which are in place give them confidence that the Group has adequate resources to continue as a going concern.

The Directors have considered the Group’s ability to continue as a going concern in the period to 30 September 2026 (“the going concern period”) under both a base case and a downside case.

The downside case assumes, amongst other sensitivities, delayed ramp-up and re-opening of projects, deferment of additional capital expenditure and a conservative assumption of uncommitted refinancing.

• Covenant Compliance

The Group’s financing facilities, including bank loans and bonds, contain covenants requiring the Group to maintain specified financial ratios. The Group has complied with all the covenant requirements till 31 March 2025.

The Directors of the Group are confident that the Group will be able to comply requisite covenants for the going concern period and will be able to execute mitigating actions as mentioned below, to ensure that the Group avoids, or secures waivers or relaxations for future period breaches, if any, of its covenants during the going concern period.

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Mitigating actions

The mitigating options available to the Group and the Company to address the uncertainties in relation to going concern include:

- Execution of an off-take agreement covering certain future production and amounting potentially to c. US\$ 1 billion. The Group is currently negotiating with a number of interested bidders for an off-take agreement, under which the Group would receive an advance payment in return for supply of certain future production. However, no agreement has been concluded and there is a therefore uncertainty as to the Group’s ability to access these funds.
- Extension of working capital facilities: As at 31 March 2025, the Group had unutilised working capital facilities amounting to c. US\$ 1.2 billion. These facilities are not committed for the full duration of the going concern period to September 2026, but rather must be extended or rolled over. There is therefore a risk that, in adverse market conditions, the Group would not be able to extend or roll over these facilities. However, the Directors assess that the Group has a strong record of extending and rolling over these short-term facilities and has historically had significantly higher levels of commercial papers in issue.
- Access to buyers’/suppliers’ credit and customer advances: As at 31 March 2025, the Group had c. US\$ 1.9 billion of suppliers’ credit and c. US\$ 0.5 billion of advances from customers. These financing arrangements are integral to the business of certain Group divisions but are not committed for the full duration of the going concern period. There is therefore a risk that the Group will not be able to access these financing arrangements in the future. Nevertheless, the Directors note that the Group has in the past consistently obtained suppliers’ credit and customer advances at current levels.

Conclusion

Notwithstanding the factors described above, the Directors have confidence in Group’s ability to execute sufficient mitigating actions. Based on these considerations, the Directors have a reasonable expectation that the Group and the Company will meet its commitments as they fall due over the going concern period. Accordingly, the Directors continue to adopt the going concern basis in preparing the Group’s

consolidated financial statements and Company’s standalone financial statements.

d) Parent Company financial statements

The financial statements of the parent company, Vedanta Resources Limited, incorporated in the United Kingdom, have been prepared in accordance with FRS 101 and the Companies Act 2006. the Company financial statements and associated notes have been presented separately.

2(a) Material Accounting Policies

(i) Basis of Consolidation

Subsidiaries:

The consolidated financial statements incorporate the results of the Company and all its subsidiaries (the “Group”), being the entities that it controls.

The financial statements of subsidiaries are prepared for the same reporting year as the Company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group.

For non-wholly owned subsidiaries, a share of the profit/(loss) for the financial year and net assets is attributed to the non-controlling interests as shown in the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of financial position.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

For acquisitions of additional interests in subsidiaries, where there is no change in control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between this figure and the cash paid, inclusive of transaction fees, being recognised in equity. Similarly, upon dilution of controlling interests the difference between the cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. The results of subsidiaries acquired or disposed off during the year are included in the consolidated income statement from the





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effective date of acquisition or up to the effective date of disposal, as appropriate. In case of business combination achieved in stages, the Group remeasures its previously held equity interest in the acquiree at its acquisition date fair value and recognise the resulting gain or loss, if any, in consolidated income statement.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated. Unrealised losses are eliminated unless costs cannot be recovered.

Joint arrangements

A Joint arrangement is an arrangement of which two or more parties have joint control. Joint control is considered when there is contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investments in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement, have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby, the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group has both joint operations and joint ventures.

Joint operations

The Group has Joint operations within its Oil and gas segment. It participates in several unincorporated joint operations which involve the joint control of assets used in oil and gas exploration and producing activities. The Group accounts for its share of assets, liabilities, income and expenditure of joint operations in which the Group holds an interest. Liabilities in unincorporated joint operations where the Group is the operator, is accounted for at gross values (including share of other partners) with a corresponding receivable from the venture partner. These have been included in the consolidated financial statements under the appropriate headings.

Details of joint operations are set out in note 37.

Joint venture

The Group accounts for its interest in joint ventures using the equity method, after initially being recognised

at cost in the consolidated statement of financial position. Goodwill arising on the acquisition of joint venture is included in the carrying value of investments in joint venture.

Investments in associates

An associate is an entity over which the Group has significant influence. Investments in associates are accounted for using the equity method.

Equity method of accounting

Under the equity method of accounting applicable for investments in associates and joint ventures, investments are initially recorded at the cost to the Group and then, in subsequent periods, the carrying value is adjusted to reflect the Group's share of the post-acquisition profits or losses of the investee, and the Group's share of other comprehensive income of the investee, other changes to the investee's net assets and is further adjusted for impairment losses, if any. Dividend received or receivable from associate and joint ventures are recognised as a reduction in carrying amount of the investment.

The consolidated income statement and consolidated statement of comprehensive income include the Group's share of investee's results, except where the investee is generating losses, share of such losses in excess of the Group's interest in that investee are not recognised. Losses recognised under the equity method in excess of the Group's investment in ordinary shares are applied to the other components of the Group's interest that forms part of Group's net investment in the investee in the reverse order of their seniority (i.e., priority in liquidation).

If the Group's share of losses in an associate or joint venture equals or exceeds its interests in the associate or joint venture, the Group discontinues the recognition of further losses. Additional losses are provided for, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate/joint venture.

Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in these entities. Unrealised losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment of the asset transferred. Accounting policies of equity accounted investees is changed where necessary to ensure consistency with the policies adopted by the Group.

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The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2 (a)(x) below.

(ii) Business combination

Business combinations are accounted for under the acquisition method. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standards.

Excess of fair value of purchase consideration and the acquisition date non-controlling interest over the acquisition date fair value of identifiable assets acquired and liabilities assumed is recognised as goodwill. Goodwill arising on acquisitions is reviewed for impairment annually. Where the fair values of the identifiable assets and liabilities exceed the purchase consideration, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the surplus is credited to the consolidated income statement in the period of acquisition.

Where it is not possible to complete the determination of fair values by the date on which the first post-acquisition financial statements are approved, a provisional assessment of fair value is made and any adjustments required to those provisional fair values are finalised within 12 months of the acquisition date.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed twelve months from the acquisition date.

Any non-controlling interest in an acquiree is measured at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. This accounting choice is made on a transaction-by-transaction basis.

Acquisition expenses are charged to the consolidated income statement in the periods in which the costs

are incurred and the services are received except costs to issue debt or equity securities which shall be recognised in accordance with IAS 32 and IFRS 9.

If the Group acquires a group of assets in a company that does not constitute a business combination in accordance with IFRS 3 'Business Combinations', the cost of the acquired group of assets is allocated to the individual identifiable assets acquired based on their relative fair value.

Common control transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are scoped out of IFRS 3 and there is no authoritative literature for these transactions under IFRS. As a result, the Group adopted accounting principles similar to the pooling-of-interest method based on the predecessor values. The assets and liabilities of the acquired entity are recognised at the book values recorded in the ultimate parent entity's consolidated financial statements.

The components of equity of the acquired companies are added to the same components within Group equity except that any share capital and investments in the books of the acquiring entity is cancelled and the differences, if any, is adjusted in the opening retained earnings/capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these financial statements and the financial statements of the commonly controlled entities would be combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior years' comparative information is only adjusted for periods during which the entities were under common control.

(iii) Revenue recognition

Sale of goods/rendering of services (Including Revenue from contracts with customers)

The Group's revenue from contracts with customers is mainly from the sale of copper, aluminium, iron ore, zinc, oil and gas, power, steel, glass substrate and port operations. Revenue from contracts with customers is recognised when control of the goods or services is



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transferred to the customer as per terms of contract, which usually is on delivery of the goods to the shipping agent at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is recognised net of discounts, volume rebates, outgoing sales taxes/goods and service tax and other indirect taxes. Revenues from sale of by-products are included in revenue.

Certain of the Group's sales contracts provide for provisional pricing based on the price on the London Metal Exchange ("LME") and crude index, as specified in the contract. Revenue in respect of such contracts is recognised when control passes to the customer and is measured at the amount the entity expects to be entitled – being the estimate of the price expected to be received at the end of the measurement period. Post transfer of control of goods, provisional pricing features are accounted in accordance with IFRS 9 'Financial Instruments' rather than IFRS 15 'Revenue from contracts with customers' and therefore the IFRS 15 rules on variable consideration do not apply. These 'provisional pricing' adjustments, i.e., the consideration adjusted post transfer of control are included in total revenue from operations on the face of the Consolidated Income Statement and disclosed by way of note to the financial statements. Final settlement of the price is based on the applicable price for a specified future period. The Group's provisionally priced sales are marked to market using the relevant forward prices for the future period specified in the contract and is adjusted in revenue.

Revenue from oil, gas and condensate sales represent the Group's share in the revenue from sale of such products, by the joint operations, and is recognised as and when control in these products gets transferred to the customers. In computing its share of revenue, the Group excludes government's share of profit oil which gets accounted for when the obligation in respect of the same arises.

Revenue from sale of power is recognised when delivered and measured based on rates as per bilateral contractual agreements with buyers and at a rate arrived at based on the principles laid down under the relevant Tariff Regulations as notified by the regulatory bodies, as applicable.

Where the Group acts as a port operator, revenues relating to operating and maintenance phase of the port contract are measured at the amount that Group expects to be entitled to for the services provided.

If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is received. The advance payments received plus a specified rate of return/discount, at the prevailing market rates, is settled by supplying respective goods over a period of up to twenty-four months under an agreed delivery schedule as per the terms of the respective agreements. As these are contracts that the Group expects, and has the ability, to fulfil through delivery of a non-financial item, these are presented as advance from customers and are recognised as revenue as and when control of respective commodities is transferred to customers under the agreements. The fixed rate of return/discount is treated as finance cost. The portion of the advance where either the Group does not have a unilateral right to defer settlement beyond 12 months or expects settlement within 12 months from the consolidated statement of financial position is classified as current liability.

Interest income

Interest income from debt instruments carried at amortised cost is recognised using the effective interest rate method as per IFRS 9.

Dividends

Dividend income is recognised in the consolidated income statement only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(iv) Special items

Special items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges and acquisition and restructuring related costs), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior years. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with UK adopted IFRS. The determination as to which items should be disclosed separately requires a degree of judgement.

(v) Property, Plant and Equipment

Mining properties and leases

When a decision is taken that a mining property is viable for commercial production (i.e., when the Group determines that the mining property will provide sufficient and sustainable return relative to the risks

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and the Group decided to proceed with the mine development), all further pre-production primary development expenditure other than that on land, buildings, plant, equipment and capital work in progress is capitalised as property, plant and equipment under the heading "Mining properties and leases" together with any amount transferred from "Exploration and evaluation" assets. The costs of mining properties and leases include the costs of acquiring and developing mining properties and mineral rights.

The stripping cost incurred during the production phase of a surface mine is deferred to the extent the current period stripping cost exceeds the average period stripping cost over the life of mine and recognised as an asset if such cost provides a benefit in terms of improved access to ore in future periods and certain criteria are met. When the benefit from the stripping costs are realised in the current period, the stripping costs are accounted for as the cost of inventory. If the costs of inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. The group uses the expected volume of waste compared with the actual volume of waste extracted for a given value of ore/mineral production for the purpose of determining the cost of the stripping activity asset.

Deferred stripping costs are included in mining properties within property, plant and equipment and disclosed as a part of mining properties. After initial recognition, the stripping activity asset is depreciated on a unit of production method over the expected useful life of the identified component of the ore body.

In circumstances where a mining property is abandoned, the cumulative capitalised costs relating to the property are written off in the period in which it occurs, i.e., when the Group determines that the mining property will not provide sufficient and sustainable returns relative to the risks and the Group decides not to proceed with the mine development.

Commercial reserves are proved, and probable reserves as defined by the 'JORC' Code, 'MORC' code or 'SAMREC' Code. Changes in the commercial reserves affecting unit of production calculations are dealt with prospectively over the revised remaining reserves.

The estimates of hydrocarbon reserves and resources have been derived in accordance with the Society of Petroleum Engineers "Petroleum Resources Management System (2018)".

Oil and gas assets- (developing/producing assets)

For oil and gas assets a successful efforts-based accounting policy is followed. Costs incurred prior to obtaining the legal rights to explore an area are expensed immediately to the consolidated income statement.

All costs incurred after the technical feasibility and commercial viability of producing hydrocarbons has been demonstrated are capitalised within property, plant and equipment - development/producing assets on a field-by-field basis. Subsequent expenditure is capitalised only where it either enhances the economic benefits of the development/producing asset or replaces part of the existing development/producing asset. Any remaining costs associated with the part replaced are expensed.

Net proceeds from any disposal of development/ producing assets are credited against the previously capitalised cost. A gain or loss on disposal of a development/producing asset is recognised in the consolidated income statement to the extent that the net proceeds exceed or are less than the appropriate portion of the net capitalised costs of the asset.

Exploration and evaluation assets

Exploration and evaluation expenditure incurred prior to obtaining the mining right or the legal right to explore are expensed as incurred.

Exploration and evaluation expenditure incurred after obtaining the mining right or the legal right to explore, are capitalised as exploration and evaluation assets (property, plant and equipment) and stated at cost less impairment, if any. Exploration and evaluation assets are transferred to the appropriate category of property, plant and equipment when the technical feasibility and commercial viability has been determined. Exploration and evaluation assets are assessed for impairment and impairment loss, if any, is recognised prior to reclassification.

Exploration expenditure includes all direct and allocated indirect expenditure associated with finding specific mineral resources which includes depreciation and applicable operating costs of related support equipment and facilities and other costs of exploration activities:

- Acquisition costs - costs associated with acquisition of licences and rights to explore, including related professional fees.



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- General exploration costs - costs of surveys and studies, rights of access to properties to conduct those studies (e.g., costs incurred for environment clearance, defence clearance, etc.), and salaries and other expenses of geologists, geophysical crews and other personnel conducting those studies.
- Costs of exploratory drilling and equipping exploratory and appraisal wells.

Exploration expenditure incurred in the process of determining oil and gas exploration targets is capitalised within “exploration and evaluation assets” and subsequently allocated to drilling activities. Exploration drilling costs are initially capitalised on a well-by-well basis until the success or otherwise of the well has been established. The success or failure of each exploration effort is judged on a well-by-well basis. Drilling costs are written off on completion of a well unless the results indicate that hydrocarbon reserves exist and there is a reasonable prospect that these reserves are commercial.

Following appraisal of successful exploration wells, if commercial reserves are established and technical feasibility for extraction demonstrated, then the related capitalised exploration costs are transferred into a single field cost centre within property, plant & equipment - development/producing assets (oil and gas properties) after testing for impairment. Where results of exploration drilling indicate the presence of hydrocarbons which are ultimately not considered commercially viable, all related costs are written off to the consolidated income statement.

Expenditure incurred on the acquisition of a licence interest is initially capitalised on a licence-by-licence basis. Costs are held undepleted, within exploration and evaluation assets until such time as the exploration phase on the licence area is complete or commercial reserves have been discovered.

Net proceeds from any disposal of an exploration asset are initially credited against the previously capitalised costs. Any surplus/deficit is recognised in the consolidated income statement.

Other property, plant and equipment

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling

and removing the item and restoring the site on which it is located.

Subsequently, property plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the consolidated income statement for the period during which such expenses are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposal of an item of property, plant and equipment computed as the difference between the net disposal proceeds and the carrying amount of the asset is included in the consolidated income statement when the asset is derecognised. Major inspection and overhaul expenditure is capitalised, if the recognition criteria are met.

(vi) Assets under construction

Assets under construction are capitalised in the assets under construction account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised until the period of commissioning has been completed and the asset is ready for its intended use. Asset under construction is carried at cost less accumulated impairment losses, if any.

(vii) Depreciation, depletion and amortisation expense

Mining properties and other assets in the course of development or construction, freehold land and goodwill are not depreciated or amortised.

Mining properties

The capitalised mining properties are amortised on a unit-of-production basis over the total estimated remaining commercial proved and probable reserves of each property or Group of properties and are subject to impairment review. Costs used in the unit of production

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calculation comprise the net book value of capitalised costs plus the estimated future capital expenditure required to access the commercial reserves. Changes in the estimates of commercial reserves or future capital expenditure are dealt with prospectively.

Oil and gas assets

All expenditures carried within each field are amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of commercial reserves at the end of the period plus the production in the period, generally on a field-by-field basis or group of fields which are reliant on common infrastructure.

Commercial reserves are proven and probable oil and gas reserves, which are defined as the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.

Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future field development costs required to access the commercial reserves. Changes in the estimates of commercial reserves or future field development costs are dealt with prospectively.

Other assets

Depreciation on other Property, plant and equipment is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management) as given below. Management’s assessment takes into account, inter alia, the nature of the assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.

Estimated useful life of assets are as follows:

Asset	Useful life (in years)
Buildings - operations and administration	3-60
Plant and machinery	15-40
Railway Sidings	15
Office equipment	3-6
Furniture and fixtures	8-10
Vehicles	8-10

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit to be derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the consolidated income statement if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Group reviews the residual value and useful life of an asset at least at each financial year-end. The Group considers climate-related matters, including physical and transition risks in its assessment of expected useful lives and estimated residual values. If expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

During the year ended 31 March 2025, the Group has reassessed the useful life of a certain category of assets included in plant and equipment and accordingly has revised the estimate of its useful life in respect of pot relining assets from 5 years to 6.5 years and for alumina refinery assets from 15-25 years to 25-30 years in aluminium segment. The change has been accounted for as a change in accounting estimate and applied prospectively. This change is based on several factors, primary being the anticipated usage of these assets in future years. As a result of this reassessment, the depreciation and amortization expense for the year ended 31 March 2025, decreased by US\$ 32 million. The impact of this change is expected to reduce the depreciation and amortization expense by US\$ 49 million each for the year ending 31 March 2026 and year ending 31 March 2027.

(viii) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses, if any.

The Group recognises port concession rights as “Intangible Assets” arising from a service concession arrangements, in which the grantor controls or regulates the services provided and the prices charged, and also controls any significant residual interest in the infrastructure such as property, plant and equipment, irrespective whether the infrastructure is existing infrastructure of the grantor or the infrastructure is constructed or purchased by the Group as part of the service concession arrangement. Such an intangible asset is recognised by the Group initially at cost determined as the fair value of the consideration





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received or receivable for the construction service delivered and is capitalised when the project is complete in all respects. Port concession rights are amortised on straight line basis over the balance of license period. The concession period is 30 years from the date of the award. Any addition to the port concession rights are measured at fair value on recognition. Port concession rights also include certain property, plant and equipment in accordance with IFRIC 12 "Service Concession Arrangements".

Intangible assets are amortised over their estimated useful life on a straight-line basis. Software is amortised over the estimated useful life ranging from 2-5 years. Amounts paid for securing mining rights are amortised over the period of the mining lease ranging from 16-25 years. Technological know-how and acquired brand are amortised over the estimated useful life of 10 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is different from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

(ix) Impairment

Non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units.

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. The Group conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognised impairment losses. Internal and external factors, such as worse economic performance than expected, changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognised impairment losses.

If any such indication exists or in case of goodwill where annual testing of impairment is required then an impairment review is undertaken, and the recoverable

amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the Group and not applicable to entities in general. Fair value for mineral and oil and gas assets is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects, and its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted at an appropriate post-tax discount rate to arrive at the net present value.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. Value in use is determined by applying assumptions specific to the Group's continued use and cannot take into account future development. These assumptions are different to those used in calculating fair value and consequently the value in use calculation is likely to give a different result to a fair value calculation.

The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined. The carrying value is net of deferred tax liability recognised in the fair value of assets acquired in the business combination.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised in the consolidated income statement.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised except if initially attributed to goodwill.

Exploration and evaluation assets:

In assessing whether there is any indication that an exploration and evaluation asset may be

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impaired, the Group considers, as a minimum, the following indicators:

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area;
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale; and
- reserve information prepared annually by external experts.

When a potential impairment is identified, an assessment is performed for each area of interest in conjunction with the group of operating assets (representing a cash-generating unit) to which the exploration and evaluation assets is attributed. Exploration areas in which reserves have been discovered but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is under-way or planned. To the extent that capitalised expenditure is no longer expected to be recovered, it is charged to the consolidated income statement.

(x) Financial Instruments

(a) Financial assets – recognition and subsequent measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Trade receivables that do not contain a significant financing component are measured at transaction price as per IFRS 15.

For purposes of subsequent measurement, financial assets are classified in four categories:

Financial assets at amortised cost

A 'Financial asset' is measured at amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in consolidated income statement. The losses arising from impairment are recognised in consolidated income statement.

Financial assets at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss are recognised in the consolidated income statement. On derecognition of the asset, cumulative gain or loss previously recognised in other comprehensive income is reclassified from the equity to consolidated income statement. Interest earned whilst holding fair value through other comprehensive income debt instrument is reported as interest income using the EIR method.



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For equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the consolidated income statement, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets at fair value through profit or loss (FVTPL)
Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes being recognised in consolidated income statement.

Equity instruments
An equity instrument in the scope of IFRS 9 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies are classified as at FVTPL.

For equity instruments which are classified as FVTPL, all subsequent fair value changes are recognised in the consolidated income statement.

Further, the provisionally priced trade receivables are marked to market using the relevant forward prices for the future period specified in the contract and is adjusted in revenue.

(b) Impairment of financial assets
The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and lease receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

At each reporting date, for recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

- i) Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets. The Group does not reduce impairment allowance from the gross carrying amount.
- ii) Debt instruments measured at FVOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired ("POCI") financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

(c) Financial assets – Derecognition
A financial asset is derecognised when the contractual rights to receive cash flows from the financial asset expire, or when the financial asset is transferred, and the transfer qualifies for derecognition under IFRS 9.

(d) Financial liabilities – Recognition and Subsequent measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value, and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

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The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated income statement.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to consolidated income statement. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated income statement. The Group has not designated any financial liability at fair value through profit or loss.

Further, the provisionally priced trade payables are marked to market using the relevant forward prices for the future period specified in the contract.

Financial liabilities at amortised cost (Loans, Borrowings and Trade and Other payables)
After initial recognition, interest-bearing loans and borrowings and trade and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in consolidated income statement when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated income statement.

(e) Financial liabilities – Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated income statement.

(f) Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

(g) Derivative financial instruments and hedge accounting
Initial recognition and subsequent measurement
In order to hedge its exposure to foreign exchange, interest rate, and commodity price risks, the Group enters into forward, option, swap contracts and other derivative financial instruments. The Group does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated income statement, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.



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Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the consolidated income statement immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in the consolidated income statement. Hedge accounting is discontinued when the Group revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated income statement.

Amounts recognised in OCI are transferred to the consolidated income statement when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised in OCI are transferred to the initial carrying amount of the non-financial asset or liability

If the hedging instrument expires or is sold, terminated, or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(xi) Leases

The Group assesses at contract inception, all arrangements to determine whether they are, or contain, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) Group as a lessor

The Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases.

Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(b) Group as a lessee

The Group as a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities towards future lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date when the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are also subject to impairment.

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Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as described in (vii) above.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (and, in some instances, in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate as per IFRS 16 at the lease commencement date because the interest rate implicit in the lease is generally not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Trade and other payables.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of

low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(xii) Inventories

Inventories and work-in-progress are stated at the lower of cost and net realisable value.

Cost is determined on the following basis:

- Purchased copper concentrate is recorded at cost on a first-in, first-out ("FIFO") basis; all other materials including stores and spares are valued on weighted average basis; except in Oil and Gas business where stores and spares are valued on a FIFO basis;
- Finished products are valued at raw material cost plus costs of conversion, comprising labour cost and an attributable proportion of manufacturing overheads based on normal levels of activity and are moved out of inventory on a weighted average basis (except in copper business where FIFO basis is followed); and
- By-products and scrap are valued at net realisable value.

Net realisable value is determined based on estimated selling price, less further costs expected to be incurred for completion and disposal.

Inventories of 'Fuel Stock' mainly consist of coal which is used for generating power. On consumption, the cost is charged off to 'Cost of sales' in the consolidated income statement.

(xiii) Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

Government grants relating to tangible fixed assets are deducted in calculating the carrying amount of the assets and recognised in the consolidated income statement over the expected useful lives of the assets concerned as a reduced depreciation expense.

(xiv) Taxation

Tax expense represents the sum of current tax and deferred tax.





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Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date and includes any adjustment to tax payable in respect of previous years.

Subject to the exceptions below, deferred tax is provided, using the consolidated statement of financial position method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes and on carry forward of unused tax credits and unused tax losses:

- tax payable on the future remittance of the past earnings of subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future;
- deferred income tax is not recognised on initial recognition as well as on the impairment of goodwill which is not deductible for tax purposes or on the initial recognition of an asset; liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting profit nor taxable profit (tax loss); at the time of the transaction, does not give rise to equal taxable and deductible temporary differences; and
- deferred tax assets are recognised only to the extent that it is more likely than not that they will be recovered.

The carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax is provided on temporary differences arising on acquisitions that are categorised as Business Combinations. Deferred tax is recognised at acquisition as part of the assessment of the fair value of assets and liabilities acquired. Subsequently deferred tax is charged or credited in the consolidated

income statement/other comprehensive income as the underlying temporary difference is reversed.

Further, management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

(xv) Retirement benefit schemes

The Group operates or participates in a number of defined benefits and defined contribution schemes, the assets of which (where funded) are held in separately administered funds.

For defined benefit schemes, the cost of providing benefits under the plans is determined by actuarial valuation each year separately for each plan using the projected unit credit method by third party qualified actuaries.

Remeasurement including, effects of asset ceiling and return on plan assets (excluding amounts included in interest on the net defined benefit liability) and actuarial gains and losses arising in the year are recognised in full in other comprehensive income and are not recycled to the consolidated income statement.

Net interest is calculated by applying a discount rate to the net defined benefit liability or asset at the beginning of the period. Defined benefit costs are split into current service cost, past service cost, net interest expense or income and remeasurement, and gains and losses on curtailments and settlements.

Current service cost and past service costs are recognised within cost of sales and administrative expenses and distribution expenses. Net interest expense or income is recognised within finance costs.

For defined contribution schemes, the amount charged to the consolidated income statement in respect of pension costs and other post-retirement benefits is the contributions payable in the year, recognised as and when the employee renders related services.

(xvi) Share-based payments

Certain employees (including executive directors) of the Group receive part of their remuneration in the form of

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share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of equity-settled transactions with employees is measured at the fair value of share awards at the date at which they are granted. The fair value of share awards is determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on the Group's estimate of shares that will eventually vest. The estimate of the number of share awards likely to vest is reviewed at each reporting date up to the vesting date at which point the estimate is adjusted to reflect the current expectations.

The resultant increase in equity is recorded in share-based payment reserve.

In case of cash-settled transactions, a liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee benefits expense. The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The fair value is determined with the assistance of an external valuer.

(xvii) Provisions, contingent liabilities and contingent assets

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable UK adopted IFRS.

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognised when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the consolidated income statement as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more

uncertain future events beyond the control of Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

The Group has significant capital commitments in relation to various capital projects which are not recognised in the consolidated statement of financial position.

(xviii) Restoration, rehabilitation and environmental costs

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production of a mine or oil fields. Such costs, discounted to net present value, are provided for and a corresponding amount is capitalised at the start of each project, as soon as the obligation to incur such costs arises. These costs are charged to the consolidated income statement over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision. The cost estimates are reviewed periodically and are adjusted to reflect known developments which may have an impact on the cost estimates or life of operations. The cost of the related asset is adjusted for changes in the provision due to factors such as updated cost estimates, changes to lives of operations, new disturbance and revisions to discount rates. The adjusted cost of the asset is depreciated prospectively over the lives of the assets to which they relate. The unwinding of the discount is shown as a finance cost in the consolidated income statement.

Costs for restoration of subsequent site damage which is caused on an ongoing basis during production are provided for at their net present value and charged to the consolidated income statement as extraction progresses. Where the costs of site restoration are not anticipated to be material, they are expensed as incurred.



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(xix)Accounting for foreign currency transactions and translations

The functional currency for each entity in the Group is determined as the currency of the primary economic environment in which it operates. For all principal operating subsidiaries, the functional currency is normally the local currency of the country in which it operates with the exception of oil and gas business operations which have a US dollar functional currency as that is the currency of the primary economic environment in which it operates. The financial statements are presented in US dollars.

In the financial statements of individual group companies, transactions in currencies other than the respective functional currencies are translated into their functional currencies at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into functional currencies at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the consolidated income statement except those where the monetary item is designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognised in the other comprehensive income.

Exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalised as part of borrowing costs in qualifying assets.

For the purposes of consolidation of financial statements, items in the consolidated income statement of those businesses for which the US dollar is not the functional currency are translated into US dollars at the average rates of exchange during the year/exchange rates as on the date of transaction. The related consolidated statement of financial position is translated into US dollars at the rates as at the reporting date. Exchange differences arising on translation are recognised in the consolidated statement of comprehensive income. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated income statement.

(xx) Buyers' credit/Suppliers' credit and vendor financing

The Group enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled between twelve months (for raw materials) to thirty six months (for project and materials). Where these arrangements are with a maturity of up to twelve months, the economic substance of the transaction is determined to be operating in nature and these are recognised as operational buyers' credit/suppliers' credit and disclosed on the face of the consolidated statement of financial position. Interest expense on these are recognised in the finance cost. Payments made by banks and financial institutions to the operating vendors are treated as a non-cash item and settlement of operational buyer's credit/suppliers' credit by the Group is treated as cash flows from operating activity reflecting the substance of the payment.

Where such arrangements are with a maturity beyond twelve months and up to thirty six months, the economic substance of the transaction is determined to be financing in nature, and these are presented within borrowings in the consolidated statement of financial position. Payments made to vendors are treated as cash item and disclosed as cash flows from operating/investing activity depending on the nature of the underlying transaction. Settlement of dues to banks and financial institution are treated as cash flows from financing activity.

(xxi) Borrowing costs

Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly relating to the acquisition, construction or production of a qualifying capital project under construction are capitalised and added to the project cost during construction until such time that the assets are substantially ready for their intended use, i.e., when they are capable of commercial production. Borrowing costs relating to the construction phase of a service concession arrangement is capitalised as part of the cost of the intangible asset. Where funds are borrowed specifically to finance a qualifying capital project, the amount capitalised represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance

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a qualifying capital project, the income generated from such short-term investments is deducted from the total capitalised borrowing cost. If any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing then becomes part of general borrowing. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the year.

All other borrowing costs are recognised in the consolidated income statement in the year in which they are incurred.

Capitalisation of interest on borrowings related to construction or development projects is ceased when substantially all the activities that are necessary to make the assets ready for their intended use are complete or when delays occur outside of the normal course of business.

(xxii) Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at bank and in hand and short-term money market deposits which have a maturity of three months or less from the date of acquisition, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above and additionally includes unpaid dividend account.

2(b) Application of new and revised standards

The Group has adopted, with effect from 01 April 2024, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the consolidated financial statements.

- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16
- Classification of Liabilities as Current or Non-current - Amendments to IAS 1
- Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

Standards issued but not yet effective	
The new and amended standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below:	
New pronouncement	Effective date
The Effects of Changes in Foreign Exchange Rates - Amendments to IAS 21	01 January 2025
Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	01 January 2026
IFRS 18 – Presentation and Disclosures in Financial Statements	01 January 2027
IFRS 19 - Subsidiaries without public accountability: disclosures	01 January 2027
The amendments are not expected to have a material impact on the Group. The Group has not early adopted any amendments which has been notified but is not yet effective.	



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2(c) Foreign Exchange Rate

The following exchange rate to US dollar (\$) has been applied:

Particulars	Average rate for the year ended 31 March 2025	Average rate for the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Indian rupee	84.55	82.79	85.47	83.34

2(d) Significant accounting estimates and judgements

The preparation of consolidated financial statements in conformity with UK adopted IFRS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of revenues and expenses for the years presented. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:

I. Significant Estimates:

(i) Carrying value of exploration and evaluation assets

The recoverability of a project is assessed under IFRS 6. Exploration assets are assessed by comparing the carrying value to higher of fair value less cost of disposal or value in use, if impairment indicators exist. Change to the valuation of exploration assets is an area of judgement. Further details on the Group's accounting policies on this are set out in accounting policy above. The amounts for exploration and evaluation assets represent active exploration projects. These amounts will be written off to the consolidated income statement as exploration costs unless commercial reserves are established, or the determination process is not completed and there are no indications of impairment. The outcome of ongoing exploration, and therefore whether the carrying value of exploration

and evaluation assets will ultimately be recovered, is inherently uncertain.

Details of carrying values are disclosed in note 6 and note 16.

(ii) Recoverability of deferred tax and other income tax assets

The Group has carried forward tax losses and unabsorbed depreciation that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilized. This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets. This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the consolidated income statement.

During year ended 31 March 2024, based on financial projections and requirements of IAS 12, ESL derecognized deferred tax assets on business losses amounting to US\$ 37 million. As at 31 March 2025, based on financial projections and requirements of Ind AS 12, ESL Steel Limited ("ESL") has deferred tax assets balance on carry forward unabsorbed depreciation of US\$ 326 million (31 March 2024: US\$ 334 million), which based on management's estimate is probable to realise.

iii) Copper operations in Tamil Nadu, India

Tamil Nadu Pollution Control Board ("TNPCB") had issued a closure order of the Tuticorin Copper smelter, against which the Group had filed an appeal with the National Green Tribunal ("NGT"). NGT had, on 08 August 2013, ruled that the Copper smelter could continue its operations subject to implementation of recommendations of the Expert Committee appointed

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by the NGT. The TNPCB has filed an appeal against the order of the NGT before the Supreme Court of India.

In the meanwhile, the application for renewal of Consent to Operate ("CTO") for existing copper smelter was rejected by TNPCB in April 2018. The Group has filed an appeal before the TNPCB Appellate Authority challenging the Rejection Order. During the pendency of the appeal, the TNPCB vide its order dated 23 May 2018 ordered closure of existing copper smelter plant with immediate effect. Further, the Government of Tamil Nadu issued orders on the same date with a direction to seal the existing copper smelter plant permanently. The Group believes these actions were not taken in accordance with the procedure prescribed under applicable laws. Subsequently, the Directorate of Industrial Safety and Health passed orders dated 30 May 2018, directing the immediate suspension and revocation of the Factory License and the Registration Certificate for the existing smelter plant.

The Group appealed this before the NGT. NGT vide its order on 15 December 2018 has set aside the impugned orders and directed the TNPCB to pass fresh orders for renewal of consent and authorization to handle hazardous substances, subject to appropriate conditions for protection of environment in accordance with law.

The State of Tamil Nadu and TNPCB approached Supreme Court in Civil Appeals on 02 January 2019 challenging the judgement of NGT dated 15 December 2018 and the previously passed judgement of NGT dated 08 August 2013. The Supreme Court vide its judgement dated 18 February 2019 set aside the judgements of NGT dated 15 December 2018 and 08 August 2013 solely on the basis of maintainability and directed the Group to file an appeal in High court.

The Group has filed a writ petition before the Madras High Court challenging the various orders passed against it in FY 2018 and FY 2013. On 18 August 2020, the Madras High Court delivered the judgement wherein it dismissed all the Writ Petitions filed by the Group. Thereafter, the Group has approached the Supreme Court and challenged the said High Court order by way of a Special Leave Petition ("SLP").

The Hon'ble Supreme Court, after hearing the parties to the proceedings had dismissed the SLP filed by the Company vide judgment dated 29 February 2024. On 01 April 2024, The Company preferred a review petition before the Hon'ble Supreme Court. In the said review petition, the Company also moved an application for open Court hearing of the review petition. The review

petition, along-with the application for listing the review petition in the open Court, got dismissed on 22 October 2024. The Company is currently evaluating legal remedies available with it including filing of curative petition before the Hon'ble Supreme Court.

Expansion Plant:

Separately, the Group has filed a fresh application for renewal of the Environmental Clearance for the proposed Copper Smelter Plant 2 ("Expansion Project") dated 12 March 2018 before the Expert Appraisal Committee of the Ministry of Environment, Forests and Climate Change ("the MoEFCC") wherein a sub-committee was directed to visit the Expansion Project site prior to prescribing the Terms of Reference.

In the meantime, the Madurai Bench of the Madras High Court in a Public Interest Litigation held vide its order dated 23 May 2018 that the application for renewal of the Environmental Clearance for the Expansion Project shall be processed after a mandatory public hearing and in the interim, ordered the Group to cease construction and all other activities on site for the proposed Expansion Project with immediate effect. The MoEFCC has delisted the Expansion Project since the matter is sub-judice. Separately, SIPCOT vide its letter dated 29 May 2018, cancelled 342.22 acres of the land allotted for the proposed Expansion Project. Further, the TNPCB issued orders on 07 June 2018 directing the withdrawal of the Consent to Establish ("CTE") which was valid till 31 March 2023.

The Group has approached Madras High Court by way of writ petition challenging the cancellation of lease deeds (Gross block: US\$ 4 million (Net block: US\$ nil million)) by SIPCOT pursuant to which an interim stay had been granted. The Company had also appealed this action before the TNPCB Appellate Authority. The matter was heard on 01 March 2023 and was adjourned until further notice.

As per the Group's assessment, they are in compliance with the applicable regulations and hence preferred a review petition before the Hon'ble Supreme Court. Considering prolonged time of plant closure and uncertainties around opening of plant due to rejection of SLP by Hon'ble Supreme Court, the Group has carried out an impairment assessment, basis above development, on Tuticorin plant assets having carrying value of US\$ 187 million (including PPE, CWIP and inventory) using Depreciated Replacement Cost/Scrap Value method for PPE and CWIP, and Net recoverable method for inventory. Accordingly, impairment on





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assets of US\$ 81 million (including Goodwill of US\$ 12 million, PPE of US\$ 45 million, CWIP of US\$ 16 million and loss on inventory of US\$ 8 million) has been recorded during the year ended 31 March 2024.

Property, plant and equipment of US\$ 48 million (31 March 2024: US\$ 51 million) and inventories of US\$ 26 million (31 March 2024: US\$ 26 million), pertaining to existing and expansion plant, could not be physically verified, anytime during the year, as the access to the plant is presently restricted. However, any difference between book and physical quantities is unlikely to be material.

(iv) ESL - CTO

ESL, had filed application for renewal of CTO on 24 August 2017 for a period of five years which was denied by Jharkhand State Pollution Control Board ("JSPCB") on 23 August 2018, as JSPCB awaited response from the MoEFCC over a 2012 show-cause notice. After a personal hearing towards the show cause notice, the MoEFCC revoked the Environment Clearance ("EC") on 20 September 2018. The High Court of Jharkhand granted stay against both revocation orders and allowed the continuous running of the plant operations under regulatory supervision of the JSPCB. Jharkhand High Court, on 16 September 2020, passed an order vacating the interim stay in place beyond 23 September 2020, while listed the matter for final hearing. ESL urgently filed a petition in the Hon'ble Supreme Court, and on 22 September 2020, ESL was granted permission to run the plant till further orders.

The Forest Advisory Committee ("FAC") of the MoEFCC granted the Stage 1 clearance and the MoEFCC approved the related Terms of Reference ("TOR") on 25 August 2020. ESL presented its proposal before the Expert Appraisal Committee ("EAC") after completing the public consultation process and the same has been recommended for grant of EC subject to Forest Clearance by the EAC in its 41st meeting dated 29 and 30 July 2021. Vide letter dated 25 August 2021, the MoEFCC rejected the EC "as of now" due to stay granted by Madras High Court vide order dated 15 July 2021 in a Public Interest Litigation filed against the Standard Operating Procedure which was issued by the MoEFCC for regularization of violation case on 07 July 2021. The Hon'ble Supreme Court vide order dated 09 December 2021 decided the matter by directing the MoEFCC to process the EC application of ESL as per the applicable law within a period of three months. The MoEFCC vide its letter dated 02 February 2022 has deferred the grant of EC till Forest Clearance ("FC") Stage-II is granted to ESL. ESL has submitted its reply

against the MoEFCC letter vide letter dated 11 February 2022 for reconsidering the decision of linking EC with FC as the grant of FC Stage – II is not a condition precedent for grant of EC. As per Stage 1 clearance, the Group is required to provide non-forest land in addition to the afforestation cost. The Group, based on the report of an Environment Impact Assessment consultant, had recognised a provision of US\$ 26 million as part of special item during the year ended 31 March 2021 with respect to the costs to be incurred by it for obtaining EC and additional US\$ 1 million has been provided against final order relating to wildlife conservation plan received during the year ended 31 March 2022.

On 05 June 2023, the MoEFCC revoked the FC Stage-I against which ESL has written a letter for reconsideration. Against the revocation, the State Govt of Jharkhand has also submitted its request letter to the MoEFCC to reconsider its decision and grant some more time. Referring to the State's letter, the MoEFCC has issued a letter dated 18 August 2023 to the Principal Secretary (Forest), Jharkhand to submit the compliance status report, which was submitted on 17 November 2023 with positive remarks. The MoEFCC has directed the State Government for updated status vide letter dated 12 February 2025 post receiving letter dated 01 February 2025 from ESL requesting for consideration in light of the land issues in the State. The MoEFCC is formulating a policy pertaining to CA Land imposition in violation cases. The Policy is awaited and expected to be released shortly. Meanwhile, ESL has applied for FC again in March 2025 (continuation of last FC) in light of the Policy and lapsing of 5 years statutory timeline. Project Steering Committee (PSC) has approved the proposal and forwarded the same to DFO, Bokaro. Pending completion of the entire process and determination of aggregate cost, US\$ 34 million (including US\$ 15 million provided during the year ended 31 March 2025) (net of US\$ 36 million paid) towards cost of land and US\$ 24 million towards other related costs etc. (net of US\$ 2 million paid) has been provided on estimated basis as on 31 March 2025. Differential amount and/ or adjustments in this respect will be given effect on determination thereof. On receipt of EC, application for obtaining CTE and then CTO will be made by ESL.

In the pending High Court case, while considering the fact that modalities are being worked out between the State government, the MoEFCC and ESL, the High Court has, vide its order dated 10 December 2024, adjourned the hearing. The next hearing is scheduled for 01 May 2025. Management believes no further provision is required.

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(v) Acquisition - Copper Zambia (KCM)

On 06 November 2023, VRL, ZCCM-IH and KCM signed a new shareholder agreement for KCM as well as an Implementation Agreement that sets out the terms for VRHL's re-entry and new investment into KCM. Post the completion of scheme of arrangement, the provisional liquidator was removed in late July 2024 and the Board of KCM was re-instated on 31 July 2024. This re-instatement of control of VRHL over KCM, meets the definition of business combination as per the principles of IFRS 3. Details of significant estimates are disclosed in note 3(a).

(vi) Oil and Gas reserves

Significant technical and commercial judgements are required to determine the Group's estimated oil and natural gas reserves. Oil and Gas reserves are estimated on a proved and probable entitlement interest basis. Proven and probable reserves are estimated using standard recognised evaluation techniques. The estimate is reviewed annually. Future development costs are estimated taking into account the level of development required to produce the reserves by reference to operators, where applicable and internal engineers.

Net entitlement reserves estimates are subsequently calculated using the Group's current oil price and cost recovery assumptions, in line with the relevant agreements.

Changes in reserves as a result of factors such as production cost, recovery rates, grade of reserves or oil and gas prices could impact the depletion rates, carrying value of assets (refer note 16) and environmental and restoration provisions.

(vii) Carrying value of developing/producing oil and gas assets

Management performs impairment tests on the Group's developing/producing oil and gas assets where indicators of impairment are identified in accordance with IAS 36.

The impairment assessments are based on a range of estimates and assumptions, including:

Estimates/assumptions	Basis
Future production	proved and probable reserves, production facilities, resource estimates and expansion projects
Commodity prices	management's best estimate benchmarked with external sources of information, to ensure they are within the range of available analyst forecast
Discount to price	management's best estimate based on historical prevailing discount and updated sales contracts
Period	for Rajasthan block, cash flows are considered based on economic life of the fields
Discount rates	cost of capital risk-adjusted for the risk specific to the asset/CGU

Any subsequent changes to cash flows due to changes in the above-mentioned factors could impact the carrying value of the assets.

Details of carrying values and impairment charge and the assumptions used are disclosed in notes 16 and 6 respectively.

(viii) Refer note 25 for significant estimates on restoration, rehabilitation and environmental

II. Significant Judgements:

(i) Determining whether an arrangement contains a lease

The Group has ascertained that the Power Purchase Agreement (PPA) executed between one of the subsidiaries and a State Grid qualifies to be an operating lease under IFRS 16 "Leases". Accordingly, the consideration receivable under the PPA relating to recovery of capacity charges towards capital cost have been recognised as operating lease rentals and in respect of variable cost that includes fuel costs, operations and maintenance etc. is considered as revenue from sale of products/services.



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Significant judgement is required in segregating the capacity charges due from the State Grid, between fixed and contingent payments. The Group has determined that since the capacity charges under the PPA are based on the number of units of electricity made available by its subsidiary which would be subject to variation on account of various factors like availability of coal and water for the plant, there are no fixed minimum payments under the PPA, which requires it to be accounted for on a straight-line basis. The contingent rents recognised are disclosed in notes 4 and 5.

(ii) Contingencies and other litigations

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Group. A provision is recognised when the Group has a present obligation as a result of past events, and it is probable that the Group will be required to settle that obligation.

Where it is management’s assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements.

When considering the classification of a legal or tax cases as probable, possible or remote there is judgement involved. This pertains to the application of the legislation, which in certain cases is based upon management’s interpretation of country specific applicable law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to make informed decision.

Although there can be no assurance regarding the final outcome of the legal proceedings, the Group does not expect them to have a materially adverse impact on the Group’s financial position or profitability. These are set out in note 32. For other significant litigations where the possibility of an outflow of resources embodying economic benefits is remote, refer note 33.

(iii) Revenue recognition and receivable recovery in relation to the power division

In certain cases, the Group’s power customers are disputing various contractual provisions of Power Purchase Agreements (PPA). Significant judgement is required in both assessing the tariff to be charged under the PPA in accordance with IFRS 15 and to assess the recoverability of withheld revenue currently accounted for as receivables.

In assessing this critical judgment management considered favourable external legal opinions the Group has obtained in relation to the claims and favourable court judgements in the related matter. In addition, the fact that the contracts are with government owned companies implies the credit risk is low (refer note 18).

2(e) Restatement of the comparative period financial information

The following changes have been made to the comparative year’s Consolidated Cash Flow Statement presented within these financial statements:

Receipts from sale of the Group’s holding in VEDL of US\$ 904 million have been reclassified from investing activities to financing activities in the Consolidated Cash Flow Statement. There is no impact on net cash flows for the period, due to this re-classification.

The above re-classification was prompted upon a review by the Corporate Reporting Review team of the Financial Reporting Council (‘FRC’) as part of its regular review and assessment of the quality of corporate reporting in the UK. The FRC’s review is limited to the published 2024 Annual Report and Accounts; it does not benefit from a detailed understanding of underlying transactions and provides no assurance that the Annual Report and Accounts are correct in all material respects.

3. Discontinued operations, acquisitions and restructuring

(a) Konkola Copper Mines Plc (“KCM”):

VRL through its wholly owned subsidiary, Vedanta Resources Holdings Limited (“VRHL”) holds 79.4% equity stake in KCM. ZCCM Investments Holdings Plc (“ZCCM-IH”), which owns 20.6% of the shares in KCM had obtained an ex parte order from the High Court of Zambia appointing a provisional liquidator (“PL”) for KCM in May 2019. As all the significant decision-making powers, including carrying on the business of KCM and taking control over all the assets of KCM, rests with the PL, the appointment of PL had caused loss of its control over KCM. Accordingly, the Group deconsolidated KCM with effect from 21 May 2019. Various legal proceedings were initiated and carried out during 2019–2023.

On 06 November 2023, VRL, ZCCM-IH and KCM signed a new shareholder agreement for KCM as well as an Implementation Agreement that sets out the terms for VRHL’s re-entry and new investment into KCM. Post the completion of scheme of arrangement, the

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provisional liquidator was removed in late July 2024 and the Board of KCM was re-instated on 31 July 2024. This re-instatement of control of VRHL over KCM, meets the definition of business combination as per the principles of IFRS 3. Hence, the transaction is recorded using the acquisition method in consolidated financial Statements of VRL in accordance with IFRS 3.

The net assets of KCM recognised as on 30 September 2024 financial statements were based on a provisional assessment of their fair value. The valuation had not been completed by the date the financial statements were approved for issue by the Board of Directors.

In May 2025, the valuation was completed and the acquisition date fair value of the Property, plant and equipment was US\$ 2,143 million, a decrease of US\$ 36 million over the provisional value. However, the value of Mining rights (intangible assets) has been determined at US\$ 565 million, the assessment of which was not completed in September 2024. As a result, there was an increase in the deferred tax liability of US\$ 159 million and an increase in the non-controlling interest of US\$ 23 million. The fair value of the investment held in KCM has increased by US\$ 498 million. Goodwill has been recognised at US\$ 135 million against gain on bargain purchase of US\$ 16 million.

Following is the summary:

a) Purchase consideration – US\$ Nil

The assets and liabilities recognised (other than deferred tax liability) on the date of acquisition:

(US\$ million)	
Particulars	Amount
Property, plant and equipment	2,143
Mining rights	565
Other non-current assets	46
Inventories	111
Trade and other receivables	201
Cash and cash equivalents	235
Deferred tax assets	330
Total assets (A)	3,631
Borrowings	634
Provisions	32
Trade and other payables	752
Current tax liabilities	0
Total liabilities (B)	1,418
Net assets acquired (C) = (A) – (B)	2,213

b) Calculation of Goodwill

(US\$ million)	
Particulars	Amount
Fair value of existing stake*	1,538
Fair value of non-controlling interest (“NCI”)	300
Deferred tax liability acquired	498
Non-equity non-controlling interests	12
Less: Fair value of net assets acquired (other than deferred tax asset)	(2,213)
Goodwill**	135

* The value of US\$ 1,538 million has been considered at mid- point of range US\$ 1,267 million and US\$ 1,809 million of fair value of KCM. The range is calculated considering various sensitivities including WACC rate, refinery sensitivity, capex and opex sensitivity, resources sensitivity, etc. In view of the nature of valuation methodology, the sensitivities mentioned above have been applied in combination. It is not practical to present a sensitivity analysis on a individual inputs basis.

** Goodwill of US\$ 135 million has been recognized due to deferred tax liabilities recorded on fair value upliftment of Mining rights recognized as part of business combination under IFRS 3. As per IAS 36 - Impairment of Assets, the carrying amount of goodwill that relates to taxation and is created due to the related deferred tax liability is not considered when comparing the carrying value of the CGU with the recoverable amount, to determine any potential impairment (refer note 14).

c) Revenue and loss after tax from the date of acquisition till reporting date

(US\$ million)	
Particulars	Amount
Revenue	390
Loss after tax	(106)

d) Revenue and Profit after tax from the date of beginning of financial year till reporting date

(US\$ million)	
Particulars	Amount
Revenue	405
Loss after tax	(316)

Gain arising on re-measurement of existing equity stake in KCM amounting to US\$ 1,272 million is recognized in Investment Revenue- Special items.





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(b) Scheme of Arrangements for Demerger

The Board of Directors of Vedanta Limited, in its meeting held on 29 September 2023, had approved a Scheme of Arrangement (“the Original Scheme”) for demerger of various businesses of the Company, namely, demerger of the Company’s Aluminium (represented by the Aluminium segment), Merchant Power (represented by the Power segment), Oil & Gas (represented by the Oil and Gas segment), Base Metals (represented by the Copper and Zinc International segment) and Iron Ore (represented by Iron Ore segment and Steel business) Undertakings, resulting in 6 separate companies (including Vedanta Limited, being the demerged Company), with a mirrored shareholding and consequent listings at BSE Limited and National Stock Exchange of India Limited (“the Stock Exchanges”). The Stock Exchanges gave their no-objection to the Scheme.

A first motion application, in respect of the Original Scheme, was filed by demerged company (i.e., Vedanta Limited) and four resulting companies (i.e., Vedanta Aluminium Metal Limited (“VAML”), Malco Energy Limited (“MEL”), Vedanta Base Metals Limited (“VBML”) and Vedanta Iron and Steel Limited (“VISL”)) before the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) on 06 August 2024 (“VEDL First Motion”). The Hon’ble NCLT by way of its order dated 21 November 2024 (“VEDL NCLT Order”) inter alia:

- a) directed the Company to convene a meeting of its equity shareholders, secured creditors and unsecured creditors within 90 days of the date of receipt of the order;
- b) directed MEL to convene a meeting of its secured creditors and unsecured creditors within 90 days of the date of receipt of the order;
- c) dispensed with the meeting of equity shareholders of VAML, MEL, VBML and VISL; and
- d) dispensed with the meeting of secured and unsecured creditors of VAML, VBML and VISL.

In December 2024, Vedanta Limited and other five resulting companies decided not to proceed with implementation of Part V of the Original Scheme, i.e., demerger of Base Metal undertaking into VBML, along with making appropriate updates to the Original Scheme (“Updated Scheme”). The non-implementation

of the demerger of the Base Metals undertaking shall not affect any other parts of the Original Scheme described above.

In compliance with VEDL NCLT Order, the meetings were held on 18 February 2025 and the Updated Scheme (with modification to exclude demerger of Base Metals Undertaking) was approved by the equity shareholders, secured creditors and unsecured creditors of the Company, as well as the secured and unsecured creditors of MEL.

On 05 March 2025, Vedanta Limited along with VAML, MEL and VISL, filed a second motion petition before the Hon’ble NCLT inter alia seeking sanction of the Updated Scheme. The same is currently pending for admission before the Hon’ble NCLT.

Further, a separate first motion application was filed by Talwandi Sabo Power Limited (“TSPL”), one of the resulting companies, with the Hon’ble NCLT, Mumbai on 22 October 2024 (“TSPL First Motion”) for demerger of Merchant Power Undertaking of the Company, since TSPL’s Registered Office (“RO”) was in the process of being changed from Mansa (Punjab) to Mumbai (Maharashtra) at the time of filing VEDL First Motion. The Hon’ble NCLT, Mumbai by its order dated 04 March 2025, disposed the TSPL First Motion by rejecting the scheme (“TSPL NCLT Order”). TSPL has filed an appeal against the TSPL NCLT Order before the Hon’ble National Company Law Appellate Tribunal, New Delhi and the matter is being heard.

Pending regulatory and other substantive approvals, no adjustments have been recorded in the financial results for the quarter and year ended 31 March 2025.

(c) Acquisition of additional Stake

During the year ended 31 March 2025, AvanStrate Inc. Japan (“ASI”), HOYA and Cairn India Holdings Limited (“CIHL”) a wholly owned subsidiary of the Company, executed a comprehensive settlement agreement dated 5 August 2024 to settle all liabilities and provide an exit to HOYA (the “Settlement agreement”). On account of the said agreement, the Group acquired its stake of ~46% in ASI. The outstanding obligation of HOYA, as determined by the Settlement Agreement, has been fully paid on 26 August 2024 and HOYA’s shareholding has been transferred to CIHL on 29 August 2024. Post HOYA’s exit, the Group holds ~98.2% in ASI.

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In order to strengthen the ASI operations, the Group expects to re-organise the capital structure of ASI and its subsidiaries (“ASI Group”) and is evaluating multiple options. The said reorganization is expected to result in utilization of brought forward losses at the ASI Group. Hence, net deferred tax asset of US\$ 84 million pertaining to such unutilized tax losses have been recorded during the year ended 31 March 2025, in accordance with principles of IAS-12 - Income taxes.

(d) Disposal of Subsidiary

During the year ended 31 March 2024, Monte Cello BV (“MCBV”), a wholly owned subsidiary of Vedanta Limited, sold 100% of its equity ownership in its wholly owned subsidiary, Copper Mines of Tasmania (“CMT”) which was previously engaged in copper mining operations in Australia. Consequently, upfront cash consideration of US\$ 10 million (INR 840 million) received by the Group and de-recognition of net liabilities of US\$ 12 million (INR 940 million) pertaining to CMT, has resulted in a total gain of US\$ 22 million (INR 1,780 million) which has been included in investment revenue in consolidated financial statements for the year ended 31 March 2024. Further, as part of the transaction, the acquirer shall pay the Group additional consideration in future upto US\$ 310 million by way of fee/royalties, on achieving certain pre-agreed milestones.

4. Segment information

The Group is a diversified natural resources Group engaged in exploring, extracting and processing minerals and oil and gas. The Group produces zinc, lead, silver, copper, aluminium, iron ore, oil and gas, ferro alloys, steel, cement and commercial power and has a presence across India, Zambia, South Africa, Namibia, UAE, Ireland, Australia, Japan, South Korea, Taiwan and Liberia. The Group is also in the business of port operations and manufacturing of glass substrate.

The Group’s reportable segments defined in accordance with IFRS 8 are as follows:

- Zinc- India (comprises zinc and lead India)
- Zinc-International
- Oil & Gas
- Iron Ore
- Copper-India/Australia
- Copper-Zambia
- Aluminium
- Power

‘Others’ segment mainly comprises port/berth, steel, glass substrate, ferro alloys and cement business and those segments which do not meet the quantitative threshold for separate reporting.

Each of the reportable segments derives its revenues from these main products and hence these have been identified as reportable segments by the Group’s chief operating decision maker (“CODM”).

Management monitors the operating results of reportable segments for the purpose of making decisions about resources to be allocated and for assessing performance. Segment performance is evaluated based on the Earnings Before Interest, Taxes, Depreciation, and Amortization (“EBITDA”) of each segment. Business segment financial data includes certain corporate costs, which have been allocated on an appropriate basis. Inter-segment sales are charged based on prevailing market prices.

The following tables present revenue and profit information and certain asset and liability information regarding the Group’s reportable segments for the years ended 31 March 2025 and 31 March 2024. Items after operating profit are not allocated by segment.



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(a) Reportable segments

For the year ended 31 March 2025

Particulars	Zinc-India	Zinc- International	Oil and gas	Iron Ore	Copper- India/ Australia	Copper- Zambia**	Aluminium	Power	Others	Elimination	Total operations
REVENUE											
Sales to external customers	3,888	463	1,306	706	2,696	390	6,912	733	1,126	-	18,220
Inter-segment sales	4	-	-	14	30	-	9	-	66	(123)	-
Revenue	3,892	463	1,306	720	2,726	390	6,921	733	1,192	(123)	18,220
Results											
Segment Results (EBITDA) ⁽¹⁾	2,054	156	557	120	(14)	(38)	2,104	84	429	-	5,452
Less: Depreciation and amortisation ⁽²⁾	410	53	369	44	18	158	301	65	54	-	1,472
Less: Other Expenses*	-	-	52	-	-	-	-	-	-	-	52
Operating profit/(loss) before special items	1,644	103	136	76	(32)	(196)	1,803	19	375	-	3,928
Add: Investment revenue											273
Less: Finance costs											(2,033)
Add: Other gains and (losses) [net]											(10)
Add: Special items (refer note 6)											1,625
Profit before taxation											3,783
Segments assets	2,684	1,170	2,716	697	557	3,177	7,774	1,932	1,181	-	21,888
Financial asset investments											187
Deferred tax assets											383
Short-term investments											2,066
Cash and cash equivalents											601
Tax assets											198
Others											346
TOTAL ASSETS											25,669
Segment liabilities	782	216	1,407	373	838	575	2,194	155	527	-	7,067
Borrowings											13,757
Current tax liabilities											133
Deferred tax liabilities											1,473
Others											325
TOTAL LIABILITIES											22,755
Other segment information											
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets ⁽⁴⁾	599	252	333	158	4	2,719	913	218	145	-	5,345
Impairment charge/(reversal) ⁽³⁾	-	-	313	-	-	100	-	-	(34)	-	379

* Exploration costs written off

**During the year ended 31 March 2025, the Group regained control over KCM and consolidated it with effect from 31 July 2024, refer note number 3(a) for details.

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Particulars	Zinc-India	Zinc- International	Oil and gas	Iron Ore	Copper- India/ Australia	Aluminium	Power	Others	Elimination	Total operations
REVENUE										
Sales to external customers	3,369	430	2,155	1,080	2,383	5,837	743	1,131	-	17,128
Inter-segment sales	4	-	-	15	-	6	-	87	(112)	-
Segment revenue	3,373	430	2,155	1,095	2,383	5,843	743	1,218	(112)	17,128
Results										
Segment Results (EBITDA) ⁽¹⁾	1,638	84	1,184	200	(9)	1,167	117	337	-	4,718
Less: Depreciation and amortisation ⁽²⁾	399	55	327	39	26	291	65	80	-	1,282
Other Expenses *	-	-	89	-	-	-	-	-	-	89
Operating profit/(loss) before special items	1,239	29	768	161	(35)	876	52	257	-	3,347
Investment revenue										202
Finance costs										(1,882)
Other gains and (losses) [net]										(37)
Special items ⁽³⁾										124
Profit before taxation										1,754
Segments assets	2,567	955	3,272	689	446	7,388	1,749	1,274	-	18,340
Financial asset investments										118
Deferred tax assets										422
Short-term investments										1,575
Cash and cash equivalents										384
Tax assets										466
Others										1,025
TOTAL ASSETS										22,330
Segment liabilities	746	252	1,738	415	646	2,653	92	454	-	6,996
Borrowings										14,330
Current tax liabilities										299
Deferred tax liabilities										1,206
Others										347
TOTAL LIABILITIES										23,178
Other segment information										
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets ⁽⁴⁾	462	259	367	89	14	926	165	134	-	2,418
Impairment charge/(reversal) ⁽³⁾	-	14	(157)	18	81	16	-	-	-	(28)

* Exploration costs written off

(1) EBITDA is a non-IFRS measure and represents earnings before special items, depreciation, amortisation, other gains and losses, interest and tax.

(2) Depreciation and amortisation are also provided to the chief operating decision maker on a regular basis.

(3) Included under special items (Note 6).

(4) Additions to property, plant and equipment, exploration and evaluation assets and intangible assets includes US\$ 4 million (31 March 2024: US\$ 2 million) not allocated to any segment.



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(b) Geographical segmental analysis

The Group's operations are located in India, Zambia, Namibia, South Africa, UAE, Ireland, Australia, Japan, South Korea, Taiwan and Liberia. The following table provides an analysis of the Group's revenue by region in which the customer is located, irrespective of the origin of the goods.

Particulars	(US\$ million)	
	Revenue by geographical segment	
	Year ended 31 March 2025	Year ended 31 March 2024
India	11,876	11,009
Europe	2,164	927
China	509	641
The United States of America	203	283
Mexico	356	189
Malaysia	146	819
Singapore	426	826
Others	2,540	2,434
Total	18,220	17,128

The following is an analysis of the carrying amount of non-current assets, excluding deferred tax assets, derivative financial assets, financial asset investments and other non-current financial assets analysed by the geographical area in which the assets are located:

Particulars	(US\$ million)	
	Carrying amount of non-current assets	
	As at 31 March 2025	As at 31 March 2024
India	13,903	13,350
South Africa	1,032	816
Zambia	2,881	-
Taiwan	71	101
Namibia	76	79
Others	108	186
Total	18,071	14,532

Information about major customer

No single customer has accounted for 10% or more of the Group's revenue for the years ended 31 March 2025 and 31 March 2024.

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Disaggregation of revenue

Below table summarises the disaggregated revenue from contracts with customers:

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Zinc Metal	3,054	2,595
Lead Metal	549	591
Silver metal and Bars	741	665
Oil	983	1,797
Gas	330	348
Iron Ore	282	652
Pig Iron	446	494
Metallurgical Coke	23	28
Copper Products	3,059	2,335
Aluminium Products	6,620	5,671
Power	530	553
Steel Products	711	778
Ferro Alloys	109	98
Others	777	610
Revenue from contracts with customers*	18,214	17,215
Revenue from contingent rents	168	172
Losses on provisionally priced contracts under IFRS 9 (refer note 5)	(162)	(259)
Total Revenue	18,220	17,128

*Includes revenues from sale of services aggregating to US\$ 50 million (31 March 2024: US\$ 39 million) which is recorded over a period of time and the balance revenue is recognised at a point in time.

5. Total Revenue

	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products ^a	18,006	16,917
Sale of services ^a	50	39
Revenue from contingent rents	164	172
Total Revenue	18,220	17,128

- a) Revenue from sale of products and from sale of services for the year ended 31 March 2025 includes revenue from contracts with customers of US\$ 18,215 million (31 March 2024: US\$ 17,198 million) and a net loss on mark-to-market of US\$ 162 million (31 March 2024: US\$ 256 million) on account of gains/losses relating to sales that were provisionally priced as at 31 March 2025 with the final price settled in the current year, gains/losses relating to sales fully priced during the year, and marked to market gains/losses relating to sales that were provisionally priced as at 31 March 2025.
- b) Majority of the Group's sales are against advance or are against letters of credit/cash against documents/guarantees of banks of national standing. Where sales are made on credit, the amount of consideration does not contain any significant financing component as payment terms are within three months.

As per the terms of the contract with its customers, either all performance obligations are to be completed within one year from the date of such contracts or the Group has a right to receive consideration from its customers for all completed performance obligations. Accordingly, the Group has availed the practical expedient available under paragraph 121 of IFRS 15 and dispensed with the additional disclosures with respect to performance obligations that remained unsatisfied (or partially unsatisfied) at the consolidated statement of financial position date. Further, since the



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terms of the contracts directly identify the transaction price for each of the completed performance obligations, in all material respects, there are no elements of transaction price which have not been included in the revenue recognised in the financial statements.

Further, there is no material difference between the contract price and the revenue from contract with customers.

6. Special items

Particulars	Year ended 31 March 2025			Year ended 31 March 2024		
	Special items	Tax effect of Special items	Special items after tax	Special items	Tax effect of Special items	Special items after tax
Capital creditors written back in power segment ⁸	-	-	-	96	(24)	72
Impact of state levies on zinc ^{6,7}	(10)	3	(7)	-	-	-
Impact of state levies on iron ore ⁷	(16)	3	(13)	-	-	-
Gross (loss)/profit on special items (a)	(26)	6	(20)	96	(24)	72
Impairment reversal in oil and gas properties ^{1,2}	310	(102)	208	152	(50)	102
Impairment reversal of exploration & evaluation assets ^{1,2}	3	(1)	2	5	(2)	3
Impairment (charge) in copper assets (refer note 2(d)(l)(iii))	-	-	-	(81)	20	(61)
Impairment (charge) in aluminium assets ³	-	-	-	(16)	4	(12)
Impairment (charge) in zinc international assets	-	-	-	(14)	-	(14)
Impairment (charge) in iron ore assets	-	-	-	(18)	5	(13)
Impairment reversal in other assets ^{4,5}	66	-	66	-	-	-
Total impairment reversal (net) (b)	379	(103)	276	28	(23)	5
Operating special items (a+b)	353	(97)	256	124	(47)	77
Net effect of change in tax regime (refer note 11) (c)	-	-	-	-	(771)	(771)
Gain on consolidation of KCM (refer note 3(a)) (d)	1,272	-	1,272	-	-	-
Total of Special items (a+b+c+d)	1,625	(97)	1,528	124	(818)	(694)

1. During the year ended 31 March 2025, the Oil & Gas segment of the Group has commenced injection of Alkaline Surfactant Polymer ("ASP") flooding in selective well pads of the Mangala field. In order to extend the injection across the field, the Group has identified cluster-based development approach. The execution of cluster-based approach has commenced with the award of surface facilities and on ground mobilization. As a result of the above, the Group is planning for the development of remaining clusters. Accordingly, the recoverable amount of the Company's share in Rajasthan Oil and Gas cash generating unit ("RJ CGU") is determined to be US\$ 1,574 million as at 30 September 2024, resulting in an impairment reversal of US\$ 313 million on its assets in the oil and gas producing facilities.

The recoverable value of the RJ CGU is determined based on the fair value less costs of disposal approach, a level-3 valuation technique in the fair value hierarchy, as it more accurately reflects the recoverable amount based on the Company's view of the assumptions that would be used by a market participant. This is based on the cash flows expected to be generated by the projected oil and natural gas production profiles (reserves and resources) extractable up to 2040 (including expected 10 year additional term of license extension), the expected dates of cessation of production sharing contract ("PSC")/cessation of production from each producing field based on the current estimates of reserves and risked resources and after factoring tax outflows at 25.17% tax rate, etc.

Management believes that an additional 10-year term of license extension would be available and would also be considered by a market participant based on past precedence on license extensions, industry practice with relation to

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granting of extensions and understanding of Indian economy's focus on self-reliance for oil production which is indicated by various initiatives through award of new blocks, etc. Further, management considers that as the RJ Block is in India, an independent market participant would pay tax at 25.17% tax rate instead of the Company's actual tax rate (validated by independent expert) and accordingly, believes that such assumption on taxation is appropriate. The discounted cash flow analysis used to calculate 'fair value less costs of disposal' uses assumption for short-term oil price of US\$ 79 per barrel for the next one year and tapers down to long-term nominal price of US\$ 73 per barrel three years thereafter derived from a consensus of various analyst recommendations. Thereafter, these have been escalated at a rate of 2.0% per annum. The cash flows are discounted using the post-tax nominal discount rate of 11.91% (15% for ASP remaining clusters), derived from the post-tax weighted average cost of capital after factoring in the risks ascribed to PSC extension, including successful implementation of key growth projects. Based on the sensitivities carried out by the Company, change in crude price assumptions by US\$ 1/bbl and changes to discount rate by 1% would lead to a change in recoverable value by US\$ 2 million and US\$ 82 million, respectively.

2. The Government of India ("GoI"), acting through the Directorate General of Hydrocarbons ("DGH"), had raised demand up to 14 May 2020 for Government's additional share of Profit Oil, based on its computation of disallowance of cost incurred over retrospective re-allocation of certain common costs between Development Areas (DAs) of Rajasthan Block and certain other matters aggregating to US\$ 1,162 million and applicable interest thereon representing share of Vedanta Limited and its subsidiary.

The Group had disputed the aforesaid demand and invoked arbitration as per the provisions of the Production Sharing Contract ("PSC"). The Group had received the Final Partial Award dated 22 August 2023 from the Arbitration Tribunal ('the Tribunal') as amended by order dated 15 November 2023 and 08 December 2023 ("the Award"), dismissing the Government's contention of additional Profit Petroleum in relation to allocation of common development costs across Development Areas and certain other matters in accordance with terms of the PSC for Rajasthan Block, while allowing some aspects of the objections. Further, the Tribunal had decided that the Group was allowed to claim cost recovery of exploration cost as per terms of the PSC.

Pursuant to the Award, the Group had recognized a benefit of US\$ 578 million in revenue from operations during the year ended 31 March 2024. The Group has been adjusting the profit petroleum liability against the aforesaid benefit.

GoI filed interim relief application to the Tribunal on 03 February 2024 stating that the Group has unilaterally enforced the Award although the quantification of the same is pending. The matter was heard and the Tribunal vide its order dated 29 April 2024 has denied GoI's interim relief application. GoI has filed an appeal before the Delhi High Court ("Section 37 Appeal"). The hearing was concluded and the matter has been reserved for judgement. In the interim, vide letter dated 06 May 2024, GoI has submitted its calculation of the quantum, basis the Award. GoI has claimed a sum of US\$ 224 million from the Group. The Group is of the view that the GoI computation is prima-facie contrary to the Award including clarifications issued by the Tribunal. The Tribunal has allowed these costs for cost recovery but this was not considered by GoI in their calculation of the quantum. The Group has responded to the GoI with its detailed analysis. As the Parties are unable to agree on quantum of the calculations, the matter will be decided by the Tribunal in the quantum proceedings.

GoI had also filed a challenge against the Award on 07 March 2024 in Delhi High Court ("Section 34 Appeal") and the matter was first heard on 14 March 2024. Notice has been issued on 01 August 2024 and liberty was granted to the Group to file its response. The response was filed on 30 August 2024. Further, no stay has been granted to GoI against adjustment of liability by the Group. Next date of hearing is awaited. The Group believes that the Court may not re-appreciate the evidence in Section 34 Appeal, as the interpretation by the Tribunal is plausible.

During the previous year ended 31 March 2024, the Group had recognised a net impairment reversal of US\$ 157 million on its assets in the oil and gas producing facilities pursuant to the Award. The recoverable amount of the Company's share in RJ CGU was determined to be US\$ 1,360 million as at 30 September 2023. The recoverable amount of the RJ CGU was determined based on the fair value less costs of disposal approach, a level-3 valuation technique in the fair value hierarchy, as it more accurately reflects the recoverable amount based on the Group's view of the assumptions that would be used by a market participant. This was based on the cash flows expected to be generated by the projected oil and natural gas production profiles up to 2040, the expected dates of cessation of PSC/cessation of production from each producing field based on the current estimates of reserves and risked resources. Reserves assumptions for fair





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value less costs of disposal tests considered all reserves that a market participant would consider when valuing the asset, which are usually broader in scope than the reserves used in a value-in-use test. Discounted cash flow analysis used to calculate fair value less costs of disposal uses assumption for short-term oil price of US\$ 79 per barrel for the next one year and tapers down to long-term nominal price of US\$ 74 per barrel three years thereafter derived from a consensus of various analyst recommendations. Thereafter, these have been escalated at a rate of 2.4% per annum. The cash flows are discounted using the post-tax nominal discount rate of 11.32% derived from the post-tax weighted average cost of capital after factoring in the risks ascribed to PSC extension including successful implementation of key growth projects. Based on the sensitivities carried out by the Group, change in crude price assumptions by US\$ 1/bbl and changes to discount rate by 1% would lead to a change in recoverable value by US\$ 9 million and US\$ 50 million respectively.

3. Represents certain items of CWIP, which have been written off during the year ended 31 March 2024 as they are no longer expected to be used.
4. During the year ended 31 March 2025, ASI recorded a provision of US\$ 34 million for impairment of certain CWIP projects as they are no longer expected to be viable pursuant to the settlement with HOYA (refer note 3(c)) and as part of the Group's broader expansion strategy, wherein management reassessed the CWIP portfolio from a future usage, efficiency, and viability perspective.
5. During the year ended 31 March 2025, following the consolidation of KCM, VRL and its subsidiaries have recognized net impairment reversal on assets amounting to US\$ 100 million.
6. **Zinc - Land tax:**
During the year ended 31 March 2025, the Group has opted to settle matters pertaining to land tax for the period till February 2024, by availing the Amnesty Scheme 2024 as launched by State of Rajasthan. Pursuant to this, the Group has recorded expense of US\$ 3 million. Furthermore, the State of Rajasthan vide the same notification has exempted land tax payable on all classes of land with effect from 08 February 2024.
7. The Hon'ble Supreme Court of India vide its order dated 25 July 2024 (the "Supreme Court Order") opined that the state governments have powers to levy additional taxes/cess on mineral bearing land and mining rights thereof and also held that royalty is not a tax. The Supreme Court vide its further order dated 14 August 2024, clarified that the state governments can levy or renew demands of tax/cess on the existing cases initiated on or after 01 April 2005 which will be payable in 12 annual instalments commencing from 01 April 2026.

Zinc - Environment and Health Cess:
The State of Rajasthan had levied Environment and Health Cess through a notification in year 2008 on major minerals including lead and zinc which later got rescinded in 2017. As per management's assessment of the Supreme Court Order, the Group has recorded a provision of US\$ 10 million. However, the Group has not received any demand notice post the Supreme Court Order till date.

Iron Ore - Transport Cess:
The Group and other miners had challenged the cess imposition under Goa Rural Improvement and Welfare Cess Act, 2000 (the "Act") in the High Court of Bombay, which upheld the Act's validity in September 2018. The Group's appeal is currently pending before the Hon'ble Supreme Court. As per management's assessment of the Supreme Court Order, the Group has recorded a provision of US\$ 16 million.

8. During the year ended 31 March 2024, Talwandi Sabo Power Limited ("TSPL"), a wholly owned subsidiary, terminated its contract with one of its major capital contractors (the "Contractor"), due to its persistent failure to fulfil its contractual obligations, which adversely affected the plant's performance since commissioning. Consequently, as of 31 March 2024, TSPL had written back creditors amounting to US\$ 151 million, representing amounts assessed as no longer payable under the terminated contract. The management had assessed that the amount written back comprised of US\$ 96 million towards loss of profit due to plant performance in the previous and earlier years and therefore recognised the same as special items in the consolidated income statement and adjusted the balance amount towards the cost of spares and ancillaries capitalised in Property, Plant & Equipment in earlier years.

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Subsequently, the Contractor disputed the termination of the contract and claimed dues along with damages arising from the TSPL's action. TSPL issued a counter claim on the Contractor and also initiated arbitration proceedings to enforce its claims. Nominee arbitrators have been appointed by both the parties and on 03 April 2025, the Hon'ble Supreme Court appointed the presiding arbitrator.

Based on its detailed evaluations, merits of the case and independent legal advice obtained, the management continues to believe that the termination of the contract is contractually enforceable. The management believes that this position is sustainable, when this matter is finally decided by the adjudicating authority and accordingly, no adjustments in respect of the Contractor's claims are required to be made in the consolidated financial statements for the year ended 31 March 2025.

7. Investment revenue

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net gain on financial assets held at fair value through profit or loss (FVTPL)	39	20
Gain on sale of investment in subsidiary (refer note 3(d))	-	22
Gain on consolidation of KCM (refer note 3(a))	1,272	-
Interest Income:		
Interest income- financial assets held at FVTPL	35	37
Interest income- financial assets held at FVOCI	39	44
Interest income- bank deposits at amortised cost	71	29
Interest income- loans and receivables at amortised cost	49	37
Interest income- others	36	6
Dividend Income:		
Dividend income- financial assets held at FVOCI	4	5
Foreign exchange gain (net)	(0)	2
Total	1,545	202

8. Finance costs

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense – financial liabilities at amortised cost	1,921	1,756
Other finance costs (including bank charges)	261	223
Total interest cost	2,182	1,979
Unwinding of discount on provisions (note 25)	17	16
Net interest on defined benefit arrangements	3	3
Capitalisation of finance costs/borrowing costs (note 16)	(169)	(116)
Total	2,033	1,882

All borrowing costs are capitalised using rates based on specific borrowings and general borrowings with the interest rate of 10.40% (8.65% for 31 March 2024) per annum for the year ended 31 March 2025.





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9. Other gains and (losses), (net)

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Foreign exchange gain/(loss) (net)	(6)	(31)
Net gain/(loss) arising on qualifying hedges and non-qualifying hedges	(4)	(6)
Change in fair value of financial liabilities measured at fair value	-	0
Total	(10)	(37)

10(a). Profit/(Loss) for the year has been stated after charging/(crediting):

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation & amortization	1,472	1,283
Costs of inventories recognised as an expense	5,767	5,366
Auditor's remuneration for audit services (refer note 36)	3	5
Research and development	1	1
Net loss on disposal of Property plant and equipment	-	14
ECL allowance on receivables	36	31
Impairment charge/(reversal) & assets written off (refer note 6)	(379)	(28)
Exploration costs written off (refer note 16)	52	89
Employee costs (refer note 27)	484	414
Rent*	9	7

* Rent represents expense on short term/low value leases.

10(b). Exchange gain/(loss) recognised in the consolidated income statement:

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Cost of sales	29	(0)
Investment revenue (refer note 7)	(0)	2
Other gains and (losses) (refer note 9)	(10)	(37)
Total	19	(35)

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11. Tax

(a) Tax charge/(credit) recognised in Consolidated Income Statement (including on special items)

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Current tax:		
Current tax	707	839
Expense/(credit) in respect of current tax for earlier years	(64)	3
(Credit) in respect of Special items (refer note 6)	(6)	(4)
Net effect of change in tax regime* (refer note 6)	0	(218)
Total current tax (a)	637	620
Deferred tax:		
Origination of temporary differences	(1)	1
Expense/(credit) in respect of deferred tax for earlier years	33	(6)
Expense in respect of Special items (refer note 6)	103	51
Net effect of change in tax regime* (refer note 6)	0	989
Total deferred tax (b)	135	1,035
Total Income tax expense for the year((a)+(b))	772	1,655
Profit before tax from continuing operations	3,783	1,754
Effective income tax rate (%)	20.4%	94.4%

Tax expense/(benefit)

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Tax effect on special items	97	47
Net tax effect of change in regime*	0	771
Tax expense – others	675	837
Net tax expense	772	1,655

(b) A reconciliation of income tax expense/(credit) applicable to profit/(loss) before tax at the Indian statutory income

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Profit/(Loss) before tax from continuing operations	3,783	1,754
Indian statutory income tax rate	25.168%	25.168%
Tax at statutory income tax rate	952	442
(Non-taxable)/Non-deductible items	(8)	10
Tax holidays and similar exemptions	2	0
Effect of tax rate differences of subsidiaries operating at other tax rates	(15)	(43)
Tax on distributable reserve of/dividend from subsidiary	-	51
Unrecognized tax assets (Net)	(108)	25
Change in deferred tax balances due to change in tax law	(20)	1
Capital Gains/Other income subject to lower tax rate	(4)	(3)
Credit in respect of earlier years	(30)	(3)
Other permanent differences	3	404
Net effect of change in tax regime*	-	771
Total	772	1,655

*Pursuant to the introduction of Section 115BAA of the Income-tax Act, 1961 ("New Tax Regime"), the Company has an option to pay corporate income tax at a lower rate of 22% plus applicable surcharge and cess as against the currently applicable rate of 30% plus surcharge and cess. Under the New Tax Regime, provisions of Section 115 JB-Minimum Alternate Tax (MAT) are no longer applicable.





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In the year ended 31 March 2024, the Company has elected to adopt New Tax Regime from FY 2022-23 onwards due to expected corporate actions and other considerations and the first tax return under the New Tax Regime was filed for FY 2022-23 on 29 November 2023. Upon adoption of New Tax Regime for FY 2022-23, the current tax charge is lower by US\$ 218 million (mainly on account of section 80M benefit not available under MAT) and deferred tax charge is higher by US\$ 46 million. Further, the MAT credit balance of US\$ 943 million, for periods up to 31 March 2023, has been expensed. Consequently, the net impact of the above amounting to US\$ 771 million is accounted for as special item in the previous year ended 31 March 2024.

(c) Deferred tax assets/liabilities

The Group has accrued significant amounts of deferred tax. The majority of the deferred tax liability represents accelerated tax relief for the depreciation of property, plant and equipment, depreciation of mining reserves and the fair value uplifts created on acquisitions net of deferred tax assets representing unabsorbed depreciation and carried forward losses.

Significant components of Deferred tax (assets) and liabilities recognized in the Consolidated Statement of financial position are as follows:

For the year ended 31 March 2025:

(US\$ million)							
Significant components of deferred tax (assets)/liabilities	Opening balance as at 01 April 2024	Business Combination	Charged/ (credited) to Income Statement	Charged/ (credited) to other comprehensive income	Charged to Equity	Exchange difference transferred to translation of foreign operation	Closing balance as at 31 March 2025
Property, plant and equipment, Exploration and Evaluation and other intangible assets	1,274	524	88	-	499	(1)	2,384
Voluntary retirement scheme	(1)	0	1	-	-	(0)	(0)
Employee benefits	(16)	(14)	8	0	-	(0)	(22)
Fair value of derivative asset/liability	(7)	0	(1)	9	-	0	1
Fair valuation of other asset/liability	122	0	(90)	-	-	0	32
Unabsorbed depreciation and business losses	(591)	(579)	(98)	-	-	14	(1254)
Other temporary differences	3	(261)	227	-	-	(20)	(51)
Total	784	(330)	135	9	499	(7)	1,090

For the year ended 31 March 2024:

(US\$ million)						
Significant components of deferred tax (assets)/liabilities	Opening balance as at 01 April 2023	Charged/ (credited) to Income Statement	Charged/ (credited) to other comprehensive income	Charged to Equity	Exchange difference transferred to translation of foreign operation	Closing balance as at 31 March 2024
Property, plant and equipment, Exploration and Evaluation and other intangible assets	1,317	(20)	-	-	(23)	1,274
Voluntary retirement scheme	(2)	1	-	-	-	(1)
Employee benefits	(13)	(1)	(1)	-	(1)	(16)
Fair value of derivative asset/liability	(8)	3	(3)	-	1	(7)
Fair valuation of other asset/liability	104	32	-	-	(14)	122
MAT credit entitlement	(975)	966	-	-	9	-
Unabsorbed depreciation and business losses	(597)	64	-	-	(58)	(591)
Other temporary differences	(55)	(10)	-	-	68	3
Total	(229)	1,035	(4)	-	(18)	784

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Deferred tax assets and liabilities have been offset where they arise in the same taxing jurisdiction with a legal right to offset current income tax assets against current income tax liabilities but not otherwise. Accordingly, the net deferred tax (assets)/liability has been disclosed in the Consolidated Statement of financial position as follows:

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax assets	(383)	(422)
Deferred tax liabilities	1,473	1,206
Net Deferred tax (assets)/Liabilities	1,090	784

Deferred tax assets in the Group have been recognised to the extent there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse. For certain components of the Group, deferred tax assets on carry forward unused tax losses have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax asset at respective entities.

Unused tax losses for which no deferred tax asset has been recognized amount to US\$ 4,370 million and US\$ 4,128 million as at 31 March 2025 and 31 March 2024 respectively.

As at 31 March 2025

(US\$ million)					
Unused tax losses	Within one year	Greater than one year, less than five years	Greater than five years	No expiry date	Total
Particulars					
Unutilized business losses	35	264	415	1,295	2,009
Unabsorbed depreciation	-	-	-	423	423
Unabsorbed interest allowance**	-	-	-	1,938	1,938
Total	35	264	415	3,656	4,370

As at 31 March 2024

(US\$ million)					
Unused tax losses	Within one year	Greater than one year, less than five years	Greater than five years	No expiry date	Total
Particulars					
Unutilized business losses	38	437	337	1,233	2,045
Unabsorbed depreciation	-	-	0	301	301
Unabsorbed interest allowance**	-	-	-	1,782	1,782
Total	38	437	337	3,316	4,128

** As per UK's corporate interest restriction rules, the disallowed interest expense for any year can be carried forward and claimed in future years for unlimited life subject to specified conditions

No deferred tax assets have been recognised on this unused tax losses as there is no evidence that sufficient taxable profit will be available in future against which these can be utilised by the respective entities.

The Group has not recognised any deferred tax liabilities for taxes that would be payable on the Group's share in unremitted earnings of certain of its subsidiaries because the Group controls when the liability will be incurred, and it is probable that the liability will not be incurred in the foreseeable future. The amount of unremitted earnings is US\$ 2,675 million and US\$ 2,544 million as at 31 March 2025 and 31 March 2024 respectively.





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(d) Non-current tax assets

Non-current tax assets of US\$ 181 million (31 March 2024: US\$ 458 million) mainly represents income tax receivable from Indian Tax authorities by Vedanta Limited consequent to the Scheme of Amalgamation & Arrangement made effective in August 2013 pursuant to approval by the jurisdiction High Court and receivables relating to matters in tax disputes in Group companies including tax holiday claim.

- (e) The tax department had issued demands on account of remeasurement of certain tax incentives, under section 80-IA and 80-IC of the Income-tax Act, 1961. During the year ended 31 March 2020, based on the favourable orders from Income-tax Appellate Tribunal (‘the Tribunal’) relating to AY 09-10 to AY 2012-13, the Commissioner of Income-tax (Appeals) had allowed these claims for AY 2014-15 to AY 2016-17, which were earlier disallowed and has granted refund of amounts deposited under protest. Currently, for AY 2013-14 to AY 2016-17, the department had filed appeals before the Tribunal, which are pending for disposal.

The department had appealed to the Hon’ble Rajasthan High Court in financial year 2017-18 (for AY 2009-10 to AY 2012-13) and in FY 2023-24 (for AY 2017-18 and AY 2018-19), against the Tribunal Orders, which are yet to be admitted.

In July 2024, the Group has received the assessment order for AY 2020-21, where similar demands were raised on account of 80-IA and 80-IC. Against the said Order, the Group had appealed before the Tribunal and the favourable order from the Tribunal was received in January 2025, which is consistent with the past orders. The department is yet to file an appeal before HC against the said Order.

As per the view of external legal counsel, the department’s appeal seeks re-examination of facts rather than raising any substantial questions of law and hence it is unlikely that appeals will be admitted by the High Court. Accordingly, there is a high probability that the case will go in Group’s favour. The amount involved in this dispute as of 31 March 2025 is US\$ 1,452 million (31 March 2024: US\$ 1,494 million) plus applicable interest up to the date of settlement of the dispute.

- (f) In October 2021, more than 135 countries and jurisdictions agreed to participate in a “Two-pillar” international tax approach developed by the Organisation for Economic Co-operation and Development (OECD), which includes establishing a global minimum corporate tax rate of 15%. Based on the consensus, many countries (primarily all EU countries) have adopted Pillar 2 regulations effective from 1 January 2024.

The rules seek to ensure multinational enterprises (MNEs) are paying tax at an effective rate of 15% or higher in every jurisdiction they operate, regardless of the local headline tax rate or impact of local tax reliefs. The rules apply to multinational businesses with consolidated global revenue in excess of €750 million in two out of four financial years. Where the effective rate of tax is below 15% in any jurisdiction (subject to a number of exceptions) the tax must be paid locally by way of Qualified domestic minimum tax (QDMTT) or it needs to be ‘topped up’ by the Group, usually in the jurisdiction of the Ultimate Parent Entity (UPE) or in the jurisdictions of the intermediate parent entities on account of Income Inclusion Rate (IIR). The top up tax is paid based on a rule order prescribed by the OECD model rules.

UK legislation was enacted in 2023 which introduced the OECD’s Pillar Two model Income Inclusion Rules into UK law. The rules first apply to accounting periods commencing on or after 31 December 2023.

The Group has performed a high-level assessment for the accounting period starting from 01 April 2024 of the Group’s potential exposure to Pillar 2 income taxes. The assessment arising for the accounting period starting from 01 April 2024 indicates no material expected top-up tax liability. The Group will continue monitoring BEPS Pillar Two developments to assess any future financial impact.

In addition, the Group is taking advantage of the temporary deferred tax exception within the “International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)” in relation to the current year and retrospectively in accordance with IAS 8. This means the Group does not recognise and does not disclose information about deferred tax assets and liabilities related to OECD pillar two income taxes.

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12. Underlying Attributable Profit/(Loss) for the year

Underlying profit/(loss) is an alternative earnings measure, which the management considers to be a useful additional measure of the Group’s performance. The Group’s Underlying profit/loss is the profit/loss from continuing operations for the period after adding back special items (note 6), other losses/(gains) [net] (note 9) and their resultant tax (including taxes classified as special items) and non-controlling interest effects and (Gain)/loss on discontinued operations. This is a non-IFRS measure.

(US\$ million)			
Particulars	Note	As at 31 March 2025	As at 31 March 2024
(Loss)/Profit for the year attributable to equity holders of the parent		1,617	(400)
Special items (gains)/losses	6	(1,625)	(124)
Other (gains)/losses [net]	9	10	37
Tax effect of special items (including taxes classified as special items) and other gains/(losses) [net]		95	810
Non-controlling interest on special items and other gains/(losses)		62	(278)
Underlying attributable profit for the year		159	45

13. Dividends

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Amounts recognized as distributions to equity holders:		
Equity dividends on ordinary shares:		
Interim Dividend for 2024-25: 5.26 US cents per share	15	-

14. Goodwill

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
At 01 April	-	12
Recognition of Goodwill on KCM consolidation*	135	-
Impairment during the year (refer note 2(d)(l)(iii))	-	(12)
At 31 March	135	-

* Refer note number 3(a) for details.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. During the year ended 31 March 2025, no impairment of goodwill was identified. In the previous year, the Company had impaired the goodwill of the Copper India CGU as of 31 March 2024.



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15. Intangible assets

Intangible assets include Port concession rights to operate a general cargo berth for handling coal at the outer harbour of the Visakhapatnam port on the east coast of India, software licences, technological know-how, acquired brand and others.

(US\$ million)				
Particulars	Port concession rights ⁽¹⁾	Software license	Others ⁽²⁾	Total
Cost				
As at 01 April 2023	74	9	27	110
Additions	-	1	32	33
Disposals	-	(1)	-	(1)
Transfers	1	1	-	2
Exchange differences	(2)	-	(3)	(5)
As at 01 April 2024	73	10	56	139
Additions	-	0	(0)	0
Disposals	(0)	(0)	(10)	(10)
Transfers	1	2	-	3
Exchange differences	(2)	(1)	(0)	(3)
As at 31 March 2025	72	11	46	129
Accumulated amortisation				
As at 01 April 2023	28	5	13	46
Charge for the year	3	2	6	11
Disposals	-	(1)	-	(1)
Exchange differences	0	-	(1)	(1)
As at 01 April 2024	31	6	18	55
Charge for the year	3	2	4	9
Disposals	(0)	(0)	-	(0)
Transfers	-	0	-	0
Exchange differences	(1)	(0)	0	(1)
As at 31 March 2025	33	8	22	63
Net book value				
As at 01 April 2023	46	4	14	64
As at 01 April 2024	42	4	38	84
As at 31 March 2025	39	3	24	66

(1) Vizag General Cargo Berth Private Limited (VGCB), a special purpose vehicle, was incorporated for the coal berth mechanization and upgrades at Visakhapatnam port in Eastern India. VGCB is wholly owned by Vedanta Limited. The project is to be carried out on a design, build, finance, operate, transfer basis and the concession agreement between Visakhapatnam Port Trust ("VPT") and the VGCB was signed in June 2010. In October 2010, the VGCB was awarded with the concession after fulfilling conditions stipulated as a precedent to the concession agreement. VPT has provided, in lieu of license fee an exclusive license to VGCB for designing, engineering, financing, constructing, equipping, operating, maintaining, and replacing the project/project facilities and services. The concession period is 30 years from the date of the award. The upgraded capacity is 10.18 mmtpa and VPT would be entitled to receive 38.10% share of the gross revenue as royalty. VGCB is entitled to recover a tariff from the user(s) of the project facilities and services as per its Tariff Authority for Major Ports (TAMP) notification. The tariff rates are linked to the Wholesale Price Index (WPI) and would accordingly be adjusted as specified in the concession agreement every year. The ownership of all infrastructure assets, buildings, structures, berths, wharfs, equipment and other immovable and movable assets constructed, installed, located, created or provided by VGCB at the project site and/or in the port's assets pursuant to concession agreement would be with VGCB until expiry of this concession agreement. The cost of any repair, replacement or restoration of the project facilities and services shall be borne by VGCB during the concession period. VGCB has to transfer all its rights, titles and interest in the project facilities and services free of cost to VPT at the end of the concession period. The Group has entered into a supplementary agreement to the original concession agreement with VPT dated 20 October 2021, wherein VPT can handle other compatible cargos at VGCB during idling of the berth. Intangible asset port concession rights represent consideration for construction services. No revenue from construction contract of service concession arrangements on exchanging construction services for the port concession rights was recognised for the year ended 31 March 2025 and 31 March 2024.

(2) Others include technological know-how and acquired brand relating to acquisition of AvanStrate Inc.

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Particulars	Mining property and leases	Freehold Land and buildings	Plant and equipment	Assets under construction	Oil & Gas properties ⁽³⁾	ROU Assets ⁽⁵⁾	Others	Total Property, plant and equipment	Exploration and evaluation assets ⁽⁶⁾	Grand Total
Cost										
At 01 April 2023	3,558	1,775	11,861	2,145	19,903	174	164	39,580	1,467	41,047
Additions	60	39	209	1,608	243	97	9	2,265	120	2,385
Transfers ⁽⁴⁾	249	30	738	(1,012)	25	-	2	32	(34)	(2)
CWIP written off (note 6)	-	-	-	(16)	-	-	-	(16)	-	(16)
Exploration costs written off	-	-	-	-	-	-	-	-	(89)	(89)
Disposals	(66)	(4)	(255)	(25)	(35)	(2)	(6)	(393)	(8)	(401)
Exchange differences	(79)	(38)	(207)	(45)	-	(3)	(5)	(377)	-	(377)
At 01 April 2024	3,722	1,802	12,346	2,655	20,136	266	164	41,091	1,456	42,547
Additions	116	3	132	1,967	243	89	5	2,555	82	2,637
Transfers ⁽⁴⁾	244	60	689	(981)	-	-	6	18	(19)	(1)
CWIP written off (note 6(4))	-	-	-	(34)	-	-	-	(34)	-	(34)
Exploration costs written off	-	-	-	-	-	-	-	-	(52)	(52)
Disposals	-	(3)	(276)	(144)	(2)	(6)	(9)	(440)	-	(440)
Addition due to KCM consolidation (note 3(a))	970	467	1,248	16	-	-	7	2,708	-	2,708
Exchange differences	(61)	(36)	(274)	(55)	-	(6)	(3)	(435)	-	(435)
At 31 March 2025	4,991	2,293	13,865	3,424	20,377	343	170	45,463	1,467	46,930
Accumulated depreciation, amortization and impairment										
At 01 April 2023	2,692	542	4,584	217	18,657	34	68	26,794	1,183	27,977
Charge for the year	291	51	568	-	323	24	18	1,275	-	1,275
Disposals	(55)	(1)	(151)	5	(1)	(1)	(6)	(210)	-	(210)
Transfers ⁽⁴⁾	-	(3)	3	-	4	-	-	4	(4)	-
Impairment Charge/(reversal) of assets (note 6)	18	20	21	28	(152)	3	-	(62)	(5)	(67)
Exchange differences	(47)	(19)	(88)	(3)	-	(1)	(4)	(162)	-	(162)
At 01 April 2024	2,899	590	4,937	247	18,831	59	76	27,639	1,174	28,813
Charge for the year	319	52	663	-	368	49	17	1,468	-	1,468
Disposals	-	(5)	(149)	1	(2)	(5)	(7)	(167)	-	(167)
Impairment Charge/(reversal) of assets	-	-	1	17	(310)	-	-	(292)	(3)	(295)
Exchange differences	(54)	(11)	(106)	(6)	-	(2)	(2)	(181)	-	(181)
At 31 March 2025	3,164	626	5,346	259	18,887	101	84	28,467	1,171	29,638
Net book value										
At 01 April 2023	866	1,233	7,277	1,928	1,246	140	96	12,786	284	13,070
At 01 April 2024	823	1,212	7,409	2,408	1,305	207	88	13,452	282	13,734
At 31 March 2025	1,827	1,667	8,519	3,165	1,490	242	86	16,996	296	17,292

1) During the year ended 31 March 2025, interest capitalised was US\$ 169 million (31 March 2024: US\$ 116 million).

2) Oil and Gas properties includes development assets under construction of carrying value US\$ 639 million (31 March 2024: US\$ 240 million).

3) Oil and Gas properties and exploration and evaluation assets net block includes share of jointly owned assets with the joint venture partners US\$ 1,549 million (31 March 2024: US\$ 1,362 million).

4) Transfers/reclassification majorly includes capitalisation of CWIP to respective class of assets.

5) Disclosure of Right of Use (ROU) Assets as per IFRS 16 "Leases".





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Particulars	Land & Building	Plant and Equipment	(US\$ million)
			Total
Cost			
At 01 April 2023	161	13	174
Additions	31	66	97
Disposals	(2)	-	(2)
Exchange difference	(2)	(1)	(3)
At 01 April 2024	188	78	266
Additions	32	57	89
Transfers	(19)	19	-
Disposals	(1)	(5)	(6)
Exchange difference	(5)	(1)	(6)
At 31 March 2025	195	148	343
Accumulated depreciation			
At 01 April 2023	27	7	34
Charge for the year	8	16	24
Disposals	(1)	-	(1)
Transfers	(4)	4	-
Impairment of assets	3	-	3
Exchange difference	(1)	-	(1)
At 01 April 2024	32	27	59
Charge for the year	12	37	49
Disposals	(1)	(4)	(5)
Transfers	-	-	-
Impairment of assets	-	-	-
Exchange difference	(1)	(1)	(2)
At 31 March 2025	42	59	101
Net book value			
At 01 April 2023	134	6	140
At 01 April 2024	156	51	207
As at 31 March 2025	153	89	242

17. Financial asset investments

Financial asset investments represent investments classified and accounted for at fair value through profit or loss or through other comprehensive income (refer note 25).

Financial Asset Investments

Particulars	(US\$ million)	
	As at 31 March 2025	As at 31 March 2024
At 01 April	118	63
Movements in fair value	(1)	(2)
Investment in Optionally Convertible Redeemable Preference Shares at FVTPL - unquoted		
- Serentica Renewable Power Companies (refer note 32)	73	58
Investment in Bonds at FVOCI - quoted	0	0
Exchange difference	(3)	(1)
At 31 March	187	118

Financial asset investment represents quoted investments in equity shares, debentures and other investments that present the Group with an opportunity for returns through dividend income and gains in value. These securities are held at fair value. These are classified as non-current as at 31 March 2025 and 31 March 2024.

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18. Other non-current assets and trade and other receivables

Particulars	As at 31 March 2025			As at 31 March 2024		
	Non-Current	Current	Total	Non-Current	Current	Total
Bank deposits ⁽²⁾	101	-	101	97	-	97
Site restoration assets ⁽⁷⁾	195	-	195	171	-	171
Trade receivables ⁽¹⁾	287	447	734	289	455	744
Others ⁽⁶⁾	98	284	382	62	594	656
Trade receivables from related parties	-	4	4	-	27	27
Cash call/receivables from joint operations ⁽⁴⁾	-	507	507	-	934	934
Receivable from KCM ⁽⁵⁾	-	-	-	654	-	654
Financial (A)	681	1,242	1,923	1,273	2,010	3,283
Balance with Government authorities	259	202	461	111	155	266
Advance for supplies	10	185	195	7	186	193
Others ⁽³⁾	129	118	247	112	87	199
Receivable from KCM ⁽⁵⁾	-	-	-	26	-	26
Non-financial (B)	398	505	903	256	428	684
Total (A+B)	1,079	1,747	2,826	1,529	2,438	3,967

The credit period given to customers is up to 180 days. Also refer note 24(d)

(1) In a matter pertaining to mega power project benefit between TSPL and Punjab State Power Corporation Limited (PSPCL) relating to assessment of whether there has been a change in law following the execution of the Power Purchase Agreement, the Appellate Tribunal for Electricity has dismissed the appeal in July 2017 filed by TSPL. TSPL later filed an appeal before the Hon'ble Supreme Court. After hearing of arguments, the Order has been reserved.

The outstanding trade receivables in relation to this dispute and other matters is US\$ 198 million as at 31 March 2025 (31 March 2024: US\$ 194 million). The Group, based on external legal opinion and its own assessment of the merits of the case, remains confident that it is highly probable that the Supreme court will uphold TSPL's appeal and has thus continued to treat these balances as recoverable.

Additionally, trade receivables include US\$ 74 Million (net of Provision for expected credit loss ("ECL") recognized during the year on account of time value of money) as at 31 March 2025 (31 March 2024: US\$ 88 million) withheld by GRIDCO Limited ("GRIDCO") primarily on account of litigation and alleged short supply of power by the Group under the terms of long-term power supply agreement.

Out of the above, US\$ 40 million (net of ECL recognized during the year on account of time value of money) relates to the amounts withheld by GRIDCO due to tariff adjustments on account of transmission line constraints in respect of which GRIDCO's appeal against order of APTEL is pending before the Hon'ble Supreme Court of India and US\$ 26 million (net of ECL) relates to alleged short supply of power for which the Group's appeal on certain grounds are pending before APTEL.

(2) Includes:

- (a) US\$ 28 million (31 March 2024: US\$ 36 million) under lien with banks, US\$ 6 million (31 March 2024: US\$ 0 million) under margin money, US\$ 24 million (31 March 2024: US\$ 25 million) maintained as debt service reserve account – principal portion.
- (b) US\$ 1 million (31 March 2024: US\$ 1 million) under lien with others respectively, US\$ 31 million (31 March 2024: US\$ 24 million) maintained as debt service reserve account – interest portion and US\$ 8 million (31 March 2024: US\$ 8 million) held as margin money against bank guarantee.

(3) Includes claim receivables, advance recoverable (oil and gas business), prepaid expenses, export incentive receivables and others.

(4) Gol vide Office Memorandum ("OM") No. O-19025/10/2005-ONG-DV dated 01 February 2013 allowed for Exploration in the Mining Lease Area after expiry of Exploration period and prescribed the mechanism for recovery of such Exploration Cost incurred. Vide another Memorandum dated 24 October 2019, Gol clarified that all approved Exploration costs incurred on Exploration activities, both successful and unsuccessful, are recoverable in the manner as prescribed in the OM and as per the provisions of PSC. Accordingly, the Group has started recognizing revenue for past exploration costs, through an increased share in the joint operations revenue as the Group believes that cost recovery mechanism prescribed under OM for profit petroleum payable to Gol is not applicable to its Joint operation partner. In FY23-24, the Arbitration Tribunal issued Final Partial Award which allowed for recovery of exploration costs (refer note 36(a)). Accordingly, Group had recognized an additional US\$ 58 million as on 31 March 2024. At 31 March 2025, an amount of US\$ 267 million (31 March 2024: US\$ 267 million) is receivable from its joint operation partner on account of this. The Group is actively engaging with a Joint operation partner and the same will be recovered through revenue in due course.





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- (5) Out of total receivables from KCM of US\$ 680 million, US\$ 26 million is on account of advance for supplies and hence classified as non-financial (refer note 3(a)).
- (6) Includes claim receivables, advance recoverable (oil and gas business), export incentive receivables and others.
- (7) Bank deposits and site restoration asset earns interest at fixed rate based on respective deposit rate.

19. Inventories

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials and consumables	909	885
Work-in-progress	787	560
Finished goods	170	115
Total	1,866	1,560

Inventory held at net realizable value amounted to US\$ 306 million (31 March 2024: US\$ 220 million). A write down of inventories amounting to US\$ 15 million (31 March 2024: US\$ 20 million) has been charged to the Consolidated Income Statement.

20. Short-term investments

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Bank deposits ^{1,2}	492	221
Other investments		
Investments at FVOCI/quoted bonds ³	444	531
Investments at FVTPL	1130	823
Total	2,066	1,575

- (1) The above bank deposits include US\$ 23 million (31 March 2024: US\$ 18 million) on lien with banks, US\$ 14 million (31 March 2024: US\$ 14 million) of margin money, US\$ 57 million (31 March 2024: US\$ 58 million) maintained as debt service reserve account – principal portion.
- (2) Restricted funds of US\$ 3 million (31 March 2024: US\$ 3 million) on lien with Others, US\$ 5 million (31 March 2024: US\$ 5 million) of restricted funds held as collateral in respect of closure costs and US\$ 72 million (31 March 2024: US\$ 31 million) held as margin money against bank guarantee, US\$ 3 million (31 March 2024: US\$ 2 million) maintained as debt service reserve account – interest portion.
- (3) Includes investments amounting to US\$ 111 million (31 March 2024: US\$ 244 million) pledged as security for repurchase liability (refer Note 22(a)). The Group continues to record these investments as it retains rights to contractual cash flows on such investments and thus do not meet the criteria for derecognition or transfer of financial asset as per IFRS 7.

Bank deposits are made for periods of between three months and one year depending on the cash requirements of the companies within the Group and earn interest at the respective fixed deposit rates.

Other investments include mutual fund investments and investments in bonds which are recorded at fair value with changes in fair value reported through the consolidated income statement. These investments do not qualify for recognition as cash and cash equivalents due to their maturity period and risk of change in value of the investments. Refer note 24 for further details.

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21. Cash and cash equivalents

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents consist of the following		
Cash at bank and in hand ⁽¹⁾	475	349
Short-term deposits ⁽²⁾	107	16
Restricted cash and cash equivalents ⁽³⁾	19	19
Total	601	384

- (1) Including foreign inward remittances aggregating US\$ 12 million (31 March 2024: US\$ 2 million) held by banks in their Nostro accounts on behalf of the Group.
- (2) Short-term deposits are made for periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.
- (3) Restricted cash and cash equivalents include US\$ 19 million (31 March 2024: US\$ 19 million) that are kept in a specified bank account to be utilised solely for the purpose of the payment of dividends to non-controlling shareholders, which are being carried as a current liability.
- (4) Cash and cash equivalents for the purpose of Statement of Cash Flows comprise the following:

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents as above	601	384
Less: Restricted cash and cash equivalents	(19)	(19)
Total	582	365

22(a) Borrowings

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Current borrowings consist of:		
Banks and financial institutions	420	320
Non-convertible debentures	-	192
Total short-term borrowings	420	512
Add: Current maturities of long-term borrowings	2,969	2,866
Current borrowings (A)	3,389	3,378
Non-current borrowings consist of:		
Banks and financial institutions	7,434	8,813
Non-convertible bonds	3,381	2,952
Non-convertible debentures	1,967	1,608
Redeemable Preference shares	0	0
Others	555	445
Total long-term borrowings	13,337	13,818
Less: Current maturities of long-term borrowings	(2,969)	(2,866)
Non-current borrowings (B)	10,368	10,952
Total (A+B)	13,757	14,330

The Group facilities are subject to certain financial and non-financial covenants. The primary covenants which must be complied with include fixed charge cover ratio, net borrowing to EBITDA ratio, total net assets to borrowings ratio, attributable leverage ratio and EBITDA to net interest expense ratio. The Group has complied with the covenants as per the terms of the respective loan agreements.





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Details of the non-convertible bonds and non-convertible debentures issued by the Group have been provided below (carrying value):

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Non-Convertible Bonds:		
9.85% bonds due April 2033	546	-
0.28 % bonds due October 2032	4	4
11.25 % bonds due December 2031	496	-
10.875% bonds due September 2029	1,200	-
13.785% bonds due December 2028	-	1902
10.25% bonds due June 2028	297	-
13.785% bonds due January 2027	-	453
9.25% bonds due April 2026	291	593
9.48% bonds due July 2023	547	-
Total	3,381	2,952

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Non-Convertible Debentures		
9.24% due June 2032	478	491
9.20% due February 2030	234	240
0.00% due October 2029 (refer note 3(c))	101	93
7.85% due March 2028	58	-
9.5% NCD due August 2027	64	-
9.4% due February 2027	240	-
10% due May 2026	283	-
11.80% due October 2025	117	-
12% NCDs due June 2025	392	380
12% due March 2025	-	284
7.68% due December 2024	-	120
11.85% due May 2024	-	192
Total	1,967	1,800

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Security Details

The Group has taken borrowings in various countries towards funding of its acquisitions, capital expenditure and working capital requirements. The borrowings comprise funding arrangements from various banks and financial institutions taken by the parent and subsidiaries. Out of the total borrowings of US\$ 13,757 million (31 March 2024: US\$ 14,330 million) shown above, total secured borrowings are US\$ 7,040 million (31 March 2024: US\$ 7,901 million) and unsecured borrowings are US\$ 6,717 million (31 March 2024: US\$ 6,429 million). The details and carrying amount of security provided by the Group in various countries, to various lenders on the assets of Parent and subsidiaries are as follows:

(US\$ million)			
Facility Category	Security details	As at 31 March 2025	As at 31 March 2024
Working Capital Loans (grouped under banks and financial institutions)	Secured by second pari passu charge on fixed assets of TSPL and first pari passu charge on current assets of TSPL, both present and future	42	52
	First ranking pari passu charge by deed of Hypothecation on 28 March 2023 in favour of Vistra ITCL (India) Limited, security trustees	8	8
	Secured by fixed deposits held by ASI	2	-
	First pari passu charge on current assets of FACOR	2	3
	Other Secured Working Capital loans	-	-
External commercial borrowings (grouped under banks and financial institutions)	A First pari passu charge by way of hypothecation on the specified movable fixed assets of Vedanta Limited pertaining to its manufacturing facilities comprising:	139	219
	(i) alumina refinery having output of 6 MTPA along with co-generation captive power plant with an aggregate capacity of 75 MW at Lanjigarh, Odisha; (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Odisha		
	First pari passu charge by way of hypothecation on all present and future movable assets of Vedanta Limited with a minimum fixed asset cover of 1.10 times of the outstanding facility during the period of the facility comprising:	108	131
	(i) 1.6 MTPA (proposed capacity of 1.8 MTPA) aluminium smelter along with 1,215 MW CPP (Captive power plant) at Jharsuguda;		
	(ii) 1 MTPA (proposed capacity of 6 MTPA) alumina refinery along with CPP of 75 MW (Captive power plant) at Lanjigarh, Odisha;		
	(iii) 2,400 MW Power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha; and		
	(iv) Oil & Gas division comprising RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay oil fields, Ravva Oil & Gas fields (under PKGM-1 block) and OALP blocks.		
	Secured by way of Hypothecation over movable fixed assets pertaining to:	200	-
	(i) 1.8 MTPA Aluminium Smelter capacity		
	(ii) 1,215 MW Power Division at Jharsuguda		
	(iii) 6 MTPA Alumina Refinery located at Lanjigarh, Odisha		
	(iv) 270 MW co-generation power plant at Lanjigarh		
	(v) 1,800 MW power plant CPP located at Jharsuguda		
Non-convertible debentures	Secured by way of first pari passu charge on whole of the movable fixed assets of:	234	240
	(i) alumina refinery having output of 1 MTPA along with co-generation captive power plant with an aggregate capacity of 75 MW at Lanjigarh, Odisha; and		
	(ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Odisha.		
	Additionally, secured by way of mortgage on the freehold land comprising 19.32 acres situated at Jharsuguda, Odisha.		





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Facility Category	Security details	(US\$ million)	
		As at 31 March 2025	As at 31 March 2024
Non-convertible debentures	First ranking pari passu charge by way of mortgage over 18.92 acres freehold land in Jharsuguda, Odisha together with the building and structures/erections constructed/to be constructed thereon and all the plant and machinery and other furniture and fixtures erected/installed or to be erected/installed thereon and hypothecation over movable fixed assets excluding capital work in progress in relation to the aluminium division comprising 6 MTPA alumina refinery along with 75 MW co-generation captive power plant in Lanjigarh, Odisha; and 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) power plant and 2,400 MW power plant in Jharsuguda, Odisha including its movable plant and machinery, machinery spares, tools and accessories and other movable fixed assets.	478	491
	Secured by :-	392	380
	(i) first ranking pari passu charge, by way of hypothecation, over the movable fixed assets of the Company to be more particularly set out in the deed of hypothecation;		
	(ii) first ranking exclusive charge, by way of hypothecation, over certain charged receivables and designated cash account to be more particularly set out in the deed of hypothecation;		
	(iii) a pledge over shares constituting 100 per cent of the share capital of Sesa Iron and Steel Limited; and		
	(iv) any other security as may be agreed between the Company and the Trustee.		
	1. First ranking pari passu security by way of hypothecation over the VEDL hypothecated Properties.	283	-
	2. First ranking exclusive security by way of pledge over 100% of the paid-up share capital of VSPL, on a fully diluted basis.		
	3. Pledge over the HZL shares.		
	4. First ranking exclusive security by way of hypothecation over the VSPL hypothecated properties.		
	Secured in favour of the debenture holders, by a first charge on all existing fixed assets of Meenakshi, as on the last available audited accounts of the Meenakshi as of the Closing Date, as more particularly set out in the Security documents (hereinafter referred to as the "Security"), with each asset (which shall also include each of the sale deeds that may be executed by the Meenakshi in relation to the relevant agreement to sell assets and the Patta land).	101	93
	The Security specified above, shall be created as a first ranking security ranking pari passu amongst:		
	(a) the debenture holders, to secure the due repayment of the outstanding amounts; and		
	(b) the persons who have provided/shall provide any additional financial indebtedness, to secure such additional financial indebtedness.		
	Secured by first ranking pari- passu charge of movable fixed assets of following facilities:	118	-
	(a) 6 MTPA alumina refinery along with 130 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha;		
	(b) 1.8 MTPA aluminium smelter plant along with 1215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha; and		
	(c) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha.		
	Other Secured Non-Convertible Debentures	-	596

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Facility Category	Security details	(US\$ million)	
		As at 31 March 2025	As at 31 March 2024
Term loan from banks (grouped under banks and financial institutions)	Secured by a pari passu charge by way of hypothecation on the movable fixed assets of the Lanjigarh refinery expansion project including 210 MW power project. Lanjigarh refinery expansion project shall specifically exclude the 1 MTPA alumina refinery of the Company along with 90 MW power plant in Lanjigarh and all its related expansions	30	37
	Secured by a pari passu charge by way of hypothecation on the movable fixed assets of the Company pertaining to its aluminium division comprising 1 MTPA alumina refinery plant with 75 MW captive power plant at Lanjigarh, Odisha and 1.6 MTPA aluminium smelter plant with 1,215 MW captive power plant at Jharsuguda, Odisha.	100	328
	Secured by first pari passu charge on fixed assets of TSPL and second pari passu charge on current assets of TSPL, both present and future	570	674
	Secured by a pari passu charge by way of hypothecation of all the movable fixed assets of the Company pertaining to its aluminium division project consisting:	147	149
	(i) alumina refinery having output of 1 MTPA (Refinery) along with co-generation captive power plant with an aggregate capacity of 75 MW at Lanjigarh, Orissa (Power Plant); and		
	(ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Orissa (Smelter) (the Refinery, Power Plant and Smelter).		
	Also, a first pari passu charge by way of equitable mortgage on the land pertaining to the mentioned project of aluminium division.		
	First pari passu charge by way of hypothecation/equitable mortgage on the movable/ immovable assets of the aluminium division of the Company comprising alumina refinery having output of 1 MTPA along with co-generation captive power plant with an aggregate capacity of 75 MW at Lanjigarh, Orissa; aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Orissa and additional charge on Lanjigarh expansion project, both present and future.	18	56
	Secured by a pari passu charge by way of hypothecation/equitable mortgage of the movable/immovable fixed assets of the Company pertaining to its aluminium division comprising 1 MTPA alumina refinery plant with 75 MW captive power plant at Lanjigarh, Odisha and 1.6 MTPA aluminium smelter plant with 1,215 MW captive power plant at Jharsuguda, Odisha.	369	591
	Secured by:	232	220
	(i) floating charge on borrower collection account and associated permitted investments; and		
	(ii) corporate guarantee from CEHL and floating charge on collection account and current assets of CEHL		
	Secured by first pari passu charge on all present and future movable fixed assets including but not limited to plant & machinery, spares, tools and accessories of BALCO (excluding of coal block assets) by way of a deed of hypothecation	401	246
	First ranking pari passu charge by way of hypothecation/mortgage on all fixed/ immovable assets of ESL but excluding any current assets or pledge over any shares	165	221
	Secured by a first pari passu charge on the identified fixed assets of Vedanta Limited both present and future, pertaining to its aluminium business (Jharsuguda Plant, Lanjigarh Plant), 2,400 MW power plant assets at Jharsuguda, copper plant assets at Silvassa, iron ore business in the states of Karnataka and Goa, dividends receivable from Hindustan Zinc Limited ("HZL"), a subsidiary of Vedanta limited, and the debt service reserve account to be opened for the facility along with the amount lying to the credit thereof . #	598	766
	Secured by first pari passu charge by way of movable fixed assets of the aluminium division of Vedanta Limited comprising:	81	87
	(i) 6 MTPA aluminium refinery along with 75 MW Co-generation captive power plant in Lanjigarh, Orissa;		
	(ii) 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda;		
	(iii) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha; and		
	(iv) Oil and gas division comprising RJ-ON-90/91 Oil and Gas Block (Rajasthan), Cambay Oil Fields, Ravva Oil and gas Fields under (PKMGH-1 block) and OALP blocks.		





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(US\$ million)			
Facility Category	Security details	As at 31 March 2025	As at 31 March 2024
Term loan from banks (grouped under banks and financial institutions)	A first pari passu charge by way of mortgage/hypothecation over the specified movable fixed assets of Vedanta Limited. Security shall comprise of assets of the aluminium and power division of Vedanta limited, comprising: (i) 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda and (ii) 1 MTPA alumina refinery along with 75 MW CPP at Lanjigarh, Odisha.	82	118
	A first pari passu first charge by way of hypothecation on the specified movable fixed assets of Vedanta Limited pertaining to its Manufacturing facilities comprising:	84	113
	(i) alumina refinery having output of 1 MTPA along with co- generation captive power plant with an aggregate capacity of 75 MW at Lanjigarh, Orissa		
	(ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Orissa.		
	Secured by First Pari-passu charge by way of hypothecation on all present and future movable assets of the company with a minimum fixed asset cover of 1.10 times of the outstanding facility during the currency of the facility comprising:-	76	-
	(i) 6 MTPA alumina refinery along with 90 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha.		
	(ii) 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha.		
	(iii) 2,400 MW Power Plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha.		
	(iv) Oil & Gas division comprising of RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay Oil Fields, Ravva Oil & Gas Fields (under PKGM-1 block) and OALP blocks.		
	A first pari passu charge by way of mortgage/hypothecation over the specified immovable and movable fixed assets of Vedanta Limited. Security shall comprise of assets of the aluminium and power division of Vedanta limited, comprising:	80	98
	(i) 1.6 MTPA Aluminium Smelter along with 1215 MW CPP at Jharsuguda and		
	(ii) 1 MTPA Alumina refinery along with CPP of 75 MW CPP at Lanjigarh, Odisha		
	First pari passu charge by way of hypothecation on all present and future movable fixed assets of Vedanta Limited including but not limited to plant and machinery, spares, tools and accessories of 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda, Odisha and 1 MTPA alumina refinery along with 90 MW CPP at Lanjigarh, Odisha	21	51
	First pari-passu charge by way of hypothecation of Aluminium, Power and Oil & Gas division comprising:-	18	24
	(i) 6 MTPA alumina refinery along with 75 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha;		
	(ii) 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha 1.6 MTPA Aluminium Smelter along with 1,215 MW captive power plant in Jharsuguda;		
	(iii) 2,400 MW Power Plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha; and		
	(iv) Oil & Gas division comprising of RJ-ON-90/1 Oil & Gas block (Rajasthan), Cambay Oil fields, Ravva Oil & Gas fields (under PKGM-1 block) and OALP blocks.		

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(US\$ million)			
Facility Category	Security details	As at 31 March 2025	As at 31 March 2024
Term loan from banks (grouped under banks and financial institutions)	A first pari passu first charge by way of hypothecation on the Specified movable fixed assets of Vedanta Limited pertaining to its Manufacturing facilities comprising:	103	56
	(i) 1.6 MTPA Aluminium smelter along with 1,215 MW CPP (captive power plant) at Jharsuguda and		
	(ii) 1 MTPA Alumina refinery along with CPP of 75 MW (captive power plant) at Lanjigarh, Odisha		
	Secured by tax free perpetual bonds*	106	180
	Term loan by Infradebt - secured by	91	-
	(a) an exclusive first ranking charge by way of hypothecation on the all-movable fixed properties of the Company ('project asset') pertaining to the 658-km operational oil and gas pipeline assets operated between Barmer district in the state of Rajasthan and Bhogat village in Jamnagar district in the state of Gujarat ('Project'), both present and future to the extent of Company's participating interest;		
	(b) an exclusive first-ranking charge over the escrow account, financing documents and in all funds inclusive of debt service reserve to the extent of the required debt service reserve amount, revenue amount and realisations made out of the permitted investments, from time to time deposited therein, both present and future; and		
	(c) a first ranking pari passu charge, by way of mortgage, on the super structure related to immovable oil wells, to the extent of Company's participating interest; and		
	(d) a first ranking pari passu charge by way of hypothecation on all present and future movable aixed assets and intangible assets of the Oil & Gas division (excluding the project assets)		
	(e) second ranking pari passu charge by way of hypothecation over the power assets of the Company, both present and future;		
	(f) a first ranking pari passu charge and assignment by way of hypothecation on:		
	- save and except current assets and receivables of the Company to the extent they are assignable, both present and future		
	- the right, title and interest of the Company in, to and under all the clearances, to the extent they are assignable, both present and future to the extent of the participating interest of the Company; and		
	- all the right, title, interest, benefits, claims and demands whatsoever of the Company under the insurance contracts together with all insurance proceeds, both present and future, to the extent of the participating interest of the Company;		
	(g) and any other security, which may be furnished from time to time to secure the facility		
	Until the final settlement date, the Company shall not create any charge, lien or security interest over the security stipulated in Clause (a) and (b), which is exclusively charged in favor of the lender		
	A First Pari-passu first charge by way of hypothecation on the Specified movable fixed assets of !he Company pertaining to its Manufacturing facilities comprising:-	146	-
	(i) alumina refinery having output of 1 MTPA along with co- generation captive power plant with an aggregate capacity of 75 MW at Lanjigorh, Orissa;		
	(ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP al Jharsuguda, Orissa.		
	First Pari Passu Charge by way of Hypothecation of the moveable fixed assets pertaining to the Aluminum Division, Iron Ore Division and Oil and Gas Division (excluding operational oil and gas pipeline assets).	35	-





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		(US\$ million)	
Facility Category	Security details	As at 31 March 2025	As at 31 March 2024
Term loan from banks (grouped under banks and financial institutions)	First pari passu charge by way of hypothecation of the specified movable Fixed Assets both present and future comprising:-	240	-
	(i) 6 MTPA alumina refinery along with 270 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha.		
	(ii) 1.8 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha.		
	(iii) 1,800 MW Power Plant CPP located at Jharsuguda, Odisha		
	1. A first charge by way of mortgage in a form and manner acceptable to the Lender, over all the Company's immovable properties pertaining to the Project, i.e., 1,200 MW domestic coal based thermal plant in Chhattisgarh (excluding forest land), both present and future; and	156	-
	2. A first charge by way of hypothecation, in a form and manner acceptable to the lender, over all the Company's movable properties and assets, including plant & machinery, machinery spares, equipment, tools & accessories, furniture, fixtures, vehicles, and all other movable assets pertaining to the project, i.e., 1,200 MW domestic coal based thermal plant in Chhattisgarh, both present and future		
	First pari-passu charge on Specific Identified Movable Assets of the Borrower with FACR of 1.25 times	115	-
	Secured by first ranking pari- passu charge of movable fixed assets of following facilities:	40	-
	(a) 6 MTPA alumina refinery along with 130 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha;		
	(b) 1.8 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha; and		
	(c) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha		
	Term loan from a bank - secured by first pari passu charged by way of hypothecation on the specified movable fixed assets (present and future) including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicle, Capital work-in progress, etc. of the Company pertaining to aluminium division (Jharsuguda plant, Lanjigarh plant) and 2,400 MW power plant at Jharsuguda as more particularly described as below:	32	-
	(i) alumina refinery upto 6 MTPA along with co-generation captive power plant with aggregate capacity of 90 MW located in Lanjigarh, Odisha		
	(ii) alumina smelter output of 1.6 MTPA aluminium smelter including 1,215 (9*135) MW power plant in Jharsuguda, Odisha		
	(iii) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located as Jharsuguda, Odisha		
	Secured by first pari pasu charge on all bank accounts, insurance policies and trade receivables of Black Mountain Mining (Pty) Ltd by way of a deed of hypothecation	250	52
	Secured by:	350	892
	i) Exclusive pledge on 1.28% (2024: 3.3%) of Hindustan Zinc Limited ("HZL") shares;		
	ii) 100% share pledge of THL Zinc Ventures Limited, THL Zinc Limited, THL Zinc Holding BV and THL Zinc Namibia Holdings (Pty) Limited;		
	iii) 100% share pledge of Zinc holding in Black Mountain Mining (Pty) Ltd.		
	Secured by secured VEDL Corporate Guarantee, assets of BFL, share pledge of BFL and other security as agreed with lender.	197	-
	Other secured term loans	-	676
	Others (grouped under banks and financial institutions)	0	53
	Total	7,040	7,901

*Repurchase liability as on 31 March 2025 are secured by current investments amounting to US\$ 111 million (31 March 2024: US\$ 244 million) and are repayable in 365 days (31 March 2024: 365 days) from the date of borrowings through repurchase obligation.

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In December 2021, Vedanta Limited executed a US\$ 959 million facility agreement with Union Bank of India Limited to take over a long-term syndicated facility of US\$ 1,200 million. This loan is secured by the way of pledge over the shares held by Vedanta Limited in HZL equal to minimum 1x outstanding loan value (calculated quarterly at Value Weighted Average Price), currently representing 4.90% (31 March 2024: 6.10%) of the paid-up shares of HZL. Further, Vedanta Limited has also signed a Non-Disposal Undertaking (NDU) in respect of its shareholding in HZL to the extent of 50.10% of the paid-up share capital of HZL. As at 31 March 2025, the outstanding loan amount under the facility is US\$ 599 million (31 March 2024: US\$ 768 million).

Terms of repayment of total borrowings outstanding as at 31 March 2025 are provided below-

(US\$ million)						
Borrowings	Weighted average interest rate as at 31 March 2025	Total carrying value	<1 year	1-3 years	3-5 years	>5 years
Banks and financial institutions	9.85%	7,854	2,880	3,826	751	558
Non-convertible debentures	9.56%	1,967	618	616	287	478
Non- convertible bonds	10.33%	3,381	0	298	1501	1,601
Others	10.49%	555	7	550	0	0
Total		13,757	3,505	5,290	2,539	2,637

22(b). Movement in net debt ⁽¹⁾

(US\$ million)						
Particulars	Cash and cash equivalents	Short term and long term investments and Non-current Bank Deposits ⁽⁵⁾	Total cash and investments	Short-term borrowing Debt carrying value	Long-term borrowing* Debt carrying value	Total Net Debt ⁽⁴⁾
At 01 April 2023	858	1,770	2,628	(1,616)	(13,742)	(12,730)
Cash flow from continuing operations ⁽³⁾	(482)	(171)	(653)	1084	(151)	280
Other non-cash changes ⁽²⁾	-	(2)	(2)	5	(25)	(22)
Foreign exchange currency translation differences	(11)	19	8	15	100	123
At 31 March 2024	365	1,616	1,981	(512)	(13,818)	(12,349)
Cash flow from continuing operations ⁽³⁾	(14)	489	475	94	432	1,001
On regaining control of KCM (refer note 3(a))	235	-	235	-	-	235
Other non-cash changes ⁽²⁾	2	(7)	(5)	(12)	(115)	(132)
Foreign exchange currency translation differences	(6)	(33)	(39)	10	164	135
At 31 March 2025	582	2,065	2,647	(420)	(13,337)	(11,110)

* Includes current maturities of long-term borrowings of US\$ 2,968 million as at 31 March 2025 (31 March 2024: US\$ 2,866 million)

- (1) Net debt is a non-IFRS measure and represents total debt after fair value adjustments under IAS 32 and IFRS 9 as reduced by cash and cash equivalents and short-term investments and changes in liabilities arising from financing activities as per requirements of IAS 7.
- (2) Other non-cash changes comprise amortisation of borrowing costs, foreign exchange difference on net debt. It also includes US\$ 7 million (31 March 2024: US\$ 2 million) of fair value movement in investments and accrued interest on investments.
- (3) Consists of net repayment of working capital loan, proceeds and repayments of short-term and long-term borrowings.
- (4) Total net debt excludes movement in lease liabilities which is separately disclosed in Note 23.





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(5) Short term and Non – current Bank Deposit for the purpose of Statement of Net Debt comprise the following:

Particulars	(US\$ million)	
	As at 31 March 2025	As at 31 March 2024
Short term investments (refer note 20)	2,066	1,575
Bank Deposits – non current (refer note 18)	101	97
Investment in bonds at FVOCI (refer note 17)	21	18
Less: Restricted funds (refer note 20(2))	(83)	(41)
Less: Restricted funds (refer note 18(2)(b))	(40)	(33)
Total	2,065	1,616

22(c). Operational buyer's/Supplier's Credit

Operational Buyers'/Suppliers' Credit is availed in foreign currency from offshore branches of Indian banks or foreign banks at an interest rate ranging from 3.93% - 7.59% (31 March 2024: 4.85% - 8.43%) per annum and in rupee from domestic banks at interest rate ranging from 5.27% - 8.98% (31 March 2024: 6.25% - 10.00%) per annum. These trade credits are largely repayable within 180 days from the date of draw down. Operational Buyers' credit availed in foreign currency are partly backed by standby letter of credit issued under working capital facilities sanctioned by domestic banks. The carrying amount for which suppliers have already received payment from the banks is equal to the outstanding amount of Operational buyer's/ Supplier's Credit. Part of these facilities are secured by first pari passu charge over the present and future current assets of the Group.

23. Trade and other payables

Particulars	(US\$ million)					
	As at 31 March 2025			As at 31 March 2024		
	Non-Current	Current	Total	Non-Current	Current	Total
Lease liability ⁽⁴⁾	69	91	160	68	59	127
Dividend payable to NCI	-	23	23	-	21	21
Trade payables	74	2,166	2,240	-	1,211	1,211
Liabilities for capital expenditure	-	892	892	19	1,222	1,241
Profit petroleum payable	-	429	429	-	408	408
Security deposits and retentions	-	48	48	-	39	39
Put option liability with non-controlling interests ⁽¹⁾	-	-	-	-	30	30
Other payables ⁽³⁾	42	659	701	41	546	587
Financial (A)	185	4,308	4,493	128	3,536	3,664
Statutory liabilities	9	(220)	(211)	-	342	342
Advance from customers ⁽²⁾	127	573	700	112	969	1,081
Other payables	(1)	2	1	-	34	34
Non-financial (B)	135	355	490	112	1,345	1,457
Total (A+B)	320	4,663	4,983	240	4,881	5,121

Trade payables are majorly non-interest bearing and are normally settled upto 180 days terms.

The fair value of trade and other payables is not materially different from the carrying value presented.

(1) The non-controlling shareholders of ASI had an option to sell their shareholding to the Group (the "put option"). The option was exercisable at any time during the three-year period following the fifth anniversary of the shareholders' agreement dated 22 December 2017, at the higher of US\$ 0.757 per share or the fair market value of the share. Accordingly, the liability was measured at the higher of the two, and subsequent changes in the put option liability were treated as equity transactions and accounted for in equity. During the year ended 31 March 2025, the Group executed a comprehensive settlement agreement to settle all outstanding liabilities including the put option liability (refer note 3(c)).

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(2) Advance from customers are contract liabilities to be settled through delivery of goods. The amount of such balances as on 01 April 2023: US\$ 1,082 million. During the current year, the Group has recognised revenue of US\$ 1,064 million (31 March 2024: US\$ 1,081 million) out of such opening balances. All other changes are either due to receipt of fresh advances or exchange differences.

(3) Includes revenue received in excess of entitlement interest of US\$ 52 million (31 March 2024: US\$ 58 million) of which US\$ 37 million is payable to ONGC, and reimbursement of expenses, interest accrued on other than borrowings, liabilities related to claim, liability for stock options etc.

(4) Movement in lease liabilities is as follows:

(US\$ million)	
At 01 April 2024	127
Payments made	(57)
Other non-cash changes:	
Additions during the year	89
Interest on lease liabilities	9
Deletions	(8)
At 31 March 2025	160

24. Financial instruments

Financial Assets and Liabilities:

The following tables present the carrying value and fair value of each category of financial assets and liabilities as at 31 March 2025 and 31 March 2024:

(US\$ million)						
As at 31 March 2025	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortized cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	8	-	43	-	51	51
Financial asset investments held at fair value	136	51	-	-	187	187
Short term investments						
- Bank deposits	-	-	-	492	492	492
- Other investments	1,130	444	-	-	1,574	1,574
Cash and cash equivalents	-	-	-	601	601	601
Other non-current assets and trade and other receivables	18	-	-	1,905	1,923	1,923
Total	1,292	495	43	2,998	4,828	4,828

(US\$ million)					
As at 31 March 2025	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortized cost	Total carrying value	Total fair value
Financial Liabilities					
Financial instruments (derivatives)	13	26	-	39	39
Trade and other payables*	104	-	6,295	6,399	6,397
Borrowings	-	-	13,757	13,757	13,921
Total	117	26	20,052	20,195	20,357

*Includes operational buyers' credit/suppliers' credit of US\$ 1,906 million





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(US\$ million)						
As at 31 March 2024	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortized cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	8	-	12	-	20	20
Financial asset investments held at fair value	80	38	-	-	118	118
Short term investments						
- Bank deposits	-	-	-	221	221	221
- Other investments	823	531	-	-	1,354	1,354
Cash and cash equivalents	-	-	-	384	384	384
Other non-current assets and trade and other receivables	24	-	-	3,259	3,283	3,384
Total	935	569	12	3,864	5,380	5,481

(US\$ million)						
As at 31 March 2024	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortized cost	Others*	Total carrying value	Total fair value
Financial Liabilities						
Financial instruments (derivatives)	7	10	-	-	17	17
Trade and other payables**	67	-	5,359	30	5,456	5,456
Borrowings	-	-	14,330	-	14,330	14,035
Total	74	10	19,689	30	19,803	19,508

*Represents put option liability accounted for at fair value

**Includes operational buyers' credit/suppliers' credit of US\$ 1,792 million

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

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The below tables summarise the categories of financial assets and liabilities as at 31 March 2025 and 31 March 2024 measured at fair value:

(US\$ million)			
Particulars	As at 31 March 2025		
	Level 1	Level 2	Level 3
Financial assets			
At fair value through profit or loss			
- Short term investments	689	441	-
- Financial asset investments held at fair value	-	-	136
- Financial instruments (derivatives)	-	8	-
- Other non-current assets and trade and other receivables	-	18	-
At fair value through other comprehensive income			
- Short term investments	-	444	-
- Financial asset investments held at fair value	5	20	26
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	43	-
Total	694	974	162
Financial liabilities			
At fair value through profit or loss			
- Financial instruments (derivatives)	-	13	-
- Trade and other payables	-	104	-
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	26	-
Total	-	143	-

(US\$ million)			
Particulars	As at 31 March 2024		
	Level 1	Level 2	Level 3
Financial assets			
At fair value through profit or loss			
- Short term investments	367	456	-
- Financial asset investments held at fair value	-	-	80
- Financial instruments (derivatives)	-	8	-
- Other non-current assets and trade and other receivables	-	24	-
At fair value through other comprehensive income			
- Short term investments	-	531	-
- Financial asset investments held at fair value	6	20	12
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	12	-
Total	373	1,051	92
Financial liabilities			
At fair value through profit or loss			
- Financial instruments (derivatives)	-	7	-
- Trade and other payables	-	67	-
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	10	-
- Trade and other payables- Put option liability with non- controlling interest	-	-	30
Total	-	84	30





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The below table summarizes the fair value of borrowings and Loans, receivables and obligations relating to KCM which are carried at amortised cost as at 31 March 2025 and 31 March 2024:

Particulars	(US\$ million)			
	As at 31 March 2025		As at 31 March 2024	
	Level 1	Level 2	Level 1	Level 2
Borrowings	3,044	10,877	2,645	11,390
Total	3,044	10,877	2,645	11,390

Particulars	(US\$ million)					
	As at 31 March 2025			As at 31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Loans, receivables and obligations of KCM towards the Group*	-	-	-	-	-	756
Total	-	-	-	-	-	756

The changes in fair value of Level 3 items for the years ended 31 March 2025 and 31 March 2024 are set out in the table below:

Loans, receivables and obligations of KCM towards the Group

Particulars	(US\$ million)	
	As at 31 March 2025	As at 31 March 2024
Opening balance as	756	751
Fair value change during the year	-	5
Due to KCM consolidation*	(756)	
Closing balance*	-	756

*During the year ended 31 March 2025, the Group regained control over KCM and consolidated it with effect from 31 July 2024, refer note 3(a) for details.

Reconciliation of Level 3 financial assets fair value measurement

(US\$ million)	
At 01 April 2023	36
Investments made during the year	58
Investments redeemed during the year	(1)
Exchange difference during the year	(1)
At 31 March 2024	92
Investments made during the year	73
Investments redeemed during the year	(0)
Exchange difference during the year	(3)
At 31 March 2025	162

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- Short term investments: Investments traded in active markets are determined by reference to quoted prices in an active market in case of listed securities and by quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house. For other listed securities traded in markets which are not active, the quoted price is used wherever the pricing mechanism is same as for other marketable securities traded in active markets.

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- Financial asset investments: Fair value is derived from quoted market prices in active markets. Investments are valued on the basis of market trades, poll and primary issuances for securities issued by the same or similar issuer and for similar maturities or based on the applicable spread movement for the security derived based on the aforementioned factor(s). Other investments, inputs for which are not based on observable market data (unobservable inputs), Fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value. Fair value of investments that are in the nature of 'Investment in OCRPS and Equity shares' are derived from Black Scholes Option Pricing Method (BSOP).
- Bank deposits, Cash and Cash and cash equivalents, Other non-current assets and trade and other receivables (financial) (except receivable from KCM): Fair Values approximate their carrying amounts largely due to the short-term maturities of these instruments. Other non-current financial assets including site restoration assets, inputs for which are not based on observable market data (unobservable inputs) and having long term maturities, fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value. Other Investments, inputs for which are not based on observable market data (unobservable inputs), are valued on the basis of net assets value method.
- Trade and other payables (financial) including operational buyers' credit/suppliers' credit and current borrowings: Fair Values approximate their carrying amounts largely due to the short-term maturities of these instruments (except put option liability with non-controlling interests (refer note 23(1))). For other non-current financial liabilities fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value.
- Derivative financial instruments: The Group executes derivative financial instruments with various counterparties. Interest rate swaps, foreign exchange forward contracts and commodity forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques by the Group include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. Commodity contracts are valued using the forward LME rates of commodities actively traded on the listed metal exchange, i.e., London Metal Exchange, United Kingdom (UK).
- Non-current borrowings: Listed bonds are fair valued based on the prevailing market price. For all other long-term fixed-rate and variable-rate borrowings, fair value has been determined using discounted cash flow model based on parameters such as interest rates, specific country risk factors, and the risk characteristics of the financed project non-current fixed-rate and variable rate borrowings.
- Loans, receivables and obligations of KCM towards the Group (refer note 3(a)): The valuation of the investment in KCM and the loans, receivables and obligations of KCM towards the group was determined using the income approach method. In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these assets. The resulting valuation was adjusted to reflect a number of factors, including the uncertainty and risks inherent in litigation and recovery. The discount rate used to discount the cash flow projection, which was calculated on a post-tax basis at 13%. To factor in the uncertainties, valuation under few scenarios in addition to the base case valuation, assuming equal likelihood, has been computed a) additional capex required to achieve the planned ramp up of production and b) future implied Zambian country risk premium.

For all other financial instruments, the carrying amount is either the fair value, or approximates the fair value.

The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and the value of other financial instruments recognised at fair value.

The estimated fair value amounts as at 31 March 2025 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each year-end.

There were no transfers between level 1, level 2 and level 3 during the current year.





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Risk management framework

The Group’s businesses are subject to several risks and uncertainties including financial risks.

The Group’s documented risk management polices act as an effective tool in mitigating the various financial risks to which the businesses are exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty credit risk and capital management.

Risks are identified at both the corporate and individual subsidiary level with active involvement of senior management. Each operating subsidiary in the Group has in place risk management processes which are in line with the Group’s policy. Each significant risk has a designated ‘owner’ within the Group at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The risk management process is coordinated by the Group’s Management Assurance function and is regularly reviewed by the Board. The Board is aided by the other Group committees including the Risk Management Committee, which meets regularly to review risks as well as the progress against the planned actions. Key business decisions are discussed at the periodic meetings of the Executive Committee. The overall internal control environment and risk management programme including financial risk management is reviewed by the Risk Management Committee and Finance Management committee.

The risk management framework aims to:

- improve financial risk awareness and risk transparency
- identify, control and monitor key risks
- identify risk accumulations
- provide management with reliable information on the Group’s risk situation
- improve financial returns

Treasury management

Treasury management focuses on liability management, capital protection, liquidity maintenance and yield maximization. The treasury policies are approved by the Committee of the Board. Daily treasury operations of the subsidiary companies are managed by their respective finance teams within the framework of the overall Group treasury policies. Long-term fund raising including strategic treasury initiatives are managed jointly by the business treasury team and the central team at corporate treasury while short-term funding for routine working capital requirements is delegated to subsidiary companies. A monthly reporting system exists to inform senior management of the Group’s investments and debt position, exposure to currency, commodity and interest rate risk and their mitigants including the derivative position. The Group has a strong system of internal control which enables effective monitoring of adherence to Group’s policies. The internal control measures are effectively supplemented by regular internal audits.

The Group uses derivative instruments to manage the exposure in foreign currency exchange rates, interest rates and commodity prices. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the treasury and commodity risks. Both treasury and commodities derivative transactions are normally in the form of forward contracts, interest rate and currency swaps and these are in line with the Group’s policies.

Commodity Price risk

The Group is exposed to the movement of base metal commodity prices on the London Metal Exchange. Any decline in the prices of the base metals that the Group produces and sells will have an immediate and direct impact on the profitability of the businesses. As a general policy, the Group aims to sell the products at prevailing market prices. The commodity price risk in import of input commodities such as Copper Concentrate & Alumina, for our Copper and Aluminium business respectively, is hedged on back-to back basis ensuring no price risk for the business. Hedging is used primarily as a risk management tool and, in some cases, to secure future cash flows in cases of high volatility by entering into forward contracts or similar instruments. The hedging activities are subject to strict limits set out by the Board and to a strictly defined internal control and monitoring mechanism. Decisions relating to hedging of commodities are taken at the Executive Committee level, basis clearly laid down guidelines.

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Whilst the Group aims to achieve average LME prices for a month or a year, average realised prices may not necessarily reflect the LME price movements because of a variety of reasons such as uneven sales during the year and timing of shipments.

The Group is also exposed to the movement of international crude oil price and the discount in the price of Rajasthan crude oil to Brent price.

Financial instruments with commodity price risk are entered into in relation to following activities:

- economic hedging of prices realised on commodity contracts
- cash flow hedging of revenues, forecasted highly probable transactions

Aluminium

The requirement of the primary raw material, alumina, is partly met from own sources and the rest is purchased primarily on negotiated price terms. Sales prices are linked to the LME prices. At present the Group on selective basis hedges the aluminium content in outsourced alumina to protect its margins. The Group also executes into hedging arrangements for its aluminium sales to realise average month of sale LME prices.

Copper

The Group’s custom smelting copper operations at Silvassa is benefitted by a natural hedge except to the extent of a possible mismatch in quotational periods between the purchase of concentrate and the sale of finished copper. The Group’s policy on custom smelting is to generate margins from Refining Charges or “RC”, improving operational efficiencies, minimising conversion cost, generating a premium over LME on sale of finished copper, sale of by-products and from achieving import parity on domestic sales. Hence, mismatches in quotational periods are managed to ensure that the gains or losses are minimised. The Group hedges this variability of LME prices through forward contracts and tries to make the LME price a pass-through cost between purchases of anodes/blisters and sales of finished products, both of which are linked to the LME price.

RC is a major source of income for the Indian copper smelting operations. Fluctuation in RC is influenced by factors including demand and supply conditions prevailing in the market for mine output. The Group’s copper business has a strategy of securing a majority of its anodes/blisters requirement under long-term contracts with mines.

KCM is largely an integrated copper producer and whenever hedging is done it is with an intention to protect the Group from price fluctuations in copper. KCM also engages in hedging for its custom smelting operations in line with the Group’s policy on custom smelting at Tuticorin, as explained above.

Zinc, lead and silver

The sales prices are linked to the LME prices. The Group also executes hedging arrangements for its Zinc, Lead and Silver sales to realise average month of sale LME prices.

Zinc International

Raw material for zinc and lead is mined in South Africa with sales prices linked to the LME prices.

Iron ore

The Group sells its Iron Ore production from Goa on the prevailing market prices and from Karnataka through e-auction route as mandated by State Government of Karnataka in India.

Oil and Gas

The prices of various crude oils are based upon the price of the key physical benchmark crude oil such as Dated Brent, West Texas Intermediate, and Dubai/Oman etc. The crude oil prices move based upon market factors like supply and demand. The regional producers price their crude basis these benchmark crudes with a premium or discount over the benchmark based upon quality differential and competitiveness of various grades.

Natural gas markets are evolving differently in important geographical markets. There is no single global market for natural gas. This could be owing to difficulties in large-scale transportation over long distances as compared to crude oil. Globally,





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there are three main regional hubs for pricing of natural gas, which are USA (Henry Hub Prices), UK (NBP Price) and Japan (imported gas price, mostly linked to crude oil).

Provisionally priced financial instruments

On 31 March 2025, the value of net financial liabilities linked to commodities (excluding derivatives) accounted for on provisional prices was US\$ 86 million (31 March 2024: liabilities of US\$ 43 million). These instruments are subject to price movements at the time of final settlement and the final price of these instruments will be determined in the financial year beginning 01 April 2025.

Set out below is the impact of 10% increase in LME prices on pre-tax profit/(loss) for the year and pre-tax equity as a result of changes in value of the Group's commodity financial instruments:

For the year ended 31 March 2025:

(US\$ million)			
Commodity price sensitivity	Total Exposure	Effect on pre-tax profit/(loss) of a 10% increase in the LME	Effect on pre-tax equity of a 10% increase in the LME
Copper	(184)	(18)	-

For the year ended 31 March 2024:

(US\$ million)			
Commodity price sensitivity	Total Exposure	Effect on pre-tax profit/(loss) of a 10% increase in the LME	Effect on pre-tax equity of a 10% increase in the LME
Copper	(71)	(7)	-

The above sensitivities are based on volumes, costs, exchange rates and other variables and provide the estimated impact of a change in LME prices on profit and equity assuming that all other variables remain constant. A 10% decrease in LME prices would have an equal and opposite effect on the Group's financial statements.

The impact on pre-tax profit/(loss) mentioned above includes the impact of a 10% increase in closing copper LME for provisionally priced copper concentrate purchased at Vedanta Limited Copper division custom smelting operations of US\$ 25 million (31 March 2024: US\$ 12 million), which is pass through in nature and as such will not have any impact on the profitability.

Financial risk:

The Group's Board approved financial risk policies include monitoring, measuring and mitigating the liquidity, currency, interest rate and counterparty risk. The Group does not engage in speculative treasury activity but seeks to manage risk and optimise interest and commodity pricing through proven financial instruments.

(a) Liquidity risk

The Group requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects. The Group is currently forecasting to generate sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short term as well as in the long term (refer note 1(c)). Anticipated future cash flows, together with undrawn fund based committed facilities of US\$ 817 million, and cash and short-term investments of US\$ 2,647 million as at 31 March 2025, are expected to be sufficient to meet the liquidity requirement of the Group in the near future.

As on 31 March 2025, Issuer Credit Ratings of Vedanta Resources Ltd are 'B+/Stable' by S&P Global and Fitch and 'B1/Stable' by Moody's. The movement of ratings during the current fiscal year are mentioned below.

On 25 July 2024, S&P Global Ratings upgraded the ratings of Vedanta Resources Ltd to 'B-' from 'CCC+' while maintaining a stable outlook on improving capital structure and liquidity. On October 16, 2024, S&P notched down senior unsecured note issued by Vedanta Resources from 'B-' to 'CCC+' while the issuer credit rating continued at 'B- with stable outlook'. There was no change in the underlying credit profile of the company and the rating action follows the review

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of S&P's jurisdiction assessment of the insolvency regime in India. On 20 December 2024, S&P upgraded issuer credit rating of VRL to 'B/Stable' and issue ratings to 'B-'. Further, on 2 February 2025, S&P upgraded issuer credit rating of VRL to 'B+/Stable' and issue ratings to 'B' on easing refinancing risk

In November 2024, Fitch assigned a rating of 'B-/Positive' on Vedanta Resources and an issue rating of 'B-'. On 20 January 2025, Fitch upgraded issuer credit rating of VRL and issue ratings to 'B+/Stable'.

Meanwhile, in January 2025, Vedanta Resources has solicited the ratings from Moody's while it upgraded Corporate Family Rating of VRL to 'B1/Stable' and issue ratings to 'B2'.

The Group remains in a very comfortable position to address all its debt maturities with a strong consolidated statement of financial position, robust liquidity at its operating subsidiaries and strong track record of raising funds through relationship banks. The Group remains committed to maintaining a healthy liquidity, a low gearing ratio, deleveraging and strengthening our consolidated statement of financial position. The maturity profile of the Group's financial liabilities based on the remaining period from the consolidated statement of financial position date to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Group:

At 31 March 2025

(US\$ million)					
Payment due by period	< 1 year	1-3 years	3-5 years	> 5 years	Total
Trade and other payables ⁽¹⁾	6,106	117	-	-	6,223
Bank and other borrowings ⁽²⁾	4,651	6,904	3,253	3,145	17,953
Lease liability	91	56	9	37	193
Derivative liabilities	34	5	-	-	39
Total	10,882	7,082	3,262	3,182	24,408

At 31 March 2024

(US\$ million)					
Payment due by period	< 1 year	1-3 years	3-5 years	> 5 years	Total
Trade and other payables ⁽¹⁾	5,094	57	-	-	5,151
Bank and other borrowings ⁽²⁾	6,911	6,745	4,233	2,759	20,648
Lease liability	56	55	12	15	138
Derivative liabilities	17	0	-	-	17
Total	12,078	6,857	4,245	2,774	25,954

- (1) Excludes accrued interest which has been included with borrowings
(2) Includes current and non-current borrowings and committed interest payments

At 31 March 2025, the Group had access to following funding facilities:

(US\$ million)			
As at 31 March 2025	Total facility	Drawn	Undrawn
Fund/Non-fund based	14,164	12,226	1,938

(US\$ million)			
As at 31 March 2024	Total facility	Drawn	Undrawn
Fund/Non-fund based	14,376	12,592	1,784





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(b) Foreign currency risk

Fluctuations in foreign currency exchange rates may have an impact on the consolidated income statement, the consolidated statements of change in equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective consolidated entities.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from the fluctuations primarily in the US dollar (USD), Australian dollar (AUD), Namibian dollar (NAD), Emirati Dirham (AED), South African Rand (ZAR), Great British Pound (GBP), Indian Rupee (INR), Japanese Yen (JPY) and Euro against the functional currencies of its subsidiaries.

Exposures on foreign currency loans are managed through the Group wide hedging policy, which is reviewed periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed. The Group strives to achieve asset liability offset of foreign currency exposures and only the net position is hedged.

The Group's presentation currency is the US dollar. The majority of the assets are located in India and the Indian Rupee is the functional currency for the Indian operating subsidiaries except for Oil and Gas business operations which have a US dollar functional currency. Natural hedges available in the business are identified at each entity level and hedges are placed only for the net exposure. Short-term net exposures are hedged progressively based on their maturity. A more conservative approach has been adopted for project expenditures to avoid budget overruns, where cost of the project is calculated taking into account the hedge cost. The hedge mechanisms are reviewed periodically to ensure that the risk from fluctuating currency exchange rates is appropriately managed.

The following analysis is based on the gross exposure as at the reporting date which could affect the consolidated income statement. The exposure summarised below is mitigated by some of the derivative contracts entered into by the Group as disclosed under the section on "Derivative financial instruments".

The carrying amount of the Group's financial assets and liabilities in different currencies are as follows:

(US\$ million)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Financial Assets	Financial liabilities	Financial Assets	Financial liabilities
USD	1,108	10,047	2,342	9,662
INR	3,624	9,772	2,898	9,623
Others	96	376	140	518
Total	4,828	20,195	5,380	19,803

The Group's exposure to foreign currency arises where a Group company holds monetary assets and liabilities denominated in a currency different to the functional currency of that entity, with USD (US Dollar) being the major non-functional currency of the Group's main operating subsidiaries.

The foreign exchange rate sensitivity is calculated by the aggregation of the net foreign exchange rate exposure with a simultaneous parallel foreign exchange rates shift in the currencies by 10% against the functional currencies of the respective entities.

Set out below is the impact of a 10% strengthening in the functional currencies of the respective entities on pre-tax profit/(loss) and pre-tax equity arising as a result of the revaluation of the Group's foreign currency monetary financial assets/liabilities:

(US\$ million)

Particulars	For the year ended 31 March 2025		
	Closing exchange rate	Effect on pre-tax profit/(loss) of 10% strengthening in currency	Effect on pre-tax equity of 10% increase in currency
USD	85.4655	227	-

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(US\$ million)

Particulars	For the year ended 31 March 2024		
	Closing exchange rate	Effect on pre-tax profit/(loss) of 10% strengthening in currency	Effect on pre-tax equity of 10% increase in currency
USD	83.3416	142	-

A 10% weakening of the functional currencies of the respective entities would have an equal and opposite effect on the Group's financial statements.

(c) Interest rate risk

At 31 March 2025, the Group's net debt of US\$ 11,110 million (31 March 2024: US\$ 12,349 million net debt) comprises debt of US\$ 13,757 million (31 March 2024: US\$ 14,330 million) offset by cash, cash equivalents, short-term investments and non-current bank deposit of US\$ 2,647 million (31 March 2024: US\$ 1,981 million).

The Group is exposed to interest rate risk on short-term and long-term floating rate instruments and on the refinancing of fixed rate debt. The Group's policy is to maintain a balance of fixed and floating interest rate borrowings and the proportion of fixed and floating rate debt is determined by current market interest rates. The borrowings of the Group are principally denominated in Indian Rupees and US dollars with mix of fixed and floating rates of interest. The USD floating rate debt is linked to US dollar SOFR and INR Floating rate debt to Bank's base rate. The Group has a policy of selectively using interest rate swaps, option contracts and other derivative instruments to manage its exposure to interest rate movements. These exposures are reviewed by appropriate levels of management on a monthly basis.

The Group invests cash and short-term investments in short-term deposits and debt mutual funds, some of which generate a tax-free return, to achieve the Group's goal of maintaining liquidity, carrying manageable risk and achieving satisfactory returns.

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however, the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the Group's financial assets to interest rate risk is as follows:

(US\$ million)

Particulars	As at 31 March 2025			As at 31 March 2024		
	Floating rate financial assets	Fixed rate financial assets	Non-interest bearing financial assets	Floating rate financial assets	Fixed rate financial assets	Non-interest bearing financial assets
Financial assets	507	1,778	2,543	323	1,964	3,093

The exposure of the Group's financial liabilities to interest rate risk is as follows:

(US\$ million)

Particulars	As at 31 March 2025			As at 31 March 2024		
	Floating rate financial liabilities	Fixed rate financial liabilities	Non-interest bearing financial liabilities	Floating rate financial liabilities	Fixed rate financial liabilities	Non-interest bearing financial liabilities
Financial liabilities	5,710	10,093	4,392	7,415	8,802	3,586

Considering the net debt position as at 31 March 2025 and the investment in bank deposits, corporate bonds and debt mutual funds, any increase in interest rates would result in a net loss and any decrease in interest rates would result in a net gain. The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments at the consolidated statement of financial position date.





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The below table illustrates the impact of a 0.5% to 2.0% movement in interest rate of floating rate financial assets/liabilities (net) on profit/(loss) and equity assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

(US\$ million)		
Increase in interest rates	Effect on pre-tax profit/(loss) during the year ended 31 March 2025	Effect on pre-tax profit/(loss) during the year ended 31 March 2024
0.5%	(26)	(35)
1.0%	(52)	(71)
2.0%	(104)	(142)

A reduction in interest rates would have an equal and opposite effect on the Group's financial statements.

(d) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group is exposed to credit risk from trade receivables, cash and cash equivalents, short term investments and other financial instruments.

The Group has clearly defined policies to mitigate counterparty risks. For short-term investments, counterparty limits are in place to limit the amount of credit exposure to any one counterparty. This, therefore, results in diversification of credit risk for our mutual fund and bond investments. For derivative and financial instruments, the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions.

Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of national standing. Moreover, given the diverse nature of the Group's businesses trade receivables are spread over a number of customers with no significant concentration of credit risk. No single customer accounted for 10% or more of revenue on a consolidated basis in the current year and previous year. The history of trade receivables shows a negligible expected credit loss for bad and doubtful debts. Therefore, the Group does not expect any material risk on account of non-performance by any of our counterparties.

The Group's maximum gross exposure to credit risk as at 31 March 2025 is US\$ 4,828 million (31 March 2024: US\$ 5,380 million).

Of the year end trade and other receivable balances, the following, though overdue, are expected to be realised in the normal course of business and hence, are not considered impaired as at:

(US\$ million)		
Particulars	31 March 2025	31 March 2024
Neither past due nor impaired	597	1,792
Past due but not impaired		
- Less than 1 month	184	149
- Between 1 - 3 months	35	56
- Between 3 - 12 months	127	400
- Greater than 12 months	683	618
Total	1,626	3,015

Receivables are deemed to be past due or impaired with reference to the Group's normal terms and conditions of business. These terms and conditions are determined on a case-to-case basis with reference to the customer's credit

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quality and prevailing market conditions. Receivables that are classified as 'past due' in the above table are those that have not been settled within the terms and conditions that have been agreed with that customer.

The credit quality of the Group's customers is monitored on an ongoing basis. Where receivables have been impaired, the Group actively seeks to recover the amounts in question and enforce compliance with credit terms.

Movement in allowances for Financial Assets (other non-current assets, loans and trade and other receivables)	
(US\$ million)	
As at 01 April 2023	262
Allowance made during the year	60
Reversals/write off during the year	(70)
Foreign Exchange difference	0
As at 01 April 2024	252
Allowance made during the year	36
Reversals/write off during the year	(40)
Foreign Exchange difference	(5)
As at 31 March 2025	243

Derivative financial instruments

The Group uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates, interest rates and commodity prices. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the treasury and commodity risks. Both treasury and commodities derivative transactions are normally in the form of forward contracts and these are subject to the Group guidelines and policies.

The fair values of all derivatives are separately recorded on the consolidated statement of financial position within other financial assets (derivatives) and other financial liabilities (derivatives), current and non-current. Derivatives that are designated as hedges are classified as current or non-current depending on the maturity of the derivative.

The use of derivatives can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

Cash flow hedges

The Group enters into forward exchange and commodity price contracts for hedging highly probable forecast transaction and account for them as cash flow hedges and states them at fair value. Subsequent changes in fair value are recognised in consolidated statement of comprehensive income until the hedged transaction occurs, at which time, the respective gain or losses are reclassified to the consolidated income statement. These hedges have been effective for the year ended 31 March 2025.

The Group uses foreign exchange contracts from time to time to optimize currency risk exposure on its foreign currency transactions. The Group hedged part of its foreign currency exposure on capital commitments during fiscal year 2025. Fair value changes on such forward contracts are recognised in the consolidated statement of comprehensive income.

The majority of cash flow hedges taken out by the Group during the year comprise non-derivative hedging instruments for hedging the foreign exchange rate of highly probable forecast transactions and commodity price contracts for hedging the commodity price risk of highly probable forecast transactions.

The cash flows related to above are expected to occur during the year ending 31 March 2026 and consequently may impact the consolidated income statement for that year depending upon the change in the commodity prices and





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foreign exchange rates movements. For cash flow hedges regarded as basis adjustments to initial carrying value of the property, plant and equipment, the depreciation on the basis adjustments made is expected to affect the consolidated income statement over the expected useful life of the property, plant and equipment.

Fair value hedges

The fair value hedges relate to forward covers taken to hedge currency exposure and commodity price risks.

The Group's sales are on a quotational period basis, generally one month to three months after the date of delivery at a customer's facility. The Group enters into forward contracts for the respective quotational period to hedge its commodity price risk based on average LME prices. Gains and losses on these hedge transactions are substantially offset by the amount of gains or losses on the underlying sales. Net gains and losses are recognised in the consolidated income statement.

The Group uses foreign exchange contracts from time to time to optimize currency risk exposure on its foreign currency transactions. Fair value changes on such forward contracts are recognised in the consolidated income statement.

Non-qualifying/economic hedge

The Group enters into derivative contracts which are not designated as hedges for accounting purposes but provide an economic hedge of a particular transaction risk or a risk component of a transaction. Hedging instruments include copper, aluminium and zinc future contracts on the LME and certain other derivative instruments. Fair value changes on such derivative instruments are recognised in the consolidated income statement.

The fair value of the Group's open derivative positions as at the year end, recorded within financial instruments (derivative) is as follows:

Particulars	(US\$ million)			
	As at 31 March 2025		As at 31 March 2024	
	Liability	Asset	Liability	Asset
Current				
Cash flow hedges				
- Commodity contracts	1	41	3	0
- Interest rate swap	10	-	-	-
- Forward foreign currency contracts	5	-	-	-
Fair value hedges				
- Commodity contracts	4	2	6	11
- Forward foreign currency contracts	6	-	1	1
Non-Qualifying hedges				
- Commodity contracts	1	3	-	7
- Forward foreign currency contracts	7	5	7	1
Total	34	51	17	20
Non-current				
Fair value hedges				
- Forward foreign currency contracts	-	0	-	0
Non-Qualifying hedges				
- Forward foreign currency contracts	0	-	-	-
- Cross currency swap	5	-	-	-
Total	5	0	-	0
Grand Total	39	51	17	20

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Disclosure of effect of Hedge Accounting:

1. Cash Flow Hedge

Hedging instrument

(US\$ million)					
Particulars	Nominal Value	Quantity	Carrying Amount		Line item in consolidated statement of financial position
			Assets	Liabilities	
As at 31 March 2025					
Commodity Price risk					
Derivative Contracts - Aluminium	782	376,650	41	0	Current financial instruments – Derivatives
Derivative Contracts - Zinc	1	50,000	-	1	Current financial instruments – derivatives
Interest Rate Risk					
Interest rate swaps	217	-	0	10	Current financial instruments – derivatives
Foreign Currency Risk					
Derivative Contract	54	-	-	5	Current financial instruments – derivatives

					(US\$ million)
Particulars	Nominal Value	Quantity	Carrying Amount		Line item in consolidated statement of financial position
			Assets	Liabilities	
As at 31 March 2024					
Commodity Price risk					
Derivative Contracts - Aluminium	65	30,150	-	3	Current financial instruments – derivatives

2. Fair Value Hedge

Hedging instrument

(US\$ million)					
Particulars	Nominal Value	Quantity	Carrying Amount		Line item in consolidated statement of financial position
			Assets	Liabilities	
As at 31 March 2025					
Commodity Price risk					
Derivative Contracts - Aluminium	80	30,925	1	2	Current financial instruments – Derivatives
Derivative Contract - Copper	76	7,825	1	-	Current financial instruments – Derivatives
Derivative Contract - Silver	5	146,834	0	0	Current financial instruments – Derivatives
Derivative Contract - Gold	54	16,404	-	1	Current financial instruments – Derivatives
Derivative Contract - Nickle	1	650	0	1	Current financial instruments – Derivatives
Foreign Currency Risk					
Forward Contracts	488	-	0	6	Current financial instruments – Derivatives





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(US\$ million)

Particulars	Nominal Value	Quantity	Carrying Amount		Line item in consolidated statement of financial position
			Assets	Liabilities	
As at 31 March 2024					
Commodity Price risk					
Derivative Contracts - Aluminium	319	143,125	10	6	Current financial instruments – Derivatives
Derivative Contracts - Copper	34	4,025	1	0	Current financial instruments – Derivatives
Derivative Contracts - Silver	4	175,411	0	0	Current financial instruments – Derivatives
Derivative Contracts - Nickle	5	958	0	0	Current financial instruments – Derivatives
Foreign Currency Risk					
Forward Contract	1,531	-	1	2	Current/Non-current financial instruments – Derivatives

Hedged Item

(US\$ million)

Particulars	Carrying Amount		Line item in consolidated statement of financial position
	Assets	Liabilities	
As at 31 March 2025			
Commodity Price risk			
Firm Commitments on sale of inventories - Aluminium	79	-	Inventories
Firm Commitments on sale of inventories - Copper	1	-	Inventories
Firm Commitments on sale of inventories - Silver	5	-	Inventories
Firm Commitments on sale of inventories - Gold	51	-	Inventories
Firm Commitments on sale of inventories - Nickle	18	-	Inventories
Foreign Currency Risk			
Foreign currency payables	-	488	Borrowings

(US\$ million)

Particulars	Carrying Amount		Line item in consolidated statement of financial position
	Assets	Liabilities	
As at 31 March 2024			
Commodity Price risk			
Firm Commitments on sale of inventories - Aluminium	319	-	Inventories
Firm Commitments on sale of inventories - Copper	34	-	Inventories
Firm Commitments on sale of inventories - Silver	4	-	Inventories
Firm Commitments on sale of inventories - Nickle	18	-	Inventories
Foreign Currency Risk			
Foreign currency payables	-	1,162	Trade and other payables
Foreign currency payables	-	369	Borrowings

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Movement in Cash Hedging Reserve:

(US\$ million)

Particulars	As at 31 March 2025	As at 31 March 2024
At the beginning of year	(94)	(90)
Gain/(loss) on cash flow hedges	71	(7)
Tax effects arising on cash flow hedges	(18)	2
Cash flow hedges recycled to income statement	(36)	(6)
Tax effects arising on cash flow hedges recycled to income statement	9	2
Less: Non-controlling Interests share of hedge reserve	13	(5)
At the end of year	(81)	(94)

25. Provisions

(US\$ million)

Particulars	As at 31 March 2025			As at 31 March 2024		
	Current	Non-Current	Total	Current	Non-Current	Total
Provision for restoration, rehabilitation and environmental	3	374	377	3	343	346
Provision for employee benefits	24	1	25	22	1	23
Others	11	(0)	11	10	0	10
Grand Total	38	375	413	35	344	379

(US\$ million)

Particulars	Restoration, rehabilitation and environmental	Other
As at 01 April 2023	392	14
Additions	1	1
Utilized	(2)	-
Unwinding of discount (note 8)	16	-
Revision in estimates	(40)	-
Exchange differences	(4)	(1)
Reclassifications	-	-
Disposals	(17)	(4)
As at 31 March 2024	346	10
Additions	0	1
Utilized	(2)	-
Unwinding of discount (note 8)	17	-
Revision in estimates	(6)	-
Exchange differences	(1)	(0)
Reclassifications	-	-
Disposals	(2)	-
Addition on consolidation of KCM (note 3(a))	25	-
As at 31 March 2025	377	11

Restoration, rehabilitation and environmental

The provisions for restoration, rehabilitation and environmental liabilities represent the management's best estimate of the costs which will be incurred in the future to meet the Group's obligations under existing Indian, Australian, Namibian, Zambian, South African and Irish law and the terms of the Group's mining and other licences and contractual arrangements.





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Within India, the principal restoration and rehabilitation provisions are recorded within Cairn India where a legal obligation exists relating to the oil and gas fields, where costs are expected to be incurred in restoring the site of production facilities at the end of the producing life of an oil field. The Group recognises the full cost of site restoration as a liability when the obligation to rectify environmental damage arises.

These amounts are calculated by considering discount rates within the range of 1% to 15% and are payable upon mine closure. These costs are expected to be spread out over a period of one to fifty years. The lower end of the discount rate is seen at ASI, Oil and Gas business, and Zinc International operations in Ireland, while the higher end is observed at ESL Steels and Zinc International operations in African countries.

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production from a producing field.

Others

Others mainly include provision for disputed cases and claims.

26. Retirement benefits

The Group participates in defined contribution and benefit plans, the assets of which are held (where funded) in separately administered funds.

For defined contribution plans the amount charged to the consolidated income statement is the total amount of contributions payable in the year.

For defined benefit plans, the cost of providing benefits under the plans is determined by actuarial valuation separately each year for each plan using the projected unit credit method by independent qualified actuaries as at the year end. Re-measurement gains and losses arising in the year are recognized in full in Consolidated Statement of Comprehensive Income for the year.

(i) Defined contribution plans

The Group contributed a total of US\$ 21 million and US\$ 18 million for the years ended 31 March 2025 and 31 March 2024 respectively, to the following defined contribution plans.

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Employer's contribution to recognized Provident fund and family pension fund	14	14
Employer's contribution to superannuation	4	3
Employer's contribution to National Pension Scheme	3	1
	21	18

Indian pension plans

Central recognised provident fund

In accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (12% for the years ended 31 March 2025 and 31 March 2024) of an employee's basic salary and includes contributions made to Family Pension Fund as explained below. All employees have an option to make additional voluntary contributions. These contributions are made to the fund administered and managed by the GoI or to independently managed and approved funds. The Group has no further obligations under the fund managed by the GoI beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.

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Family Pension Fund

The Pension Fund was established in 1995 and is managed by the GoI. The employee makes no contribution to this fund but the employer makes a contribution of 8.33% of salary each month (included in the 12% rate specified above) subject to a specified ceiling per employee. This is provided for every permanent employee on the payroll.

At the age of superannuation, contributions ceases and the individual receives a monthly payment based on the level of contributions through the years, and on their salary scale at the time they retire, subject to a maximum ceiling of salary level. The Government funds these payments, thus the Group has no additional liability beyond the contributions that it makes, regardless of whether the central fund is in surplus or deficit.

Superannuation

Superannuation, another pension scheme applicable in India, is applicable only to executives above certain grade. However, in case of oil & gas (applicable from the second year of employment) and Iron Ore Segment, the benefit is applicable to all executives. Vedanta Limited and each relevant Indian subsidiary holds policy with the Life Insurance Corporation of India ("LIC"), to which each of these entities contributes a fixed amount relating to superannuation and the pension annuity is met by the LIC as required, taking into consideration the contributions made. The Group has no further obligations under the scheme beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.

National Pension Scheme

National Pension Scheme is a retirement savings account for social security and welfare applicable for executives covered under the superannuation benefit of Vedanta Limited and each relevant Indian subsidiary, on a choice basis. It was introduced to enable employees to select the treatment of superannuation component of their fixed salaries and avail the benefits offered by National Pension Scheme launched by GoI. Vedanta Limited and each relevant entity holds a corporate account with one of the pension fund managers authorized by the GoI to which each of the entity contributes a fixed amount relating to superannuation and the pension annuity will be met by the fund manager as per rules of National Pension Scheme. The Group has no further obligations under the scheme beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.

Non-Indian plans

KCM Pension scheme

KCM contributes to two retirement funds, A statutory pension scheme administered by Government of Zambia and an inhouse pension scheme administered by trustees consisting of representatives of the employer and the employees. The purpose of the funds is to provide retirement benefits to all eligible employees.

KCM contributes at a fixed percentage of 5% and Employees contribute at 5% of the employees basic salary to each of the two schemes.

All contributions to the two pension schemes in respect of a member cease to be payable when the member attains normal retirement age of 60 years, or upon leaving the service of the employer, or when the member is permanently medically incapable of performing duties in the service of the employer. Upon such cessation of contribution on the grounds of normal retirement, or being rendered medically incapable of performing duties, or early voluntary retirement, or being separated from employer for other reasons the member is entitled to receive his accrued pension subject to certain rules and regulations. The member is not allowed to commute his/her accrued pension.

The KCM has no additional liability beyond the contributions that it makes. Accordingly, this scheme has been accounted for on a defined contribution basis and contributions are charged directly to the consolidated income statement in the year they are incurred.





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Skorpion Zinc Provident Fund, Namibia

The Skorpion Zinc Provident Fund is a defined contribution fund and is mandatory for all full-time employees under 60. The Group contributes a fixed 9% of your pensionable salary each month. The normal retirement age is 60, and the benefit payable is your fund credit, which includes all employer and employee contributions plus interest. This also applies if you resign from Skorpion Zinc. The Group has no additional liability beyond its contributions. Therefore, this scheme is accounted for on a defined contribution basis, with contributions charged directly to the consolidated income statement in the year they're incurred.

Black Mountain (Pty) Limited, South Africa Pension & Provident Funds

Black Mountain Mining (Pty) Ltd has two retirement funds, both administered by Alexander Forbes, a registered financial service provider. The purpose of the funds is to provide retirement and group risk benefits to all eligible employees.

The Group contributes at a fixed percentage of 22.5% for pension fund (Employer 15% and Employee 7.5%) and 20.0% for provident fund (Employer 12.5% and Employee 7.5%) of the members pensionable salary. Membership of both funds is compulsory for all permanent employees under the age of 60.

The Group has no additional liability beyond the contributions that it makes. Accordingly, this scheme has been accounted for on a defined contribution basis and contributions are charged directly to the consolidated income statement in the year they are incurred.

(ii) Defined benefit plans

(a) Contribution to provident fund trust (the "trusts") of Iron ore division, Bharat Aluminium Company Limited (BALCO), Hindustan Zinc Limited (HZL), Sesa Resources Limited (SRL) and Sesa Mining Corporation Limited (SMCL)

The provident funds of Iron ore division, BALCO, HZL, SRL and SMCL are exempted under section 17 of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. Conditions for grant of exemption stipulates that the employer shall make good deficiency, if any, between the return guaranteed by the statute and actual earning of the Fund. Based on actuarial valuation in accordance with IAS 19 and Guidance note issued by Institute of Actuaries of India for interest rate guarantee of exempted provident fund liability of employees. Having regard to the assets of the fund and the return on investments, the Group does not expect any deficiency in the foreseeable future except as mentioned below. The Group contributed a total of US\$ 9 million and US\$ 8 million for the years ended 31 March 2025 and 2024 respectively in relation to the independently managed and approved funds.

The present value of obligation and the fair value of plan assets of the trust are summarized below.

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Fair value of plan assets of trusts	332	324
Present value of defined benefit obligation	(332)	(318)
Net liability arising from defined benefit obligation	-	-

Percentage allocation of Plan assets of the trust

Assets by Category	As at 31 March 2025	As at 31 March 2024
Government Securities	52.74%	21.09%
Debentures/Bonds	36.43%	69.67%
Equity	9.84%	8.70%
Money Market Instruments	0.00%	0.00%
Fixed Deposits	0.99%	0.54%

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Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of provident fund trust benefit plan obligation are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	7.03%	7.10%
Guaranteed rate of return	8.25%	8.25%
Expected rate of return on investments	8.06% - 8.20%	8.06% - 8.20%

Assumptions regarding mortality are based on mortality table of 'Indian Assured Lives Mortality (2012-2014) published by the Institute of Actuaries of India.

(b) Post-Retirement Medical Benefits:

The Group has a scheme of medical benefits for employees at BMM and BALCO subsequent to their retirement on completion of tenure including retirement on medical grounds and voluntary retirement on contributory basis. The scheme includes employee's spouses as well. Based on an actuarial valuation conducted as at year-end, a provision is recognised in full for the benefit obligation. The obligation relating to post-retirement medical benefits as at 31 March 2025 was US\$ 19 million (31 March 2024: US\$ 11 million). The obligation under this plan is unfunded. The Group considers these amounts as not material and accordingly has not provided further disclosures as required by IAS 19 'Employee benefits'. The current service cost for the year ending 31 March 2025 of US\$ 0 million (31 March 2024: US\$ 0 million) has been recognised in consolidated income statement. The remeasurement loss/(gain) and net interest on the obligation of post-retirement medical benefits of US\$ 0 million (31 March 2024: US\$ (1) million) and US\$ 1 million (31 March 2024: US\$ 1 million) for the year ended 31 March 2025 have been recognised in other comprehensive income and finance cost respectively.

(c) Other Post-employment Benefits:

India - Gratuity Plan

In accordance with the Payment of Gratuity Act of 1972, Vedanta Limited and its Indian subsidiaries contribute to a defined benefit plan (the "Gratuity Plan") covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the Group.

Based on actuarial valuations conducted as at year end using the projected unit credit method, a provision is recognized in full for the benefit obligation over and above the funds held in the Gratuity Plan. For entities where the plan is unfunded, full provision is recognized in the consolidated statements of financial position. As a part of asset-liability matching strategy, each year, the Group based on actuarial valuations reviews funding and investments of these Plans and contributes the necessary amount to respective funds.

The iron ore and oil & gas division of Vedanta Limited, SRL, SMCL, HZL and FACOR have constituted a trust recognized by Indian Income Tax Authorities for gratuity to employees, contributions to the trust are funded with The Life Insurance Cooperation of India ("LIC"), ICICI Prudential Life Insurance Company Limited ("ICICI PL") and HDFC Standard Life Insurance Company Limited ("HDFC SL").

Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of Other post-employment benefit plan obligation are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	7.03%	7.10%
Expected rate of increase in compensation level of covered employees	2.0%-15.0%	2.0%-15.0%

Assumptions regarding mortality for Indian entities are based on mortality table of 'Indian Assured Lives Mortality (2012-2014) published by the Institute of Actuaries of India.





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Amount recognised in the Consolidated Statement of Financial Position consists of:

(US\$ million)		
Particulars	As at 31 March 2025	As at 31 March 2024
Fair value of plan assets	55	55
Present value of defined benefit obligation	(77)	(78)
Net liability arising from defined benefit obligation	(22)	(23)

Amounts recognised in Consolidated income statement in respect of Other post-employment benefit plan are as follows:

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	6	6
Net Interest cost	2	2
Components of defined benefit costs recognised in consolidated income statement	8	8

Amounts recognised in the Consolidated Statement of Comprehensive Income in respect of Other post-employment benefit plan are as follows:

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Remeasurement of the net defined benefit obligation:		
Actuarial (gains)/losses arising from changes in demographic assumptions	(0)	0
Actuarial (gains)/losses arising from changes in financial assumptions	(1)	1
Actuarial losses arising from experience adjustments	1	1
Actuarial losses on plan assets (excluding amounts included in net interest cost)	0	0
Components of defined benefit (benefits)/costs recognised in consolidated statement of comprehensive income- losses	(0)	2

The movement of the present value of Other post-employment benefit plan obligation is as follows:

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	(78)	(75)
Current service cost	(6)	(6)
Benefits paid	10	10
Interest cost	(6)	(6)
Actuarial gains/(loss) arising from changes in assumptions	0	(2)
Foreign currency translation	3	1
Closing balance	(77)	(78)

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The movement in the fair value of Other post-employment benefit plan assets is as follows:

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	55	53
Contributions received	8	8
Benefits paid	(10)	(9)
Remeasurement gain/(loss) arising from return on plan assets	0	(0)
Interest income	4	4
Foreign currency translation	(2)	(1)
Closing balance	55	55

The above plan assets have been invested in the qualified insurance policies. The policy exactly matches the amount and timing of some or all of the benefits payable under the plan. It is subject to counterparty risk associated with the insurer.

The actual return on plan assets was US\$ 4 million and US\$ 4 million for the years ended 31 March 2025 and 31 March 2024 respectively.

The weighted average duration of the defined benefit obligation is 13.01 years and 12.45 years as at 31 March 2025 and 31 March 2024 respectively.

The Group expects to contribute US\$ 8 million to the funded Gratuity plan during the year ending 31 March 2025.

Sensitivity analysis for Defined Benefit Plan

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of reporting year while holding all other assumptions constant.

(US\$ million)	
Particulars	Increase/(Decrease) in defined benefit obligation
Discount rate	
Increase by 0.50 %	(3)
Decrease by 0.50%	4
Change in salary assumption	
Increase by 0.50 %	4
Decrease by 0.50%	(3)

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the consolidated statement of financial position.

Maturity Analysis of defined benefit obligation

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Less than 1 year	12	8
1-2 years	7	7
2-5 years	28	17
More than 5 years	31	46
	78	78





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Risk analysis

The Group is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Investment risk

Most of the Indian defined benefit plans are funded with the LIC, ICICI PL and HDFC SL. The Group does not have any liberty to manage the fund provided to the LIC, ICICI PL and HDFC SL.

The present value of the defined benefit plan obligation is calculated using a discount rate determined by reference to the GoI bonds for the Group's Indian operations. If the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the interest rate on plan assets will increase the net plan obligation.

Longevity risk/Life expectancy

The present value of the defined benefit plan obligation is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan obligation.

Salary growth risk

The present value of the defined benefit plan obligation is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan obligation.

27. Employee numbers and costs

Average number of persons employed by the Group in the year*

Class of business	Year ended 31 March 2025	Year ended 31 March 2024
Zinc	4,430	4,536
- India	3,467	3,537
- International	963	999
Iron ore	2,314	2,323
Copper	5,950	541
- India/Australia	505	541
- Zambia	5,445	-
Aluminium	6,527	6,179
Power	200	132
Oil & Gas	1,351	1,475
Other	2,860	3,108
Total	23,632	18,294

*Non IFRS measure

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Costs incurred during the year in respect of employees and Executive Directors recognized in the Consolidated Income Statement:

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and wages	514	435
Defined contribution pension scheme costs (refer note 26)	21	18
Defined benefit pension scheme costs (refer note 26)	15	14
Share- based payments charge (refer note 28)	7	14
Voluntary retirement scheme cost	-	0
Less: Cost allocated/directly booked in joint ventures	(73)	(67)
Total	484	414

28. Share-based payments

Employee share schemes

Employee share schemes: The Group aims to provide superior rewards for outstanding performance and a high proportion of 'at risk' remuneration for Executive Directors. The Group offers equity based and cash-based option plans to its employees, officers and directors through Vedanta Limited (VEDL) Employee Stock Option Scheme 2016 ("ESOS"), which was introduced and approved by the VEDL shareholders in 2016

The Vedanta Limited Plans

Employee Stock Option Scheme (ESOS) 2016

During the year 2016, VEDL introduced an Employee Stock Option Scheme 2016 ("ESOS"), which was approved by the VEDL shareholders to provide equity settled incentive to all employees of the Group including subsidiary companies. The ESOS scheme includes tenure based, business performance based (EBITDA) and market performance-based stock options. The maximum value of shares that can be conditionally awarded to an Executive Committee in a year is 110% of annual salary. The maximum value of options that can be awarded to members of the wider management group is calculated by reference to the grade average cost-to-company ("CTC") and individual grade of the employee. The performance conditions attached to the award is measured by comparing VEDL's performance in terms of TSR over the performance period with the performance of the companies as defined in the scheme. The extent to which an award vests will depend on the VEDL's TSR rank against a group or groups of peer companies at the end of the performance period and as moderated by the Remuneration Committee. Dependent on the level of employee, part of these awards will be subject to a continued service condition only with the remainder measured in terms of TSR. Further in some schemes under the plan, business performance set against business plan for the financial year is included as an additional condition.

Options granted during the year ended 31 March 2025 and 31 March 2024 includes business performance based, sustained individual performance based, management discretion and fatality multiplier based stock options. Business performances will be measured using Volume, Cost, Net Sales Realisation, EBITDA, Free Cash Flows, ESG & Carbon footprint or a combination of these for the respective business/SBU entities.

The exercise price of the options is INR 1 per share and the performance period is three years, with no re-testing being allowed.





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The details of share options for the year ended 31 March 2025 and 31 March 2024 is presented below:

Financial Year of Grant	Exercise Period	Options outstanding 01 April 2024	Options granted during the year	Options forfeited during the year	Options exercised during the year	Options outstanding 31 March 2025	Options exercisable 31 March 2025
2018-19	01 November 2021 – 30 April 2022	40,356	-	40,356	-	-	-
2020-21	06 November 2023 – 05 May 2024	1,517,772	-	16,148	1,501,624	-	-
2021-22	01 November 2024 – 30 April 2025	8,225,375	-	4,852,787	3,110,779	261,810	-
2021-22	Cash settled	1,474,000	-	704,156	769,844	0	-
2022-23	01 November 2025 – 30 April 2026	11,666,685	-	1,847,300	-	9,819,384	-
2022-23	Cash settled	1,879,380	-	431,000	-	1,448,380	-
2023-24	04 November 2026 - 04 May 2027	17,177,541	-	2,828,681	-	14,348,860	-
2023-24	Cash Settled	4,808,297	-	1,808,607	-	2,999,690	-
2024-25	05 November 2027 - 04 May 2028	-	8,926,163	41,210	-	8,884,953	-
2024-25	Cash Settled	-	1,596,525	42,400	-	1,554,125	-
		46,789,406	10,522,688	12,612,645	5,382,247	39,317,202	-

Financial Year of Grant	Exercise Period	Options outstanding 01 April 2023	Options granted during the year	Options forfeited during the year	Options exercised during the year	Options outstanding 31 March 2024	Options exercisable 31 March 2024
2018-19	01 November 2021 – 30 April 2022	41,450	-	-	1,094	40,356	40,356*
2019-20	29 November 2022 – 28 May 2023	1,152,087	-	70,526	1,081,561	-	-
2020-21	06 November 2023 – 05 May 2024	8,325,751	-	4,153,161	2,654,818	1,517,772	1,517,772
2020-21	Cash settled	1,836,011	-	305,955	1,530,056	-	-
2021-22	01 November 2024 – 30 April 2025	9,521,390	-	1,296,015	-	8,225,375	-
2021-22	Cash settled	1,570,000	-	96,000	-	1,474,000	-
2022-23	01 November 2025 – 30 April 2026	13,526,444	-	1,859,759	-	11,666,685	-
2022-23	Cash settled	2,182,171	-	302,791	-	1,879,380	-
2023-24	04 November 2026 - 04 May 2027	-	18,138,912	961,371	-	17,177,541	-
2023-24	Cash Settled	-	5,116,353	308,056	-	4,808,297	-
		38,155,304	23,255,265	9,353,634	5,267,529	46,789,406	1,558,128

*Options for some employees could not be exercised within exercise period due to technical issues.

The fair value of all awards has been determined at the date of grant of the award allowing for the effect of any market-based performance conditions. This fair value, adjusted by the Group's estimate of the number of awards that will eventually vest as a result of non-market conditions, is expensed on a straight-line basis over the vesting period.

Business Performance-Based and Sustained Individual Performance-Based Options:

The fair value of stock options following these types of vesting conditions have been estimated using the Black-Scholes-Merton Option Pricing model. The value arrived at under this model has been then multiplied by the expected % vesting based on business performance conditions (only for business performance-based options) and the expected multiplier on account

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of sustained individual performance (for both type of options). The inputs used in the Black-Scholes-Merton Option Pricing model include the share price considered as of the valuation date, exercise price as per the scheme/plan of the options, expected dividend yield (estimated based on actual/expected dividend trend of the Company), expected tenure (estimated as the remaining vesting period of the options), the risk-free rate (considered as the zero coupon yield as of the valuation date for a term commensurate with the expected tenure of the options) and expected volatility (estimated based on the historical volatility of the return in company's share prices for a term commensurate with the expected tenure of the options). The exercise period of 6 months post vesting period has not been considered as the options are expected to be exercised immediately post the completion of the vesting period.

The assumptions used in the calculations of the charge in respect of the ESOS awards granted during the years ended 31 March 2025 and 31 March 2024 are set out below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
	ESOS 2024	ESOS 2023
Number of instruments	1,596,525 (Cash settled) 8,926,163 (Equity Settled)	5,116,353 (Cash settled) 18,138,912 (Equity Settled)
Exercise price	INR 1	INR 1
Share price at the date of grant	INR 469.80	INR 232.75
Contractual life	3 years	3 years
Expected volatility	38.65%	41.16%
Expected option life	3 years	3 years
Expected dividends	19.69%	14.94%
Risk free interest rate	6.61%	7.18%
Expected annual forfeitures	10% p.a	10%p.a.
Fair value per option granted (Non-market performance based)	INR 190.66	INR 121.98

Weighted average share price at the date of exercise of stock options was INR 452.48 (2024: INR 210.15)

The weighted average remaining contractual life for the share options outstanding was 1.58 years (2024: 1.87 years).

The Group recognized total expenses of US\$ 7 million (2024: US\$ 11 million) related to equity settled share-based plans under the above scheme in the year ended 31 March 2025.

The total expense recognised on account of the cash settled option plans during the year ended 31 March 2025 is US\$ 6 million (2024: US\$ 4 million) and the carrying value of cash settled share based compensation liability as at 31 March 2025 is US\$ 6 million (2024: US\$ 4 million).

The Group has awarded certain other cash settled option plans indexed to shares of its subsidiaries. As the amounts under these plans are not material, accordingly no further disclosures have been provided.

Out of the total expense pertaining to equity settled and cash settled options for the year ended 31 March 2025, the Group has capitalised US\$ 0 million (2024: US\$ 0 million) expense for the year ended 31 March 2025.

29. Share capital

Shares in issue	As at 31 March 2025		As at 31 March 2024	
	Number	Paid up amount (US\$ million)	Number	Paid up amount (US\$ million)
Ordinary shares of 10 US cents each	285,246,698	29	285,246,698	29
Deferred shares of £1 each	50,000	0	50,000	0
Total	285,296,698	29	285,296,698	29





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Rights and obligations attaching to shares

The rights and obligations attaching to the ordinary and deferred shares are set out in the Articles.

Each ordinary share carries the right to one vote at general meetings of the Company and is entitled to dividends. the Company did not issue any shares during the year ended 31 March 2025.

The holders of deferred shares do not have the right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting. The deferred shares have no rights to dividends and, on a winding-up or other return of capital, entitle the holder only to the payment of the amounts paid on such shares after repayment to the holders of Ordinary Shares of the nominal amount paid up on the Ordinary Shares plus the payment of £100,000 per Ordinary Share. Of the 50,000 deferred shares, one deferred share was issued at par and has been fully paid, and 49,999 deferred shares were each paid up as to one-quarter of their nominal value.

30. Non-controlling interests ('NCI')

The Group consists of a parent Company, Vedanta Resources Limited, incorporated in UK and a number of subsidiaries held directly and indirectly by the Group which operate and are incorporated around the world. Note 38 to the financial statements lists details of the interests in the subsidiaries.

Non-controlling interests that are material to the Group relate to Hindustan Zinc Limited (HZL), Cairn India Holdings Limited (CIHL) and its subsidiaries and Vedanta Limited.

As at 31 March 2025, NCIs hold an economic interest of 64.20%, 43.54%, 71.21%, 58.22%, 44.55%, 46.09%, 43.54% and 43.54% respectively in HZL, CIHL and its wholly owned subsidiaries, Bharat Aluminium Company Limited (BALCO), Black Mountain Mining (BMM), ASI (partly owned subsidiary of CIHL), ESL Steel Limited (ESL), Facor Alloys Corporation Limited (FACOR) and Vedanta Limited.

As at 31 March 2024, NCIs hold an economic interest of 59.71%, 37.94%, 68.35%, 54.08%, 67.96%, 40.74%, 37.94% and 37.94% respectively in HZL, CIHL and its wholly owned subsidiaries, Bharat Aluminium Company Limited (BALCO), Black Mountain Mining (BMM), ASI (partly owned subsidiary of CIHL), ESL Steel Limited (ESL), Facor Alloys Corporation Limited (FACOR) and Vedanta Limited.

Principal place of business of HZL, CIHL and its subsidiaries and Vedanta Limited is set out under note 38.

The table below shows summarised financial information of subsidiaries of the Group that have material non-controlling interests. The amounts are presented before intercompany elimination.

(US\$ million)

Particulars	Year ended 31 March 2025					Year ended 31 March 2024				
	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total
Profit/(loss) Attributable to NCI	776	143	892	(417)	1,394	540	76	253	(370)	499
Equity Attributable to NCI **	1,017	455	4,221	(2,458)	3,235	1,106	323	3,300	(2,149)	2,580
Dividends paid/payable to NCI	(524)	-	(840)	-	(1,364)	(233)	-	(443)	-	(676)

* Others consist of investment subsidiaries of Vedanta Limited, other individual non-material subsidiaries and consolidation adjustments.

** Loss of US\$ 2 million as on 31 March 2024 attributable to NCI of ASI transferred to put option liability. Refer note 23.

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(US\$ million)

Particulars	Year ended 31 March 2025					Year ended 31 March 2024				
	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total
Non-current assets	2,584	1,191	16,052	(504)	19,323	2,461	938	15,456	(2,510)	16,345
Current assets	1,361	1,014	3,195	778	6,348	1,515	1,331	3,071	68	5,985
Current liabilities	1,290	526	5,459	2,894	10,169	1,280	740	6,002	2,386	10,408
Non-current liabilities	1,071	633	4,093	6,790	12,587	845	600	3,825	7,500	12,770
Total	1,584	1,046	9,695	(9,410)	2,915	1,851	929	8,700	(12,328)	(848)

* Others consist of investment subsidiaries of Vedanta Limited, Vedanta Resources Limited, other individual non-material subsidiaries and consolidation adjustments.

(US\$ million)

Particulars	Year ended 31 March 2025					Year ended 31 March 2024				
	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total
Revenue	3,908	588	8,611	5,113	18,220	3,392	1,029	8,415	4,292	17,128
Profit/(loss) for the year	1,222	336	2,129	(676)	3,011	934	217	776	(1,828)	99
Other comprehensive income/(loss)**	4	1	20	3	28	(0)	1	(11)	(1)	(11)
Net cash inflow/(outflow) from operating activities	1,610	284	563	226	2,683	1,552	224	(699)	1,407	2,484
Net cash inflow/(outflow) from investing activities	(398)	(284)	(1,449)	(222)	(2,353)	(477)	(175)	113	(455)	(994)
Net cash inflow/(outflow) from financing activities	(1,207)	(1)	1,021	88	(99)	(1,075)	(101)	145	(941)	(1,972)

* Others consist of investment subsidiaries of Vedanta Limited, Vedanta Resources Limited, other Individual non-material subsidiaries and consolidation adjustments.

** Excluding exchange differences arising on translation of foreign operations.

The effect of changes in ownership interests in subsidiaries that did not result in a loss of control is as follows:

(US\$ million)

For the year ended 31 March 2025	HZL	CIHL and its subsidiaries	Vedanta Limited	Others	Total
Other changes in non-controlling interests	181	-	187	(2)	366
Recognition of minority of KCM (note 3(a))	-	-	-	300	300

(US\$ million)

For the year ended 31 March 2024	HZL	CIHL and its subsidiaries	Vedanta Limited	Others	Total
Other changes in non-controlling interests	-	-	323	0	323

31. Capital management

The Group's objectives when managing capital are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.





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The funding requirement is met through a mixture of equity, internal accruals and other borrowings. The Group’s policy is to use current and non-current borrowings to meet anticipated funding requirements.

The Group monitors capital using a gearing ratio, being the ratio of net debt as a percentage of total capital. The Group is not subject to any externally imposed capital requirements.

Particulars	(US\$ million)	
	As at 31 March 2025	As at 31 March 2024
Total equity	2,915	(848)
Net debt (refer note 22(b))	11,110	12,349
Total capital	14,025	11,501
Gearing Ratio	79.2%	107.4%

32. Commitments, guarantees, contingencies and other disclosures

A. Commitments

The Group has a number of continuing commitments in the normal course of business including:

- Exploratory mining commitments;
- Oil and gas commitments;
- Mining commitments arising under production sharing agreements; and
- Completion of the construction of certain assets.

Estimated amounts of contracts remaining to be executed on capital accounts and not provided for:

Particulars	(US\$ million)	
	As at 31 March 2025	As at 31 March 2024
Oil & Gas sector		
Cairn Oil & Gas	157	129
Aluminium sector		
Lanjigarh Refinery (Phase II)	103	187
Jharsuguda 1.25 MTPA smelter	22	65
BALCO Smelter Expansion from 0.57 MTPA to 1 MTPA	331	622
Coal & Bauxite Mines	197	-
Zinc sector		
Zinc India (mines expansion, solar and smelter)	169	241
Gamsberg mining and milling project (Phase II)	154	196
Power sector		
Athena 1200 MW Thermal Power Plant	168	-
Others	870	798
Total	2,171	2,238

Committed work programme (Other than capital commitment):

Particulars	(US\$ million)	
	As at 31 March 2025	As at 31 March 2024
Oil & Gas sector		
Cairn Oil & Gas (OALP blocks)	1,189	609

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Other Commitments

- (i) The Power division of the Group has signed a long term power purchase agreement (PPA) with GRIDCO Limited for supply of 25% of power generated from the power station with additional right to purchase power (5%/7%) at variable cost as per the conditions referred to in PPA. The PPA has a tenure of twenty-five years, expiring in FY 2037. The Group received favourable order from Odisha Electricity Regulatory Commission (OERC) dated 05 October 2021 for conversion of Independent Power Plant (IPP) to Captive Power Plant (CPP) w.e.f. 01 January 2022 subject to certain terms and conditions. However, OERC vide order dated 19 February 2022 directed the Group to supply power to GRIDCO from 19 February 2022 onwards. Thereafter, the Group has resumed supplying power to GRIDCO from 01 April 2022 as per GRIDCO’s requisition. The OERC vide its order dated 03 May 2023 has reviewed its previous order dated 05 October 2021 and directed the Group to operate Unit 2 as an IPP. Against the final order passed by the OERC, the Group has preferred an appeal before Appellate Tribunal for Electricity on 03 May 2023. The matter is currently listed for hearing.
- (ii) TSPL has signed a long term PPA with the Punjab State Power Corporation Limited (PSPCL) for supply of power generated from the power plant. The PPA has tenure of twenty five years, expiring in FY 2042.
- (iii) The Group has executed Power Delivery Agreements (PDA) with Serentica group companies (Serentica Renewables India 1 Private Limited, Serentica Renewables India 3 Private Limited, Serentica Renewables India 4 Private Limited, Serentica Renewables India 5 Private Limited, Serentica Renewables India 6 Private Limited, Serentica Renewables India 7 Private Limited, Serentica Renewables India 8 Private Limited and Serentica Renewables India 9 Private Limited), which are associates of Vedanta Incorporated, for procuring renewable power over twenty five years from date of commissioning of the combined renewable energy power projects (the Projects) on a group captive basis. Further, during the year ended 31 March 2025, the Group has executed new PDA with Serentica Renewables India 14 Private Limited. These Serentica group companies were incorporated for building the Projects of approximately 1,906 MW (31 March 2024: 1,826 MW). During the year ended 31 March 2025, the Group has invested US\$ 73 million (31 March 2024: US\$ 58 million) in Optionally Convertible Redeemable Preference shares (OCRPS) of US\$ 1 (INR 10) each of Serentica group companies. These OCRPS will be converted into equity basis conversion terms of the PDA, resulting in the Group holding twenty six percent stake in its equity. As at 31 March 2025, total outstanding commitments related to PDA with Serentica Group Companies are US\$ 110 million (31 March 2024: US\$ 147 million).

B. Guarantees

The aggregate amount of indemnities and other guarantees on which the Group does not expect any material losses, was US\$ 1,351 million (31 March 2024: US\$ 1,122 million).

The Group has given guarantees in the normal course of business as stated below:

- i. Guarantees and bonds advanced to the Indian customs authorities of US\$ 191 million (31 March 2024: US\$ 206 million) relating to the export and payment of import duties on purchases of raw material and capital goods.
- ii. Guarantees issued for the Group’s share of minimum work programme commitments of US\$ 448 million (31 March 2024: US\$ 368 million).
- iii. Guarantees of US\$ 8 million (31 March 2024: US\$ 19 million) issued under bid bond for placing bids.
- iv. Bank guarantees of US\$ 15 million (31 March 2024: US\$ 15 million) has been provided by the Group on behalf of Vedanta Inc to the Indian Income tax department, as a collateral in respect of certain tax disputes.
- v. Other guarantees worth US\$ 689 million (31 March 2024: US\$ 515 million) issued for securing supplies of materials and services, in lieu of advances received from customers, litigation, for provisional valuation of custom duty and also to various agencies, suppliers and government authorities for various purposes. The Group does not anticipate any liability on these guarantees.





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- Cairn PSC/RSC guarantee to Government
- The Group has also provided guarantees for the Cairn Oil and Gas Group’s obligation under the Production Sharing Contract (‘PSC’) and Revenue Sharing Contract (‘RSC’).
- C. Export Obligations
- The Indian entities of the Group have export obligations of US\$ 272 million (31 March 2024: US\$ 323 million) on account of concessional rates of import duty paid on capital goods under the Export Promotion Capital Goods Scheme and under the Advance Licence Scheme for the import of raw material prescribed by the GoI.
- In the event of the Group's inability to meet its obligations, the Group's liability would be US\$ 72 million (31 March 2024: US\$ 70 million) plus applicable interest.
- The Group has given bonds of US\$ 114 million (31 March 2024: US\$ 124 million) to custom authorities against these export obligations.
- D. Contingencies
- The Group discloses the following legal and tax cases as contingent liabilities.

Ravva Joint Operations arbitration proceedings

ONGC Carry

The Ravva Production Sharing Contract (PSC) obliges the contractor parties (including Vedanta Limited (Cairn India Limited which subsequently merged with Vedanta Limited, accordingly now referred to as Vedanta Limited)) to pay a proportionate share of ONGC’s exploration, development, production and contract costs in consideration for ONGC’s payment of costs related to the construction and other activities it conducted in Ravva prior to the effective date of the Ravva PSC (the ONGC Carry). The question as to how the ONGC Carry is to be recovered and calculated, along with other issues, was submitted to an International Arbitration Tribunal in August 2002 which rendered a decision on the ONGC Carry in favour of the contractor parties whereas four other issues were decided in favour of GoI in October 2004 (Partial Award).

The GoI then proceeded to challenge the ONGC Carry decision before the Malaysian courts, as Kuala Lumpur was the seat of the arbitration. The Federal Court of Malaysia upheld the Partial Award. As the Partial Award did not quantify the sums, therefore, contractor parties approached the same Arbitration Tribunal to pass a Final Award in the subject matter since it had retained the jurisdiction to do so. The Arbitral Tribunal was reconstituted and the Final Award was passed in October 2016 in Group’s favour. GoI’s challenge of the Final Award has been dismissed by the Malaysian High Court and the next appellate court in Malaysia, i.e., Malaysian Court of Appeal. GoI then filed an appeal at Federal Court of Malaysia. The matter was heard on 28 February 2019 and the Federal Court dismissed GoI’s leave to appeal. The Group has also filed for the enforcement of the Partial Award and Final Award before the Hon’ble Delhi High Court. The matter is currently being heard.

While the Group does not believe the GoI will be successful in its challenge, if the Arbitral Awards in above matters are reversed and such reversals are binding, the Group would be liable for approximately US\$ 64 million plus interest (31 March 2024: US\$ 64 million plus interest).

Proceedings related to the imposition of entry tax

Vedanta Limited and other Group companies, i.e., Bharat Aluminium Company Limited (BALCO) challenged the constitutional validity of the local statutes and related notifications in the states of Odisha and Rajasthan pertaining to the levy of entry tax on the entry of goods brought into the respective states from outside.

Post some contradictory orders of High Courts across India adjudicating on similar challenges, the Hon’ble Supreme Court referred the matters to a nine-judge bench. Consequent to a detailed hearing, although the bench rejected the compensatory nature of tax as a ground of challenge, it maintained status quo with respect to all other issues which have been left open for adjudication by regular benches hearing the matters.

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Following the order of the nine-judge bench, the regular bench of the Hon’ble Supreme Court heard the matters. The regular bench remanded the entry tax matters relating to the issue of discrimination against domestic goods bought from other States to the respective High Courts for final determination but retained the issue of jurisdiction for levy on imported goods, for determination by the regular bench of the Hon’ble Supreme Court. Following the order of the Supreme Court, the Group filed writ petitions in respective High Courts.

On 09 October 2017, the Hon’ble Supreme Court has held that states have the jurisdiction to levy entry tax on imported goods. With this Hon’ble Supreme Court judgement, imported goods will rank pari-passu with domestic goods for the purpose of levy of Entry tax. Vedanta Limited and its subsidiaries have amended their appeals (writ petitions) in Odisha and Chhattisgarh to include imported goods as well.

The issue pertaining to the levy of entry tax on the movement of goods into a Special Economic Zone (SEZ) remains pending before the Odisha High Court. The Group has challenged the levy of entry tax on any movement of goods into SEZ based on the definition of ‘local area’ under the Odisha Entry Tax Act which is very clear and does not include a SEZ. In addition, the Government of Odisha further, through its SEZ Policy 2015 and the operational guidelines for administration of this policy dated 22 August 2016, exempted the entry tax levy on SEZ operations.

The total claims against Vedanta Limited and its subsidiaries (net of provisions made) are US\$ 77 million (31 March 2024: US\$ 96 million) including interest and penalty till the date of order. Further interest and penalty if any, would be additional.

BALCO: Challenge against imposition of Energy Development Cess

BALCO challenged the imposition of Energy Development Cess levied on generators and distributors of electrical energy @ 10 paise per unit on the electrical energy sold or supplied before the High Court on the grounds that the Cess is effectively on production and not on consumption or sale since the figures of consumption are not taken into account and the Cess is discriminatory since captive power plants are required to pay @ 10 paise while the State Electricity Board is required to pay @ 5 paise. The High Court of Chhattisgarh by order dated 15 December 2006 declared the provisions imposing ED Cess on CPPs as discriminatory and therefore ultra vires the Constitution. BALCO has sought refund of ED Cess paid till March 2006 amounting to US\$ 4 million.

The State of Chhattisgarh moved a SLP in the Supreme Court and whilst issuing notice has stayed the refund of the Cess already deposited and the Hon’ble Supreme Court has also directed the State of Chhattisgarh to raise the bills but no coercive action be taken for recovery for the same. Final argument in this matter has started before the Hon’ble Supreme Court. Considering the High court judgement in Group's favor, the Group does not believe the state will succeed in their claims. However, should the Hon’ble Supreme Court reverse the judgement, the Group will be liable to pay an additional amount of US\$ 148 million (after considering deposit of US\$ 4 million) (31 March 2024: US\$ 141 million). As at 31 March 2025, an amount of US\$ 152 million relating to principal has been considered as a contingent liability (31 March 2024: US\$ 146 million).

BALCO: Electricity Duty

The Group operates a 1,200 MW power plant (the Plant) which commenced production in July 2015. Based on the Memorandum of Understanding signed between the Group and the Chhattisgarh State Government, the management believes that the Plant is covered under the Chhattisgarh Industrial policy 2004-09 which provides exemption of electricity duty for 15 years. In June 2021, the Chief Electrical Inspectorate, Raipur (CEI) issued a demand notice for electricity duty and interest thereon of US\$ 108 million and US\$ 72 million respectively for the period March 2015 to March 2021.

The Group carries an accrual for electricity duty of US\$ 48 million (31 March 2024: US\$ 53 million), net of US\$ 60 million (31 March 2024: US\$ 58 million) paid under protest. BALCO has requested the CEI to allow payment of the principal amount over a period of 5 years along with a waiver of interest demand. BALCO has received a reply from CEI that the matter will be discussed with appropriate authorities. As at 31 March 2025, no confirmation has been received on this matter and therefore, an amount of US\$ 135 million (INR 11,580 million) (31 March 2024: US\$ 126 million (INR 10,510 million)) relating to interest has been considered as a contingent liability.



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Miscellaneous disputes- Income tax

The Group is involved in various tax disputes amounting to US\$ 121 million (31 March 2024: US\$ 162 million) relating to income tax. It also includes similar matters where initial assessment is pending for subsequent periods and where the Group has made claims and assessments are in progress. These mainly relate to the disallowances of tax holidays and depreciation under the Income-tax Act, 1961 and interest thereon which are pending at various appellate levels. Penalties, if any, may be additional.

Based on detailed evaluations and supported by external legal advice, where necessary, the Group believes that it has strong merits, and no material adverse impact on the results of operations, cash flows or the financial position of the Group is expected.

Miscellaneous disputes- Others

The Group is subject to various claims and exposures which arise in the ordinary course of its operations, from indirect tax authorities and others pertaining the assessable values of sales and purchases or incomplete documentation supporting the Group’s returns or other claims.

The approximate value of claims (excluding the items as set out separately above) against the Group companies total US\$ 620 million (31 March 2024: US\$ 562 million).

Based on evaluations of the matters and legal advice obtained, the Group believes that it has strong merits and no material adverse impact on the results of operations, cash flows or financial position of the Group is expected. Accordingly, no provision is considered at this stage.

Except as described above, there are no pending litigations which the Group believes could reasonably be expected to have a material adverse effect on the results of operations, cash flows or the financial position of the Group.

Based on reassessments during the current year ended 31 March 2025, the following matters that were reported as contingent liability as at 31 March 2024, are no more considered as contingent liability:

1. Hindustan Zinc Limited (“HZL”): Department of Mines and Geology

In the matter of Department of Mines and Geology amounting to US\$ 39 million, management believes that no liability will be imposed on the Group as it is entitled to mine lead, zinc and associated minerals under the existing mining lease and royalty is also being paid on these associated minerals. This assessment is supported by a legal opinion obtained by the management.

2. ESL Mine Development and Production Agreement (“MDPA”)

ESL, under the Mining Development and Production Agreement (MDPA) for the Nadidih Iron Ore and Manganese Ore Blocks in Orissa, received demand notices for penalties totalling US\$ 200 million in December 2022 for failing to meet the minimum despatch requirements in the first year of the lease. ESL disputes these demands, citing errors in the State Government's calculation period and delays caused by Force Majeure, which entitle them to an extension under the Minerals Concession Rules, 2016. ESL filed a Revision Application, which led to the Revisional Authority nullifying the demand and instructing a fresh decision from the State Government.

ESL also received a separate provisional penalty notice in April 2023 for the 1st quarter of the second lease year and thereafter no further demand was raised as yearly MDPA targets were achieved for second year of lease. Management believes these demands are unreasonable, and thus no provision for the penalties has been made in the financial statements, based on legal advice and MDPA terms. Based on the legal advice, the said obligation is regarded as remote.

33. Other matters

i) Share transactions Call options

a) BALCO

Pursuant to the Gol's policy of divestment, the Group in March 2001 acquired 51% equity interest in BALCO from the Gol. Under the terms of the SHA, the Group had a call option to purchase the Gol's remaining ownership interest in BALCO

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at any point from 02 March 2004. The Group exercised this option on 19 March 2004. However, the Gol contested the valuation and validity of the option and contended that the clauses of the SHA violate the erstwhile Companies Act, 1956 by restricting the rights of the Gol to transfer its shares and that as a result such provisions of the SHA were null and void. In the arbitration filed by the Group, the arbitral tribunal by a majority award rejected the claims of the Group on the ground that the clauses relating to the call option, the right of first refusal, the “tag along” rights and the restriction on the transfer of shares violate the erstwhile Companies Act, 1956 and are not enforceable.

The Group has challenged the validity of the majority award before the High Court at Delhi and sought for setting aside the arbitration award to the extent that it holds these clauses ineffective and inoperative. The Gol also filed an application before the High Court to partially set aside the arbitral award in respect of certain matters involving valuation. The matter is currently pending for hearing at the Delhi High Court. Meanwhile, the Gol without prejudice to its position on the Put/ Call option issue has received approval from the Cabinet for divestment and the Government is looking to divest through the auction route.

On 09 January 2012, the Group offered to acquire the Gol's interest in BALCO for US\$ 217 million. This offer was separate from the contested exercise of the call options, and the Group proposed to withdraw the ongoing litigations in relation to the contested exercise of the options should the offer be accepted. To date, the offer has not been accepted by the Gol and therefore, there is no certainty that the acquisition will proceed.

In view of the lack of resolution on the options, the non-response to the exercise and valuation request from the Gol, the resultant uncertainty surrounding the potential transaction and the valuation of the consideration payable, the Group considers the strike price of the options to be at the fair value, which is effectively nil, and hence the call options have not been recognized in the financial statements.

b) HZL

Vedanta Resources Limited has commenced arbitration proceedings before the Permanent Court of Arbitration, Geneva, against the Republic of India pursuant to the agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the Republic of India for the promotion and protection of investments, signed on 14 March 1994. The said arbitration proceeding is governed by the Arbitration Rules of the United Nations Commission on International Trade Law, 1976. The matter is currently pending.

ii) The Department of Mines and Geology (DMG) of the State of Rajasthan initiated royalty assessment process from January 2008 to 2019 on certain questions of law and issued a show cause notice vide an office order dated 31 January 2020 amounting to US\$ 225 (INR 19,250 million) million. Further, an additional demand was issued vide an office order dated 14 December 2020 for US\$ 36 million on similar questions of law.

The Group has challenged the show cause notice and computation mechanism of the royalty on the grounds that the State has not complied with the previous orders of the Rajasthan High Court (HC) where a similar computation mechanism was challenged and the HC had directed DMG to reassess, basis the judicial precedents and the Mineral Concession Rules, 1960. Pending compliance of previous orders, the HC has granted a stay on the notice and directed DMG not to take any coercive action. The State Government has also been directed to not take any coercive action for recovery of such miscomputed dues.

In spite of the HC stay order, the State Government issued a revised demand of US\$ 166 million vide order dated 16 March 2022 for the same period. The Group challenged this notice before the Revisionary Authority (RA) and also moved an application with the RA against the earlier demand raised by DMG for recovery of US\$ 36 million. RA had granted a stay on the recovery of US\$ 166 million vide its order dated 15 June 2022, and on the recovery of US\$ 36 million, vide its order dated 07 September 2022. On 25 July 2024, RA has decided the case against the Group for the demand of US\$ 36 million. This order was challenged by the Group before the HC, who, vide its order dated 26 July 2024, issued a stay on the RA's Order and also directed for the Group to deposit US\$ 12 million, which was deposited under protest by the Group on 30 July 2024. The matter before the HC is pending for final hearing.





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On 30 October 2024, the Group received a favourable order from RA against the demand of US\$ 225 million, directing the state government to await the guidance, clarification or direction from central government in this matter of determination of royalties, upon which the State Government, if necessary, may recalculate the fiduciary obligations of the Revisionist towards payment of royalty, DMF, NMET and interests thereon and issue a fresh demand order. The revision application is disposed off accordingly. Based on the opinion of external counsel, the Group believes that it has strong grounds of successful appeal against the demand of US\$ 36 million.

iii) Vedanta Limited purchases bauxite under long term linkage arrangement (LTL) with Orissa Mining Corporation Ltd (OMC) at provisional price of US\$ 12/MT (INR 1,000/MT) from October 2020 onwards, based on interim order dated 08 October 2020 of the Hon'ble High Court of Odisha (Odisha HC), which is subject to final outcome of the writ petition filed by the Group.

The last successful e-auction based price discovery was done by OMC in April 2019 at US\$ 8/MT (INR 673/MT) and supplied bauxite at this rate from September 2019 to September 2020 with an undertaking from Vedanta Limited to compensate the differential price discovered through successful national e-auction. Though the OMC conducted the next e-auction on 31 August 2020 with floor price of US\$ 21/MT (INR 1707/MT) determined on the basis of Rule 45 of Minerals Concession Rules, 2016 (hereafter referred as the Rules), there was no bidder at that floor price and hence, the auction could not be conducted. However, OMC issued a demand of US\$ 34 million on Vedanta Limited towards differential pricing and interest for bauxite supplied till September 2020 considering the auction base price of US\$ 21/MT (INR 1707/MT).

Vedanta Limited had then filed a writ petition before Hon'ble High Court of Odisha in September 2020 which issued interim Order dated 8 October 2020 directing that the petitioner shall be permitted to lift the quantity of bauxite mutually agreed on payment of US\$ 12/MT (INR 1000/MT) and furnishing an undertaking for the differential amount with the floor price arrived at by OMC under the Rules, subject to final outcome of the writ petition.

OMC re-conducted e-auction on 09 March 2021 with floor price of US\$ 25/MT (INR 2,011/MT) which was not successful. On 18 March 2021, Cuttack HC issued an order disposing off the writ petition, directing that the current arrangement of bauxite price at US\$ 12/MT (INR 1,000/MT) will continue for FY 2021-22. Further, on 06 April 2022, the Hon'ble Cuttack HC directed that the current arrangement will continue for FY 2022-23 also.

An interim application was filed on 11 May 2023 in the Odisha HC seeking directions for OMC to continue the supplies for FY 2023-24 and extend the LTL agreement. The Odisha HC, vide order dated 15 May 2023, passed an Order to continue the interim arrangement after executing a fresh agreement. Accordingly, LTL was executed with OMC on 16 May 2023 for supply of 2.4 million tonne bauxite annually at US\$ 12/MT (INR 1,000/MT).

During September 2023 to March 2025, OMC has conducted 5 National e-auctions for sale of bauxite quantities ranging from 300KT to 600KT at floor prices ranging from US\$ 28/MT (INR 2,429/MT) to US\$ 35/MT (INR 2,957/MT) after considering the pricing of Rule 45 of the Rules. These auctions have largely been unsuccessful.

Supported by legal opinions, management believes that the provisions of Rule 45 of the Rules are not applicable to commercial sale of bauxite ore and hence, it is not probable that the Group will have any financial obligation towards the aforesaid commitments over and above the price of US\$ 8/MT (INR 673/MT) discovered in the last successful e-auction. However, as an abundant precaution, the Group has recognised purchases of Bauxite from September 2019 onwards, at the aforesaid rate of US\$ 12/MT (INR 1,000/MT).

iv) The Scheme of Amalgamation and Arrangement amongst Sterlite Energy Limited (SEL), Sterlite Industries (India) Limited (Sterlite), Vedanta Aluminium Limited (VAL), Ekaterina Limited (Ekaterina), Madras Aluminium Group Limited (Malco) and the Group (the Scheme) had been sanctioned by the High Court of Madras and the High Court of Judicature of Bombay at Goa and was given effect to in the year ended 31 March 2014.

Subsequently, the above orders of the High Court of Bombay and Madras have been challenged by Commissioner of Income Tax, Goa and the Ministry of Corporate Affairs through a SLP before the Hon'ble Supreme Court of India and also by a creditor and a shareholder of the Group. The said petitions are currently pending for hearing.

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v) Flue-gas desulfurization (FGD) implementation:

The Ministry of Environment, Forest and Climate Change (MoEF&CC) has revised emission norms for coal-based power plants in India. Accordingly, both captive and independent coal-based power plants in India are required to comply with these revised norms for reduction of sulphur oxide (SOx) emissions for which the current plant infrastructure is to be modified or new equipment have to be installed. Timelines for compliance to the revised norm for various plants in the Group range from December 2027 to December 2029. Different power plants are at different stages of the implementation process.

TSPL filed a petition before Punjab State Electricity Regulatory Commission (PSERC) for approval of MoEF&CC notification as change in law in terms of Article 13 of PPA on 30 June 2017. PSERC vide its order dated 21 December 2018 has held that MoEF&CC notification is not a change in law as it does not impose any new requirements. TSPL had filed an appeal before Appellate Tribunal for Electricity (APTEL) challenging the said order of PSERC. APTEL has pronounced the order dated 28 August 2020 in favour of TSPL allowing the cost pass through.

PSPCL has filed an appeal against this order in the Hon'ble Supreme Court. Pleadings are complete in the matter. The next date is yet to be notified for arguments.

(vi) Climate Change

The Group aims to achieve net zero emissions for scope 1 and scope 2 by 2050 and has committed reduction in emission by 25% by 2030 from 2021 baseline. The group also aims to become a net water positive organization by 2030 as part of its climate risk mitigation strategy. Climate change may have various impacts on the Group in the medium to long term. These impacts include the risks and opportunities related to the demand of products and services, impact due to transition to a low-carbon economy, disruption to the supply chain, risk of physical harm to the assets due to extreme weather conditions, regulatory changes etc. The accounting related measurement and disclosure items that are most impacted by our commitments, and climate change risk more generally, relate to those areas of the financial statements that are prepared under the historical cost convention and are subject to estimation uncertainties in the medium to long term.

The potential effects of climate change may be on assets and liabilities that are measured based on an estimate of future cash flows. The main ways in which potential climate change impacts have been considered in the preparation of the financial statements, pertain to (a) inclusion of capex in cash flow projections, (b) recoverable amounts of existing assets and (c) review of estimates of useful lives of property, plant and equipment.

The Group's strategy consists of mitigation and adaptation measures. The Group is committed to reduce its carbon footprint through high impact initiatives such as investment in Renewable Energy, fuel switch, electrification of vehicles and mining fleet and energy efficiency opportunities. During the current year, work has progressed towards the construction of renewable power delivery agreements in accordance with the Board approved plan. Renewable sources have limitations in supplying round the clock power, so existing power plants would support transition and thermal fleet replacement is part of normal lifecycle renewal. The group has also taken certain measures towards water management such as commissioning of sewage treatment plants, rainwater harvesting, and reducing freshwater consumption. Collectively these measures have led to an increase of our water positivity from 0.52 in FY21 (baseline) to 0.60 in FY25. These initiatives are aligned with the group's ESG strategy, and no material changes were identified to the financial statements as a result.

As the Group's assessment of the potential impacts of climate change and the transition to a low-carbon economy continues to mature, any future changes in Group's climate change strategy, changes in environmental laws and regulations and global decarbonisation measures may impact the Group's significant judgments and key estimates and result in changes to financial statements and carrying values of certain assets and liabilities in future reporting periods. However, as of the consolidated statement of financial position date, the Group believes that there is no material impact on carrying values of its assets or liabilities.

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34. Related party transactions

Related party transactions

The information below sets out transactions and balances between the Group and various related parties in the normal course of business for the year ended 31 March 2025.

A. HOLDING COMPANIES

Vedanta Incorporated (formerly known as Volcan Investments Limited) *
Volcan Investments Cyprus Limited

B. FELLOW SUBSIDIARY (with whom transactions have taken place)

Sterlite Technologies Limited
Sterlite Electric Limited (formerly known as Sterlite Power Transmission Limited)
Sterlite Iron and Steel Company Limited ("SISCOL") **
Sterlite Convergence Limited
Twin Star Technologies Limited
Sterlite Grid 16 Limited
STL Digital Limited

C. ASSOCIATE OF ULTIMATE PARENT (with whom transactions have taken place)

Serentica Renewables India 1 Private Limited
Serentica Renewables India 3 Private Limited
Serentica Renewables India 4 Private Limited
Serentica Renewables India 5 Private Limited
Serentica Renewables India 6 Private Limited
Serentica Renewables India 7 Private Limited
Serentica Renewables India 8 Private Limited
Serentica Renewables India 9 Private Limited
Resonia Limited (formerly known as Sterlite Grid 32 Limited)

D. ASSOCIATES/JOINT VENTURES (with whom transactions have taken place)

RoshSkor Township (Pty) Limited
Gaurav Overseas Private Limited
Gergarub Exploration and Mining (Pty) Limited

* The name of ultimate holding Company "Volcan Investments Limited" has been changed to 'Vedanta Incorporated' effective 13 October 2023.

** In January 2025, the Board of Directors have approved purchase of entire shareholding of SISCOL for a sum of US\$ 0 million (INR 1 Lakh).
The necessary agreements for implementing the above are under process.

E. Post-retirement benefit plan

Sesa Group Employees Provident Fund Trust
Sesa Group Employees Gratuity Fund and Sesa Group Executives Gratuity Fund
Sesa Group Executives Superannuation Scheme Fund
Sesa Resources Limited Employees Provident Fund Trust
Sesa Resources Limited Employees Gratuity Fund
Sesa Mining Corporation Limited Employees Provident Fund Trust
Sesa Mining Corporation Limited Employees Gratuity Fund
Sesa Resources Limited and Sesa Mining Corporation Limited Employees Superannuation Fund

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Hindustan Zinc Limited Employees Contributory Provident Fund Trust
HZL Employee Group Gratuity Trust
HZL Superannuation Trust
Balco Employees Provident Fund Trust
FACOR Superannuation Trust
FACOR Employees Gratuity Scheme

F. OTHERS (with whom transactions have taken place)

Enterprises over which key management personnel/their relatives have control or significant influence

Anil Agarwal Foundation
Cairn Foundation
Caitlyn India Private Limited
Grant Thornton Bharat LLP
Janhit Electoral Trust
Minova Runaya Private Limited
Runaya Refining LLP
Runaya Green Tech Limited
Runaya Private Limited
Sesa Community Development Foundation
Vedanta Foundation
Vedanta Limited ESOS Trust
Radha Madhav Investments Private Limited
Vedanta Medical Research Foundation
Anil Agarwal Riverside Studios Trust

G. Details of transactions for the year ended 31 March 2025 are as follows:

(US\$ million)				
Particulars	Holding Company/Fellow Subsidiaries	Associates/Joint Ventures	Others	Total
Income:				
(i) Revenue from operations	280	-	24	304
(ii) Net interest received	5	-	1	6
(iii) Miscellaneous income	-	-	0	0
Expenditure:				
(i) Purchases of goods/services	16	0	97	113
(ii) Purchase/(sale) of fixed assets	0	-	(2)	(2)
(iii) Management fees paid	0	-	-	0
(iv) Reimbursement for other expenses (net of recovery)	1	0	(1)	(0)
(v) Donation	-	-	14	14
(vi) Interest paid	2	-	-	2
(vii) Dividend Paid	15	-	-	15
(viii) Contribution to post retirement employees benefit trust/fund	-	-	8	8
Other transactions during the year:				
(i) Loans given/(repayment thereof)	-	(0)	14	14
(ii) Loans taken/(repaid) during the year	(1)	-	-	(1)
(iii) Bond redeemed during the year	7	-	-	7
(iv) Investments made during the year (refer note 32)	-	-	73	73





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H. Details of balances as at 31 March 2025 are as follows:

(US\$ million)				
Particulars	Holding Company/Fellow Subsidiaries	Associates/Joint Ventures	Others	Total
(i) Net amounts receivable at year end	2	2	2	6
(ii) Net amounts payable at year end	1	-	14	15
(iii) Investment in equity Share and OCRPS	6	-	157	163
(iv) Value of bonds held by Vedanta Inc	32	-	-	32
(v) Interest payable	0	-	-	0
(vi) Dividend payable	2	-	-	2
(vii) Net advance given at year end	1	1	15	17
(viii) Bank guarantee given *	13	-	-	13
(ix) Loans given**	-	1	14	15

I. Details of transactions for the year ended 31 March 2024 are as follows:

(US\$ million)				
Particulars	Holding Company/Fellow Subsidiaries	Associates/Joint Ventures	Others	Total
Income:				
(i) Revenue from operations	207	-	13	220
(ii) Dividend income	0	-	-	0
(iii) Net interest received	3	-	0	3
(iv) Miscellaneous income	-	-	0	0
Expenditure:				
(i) Purchases of goods/services	14	0	47	61
(ii) Purchase/(sale) of fixed assets	0	-	(5)	(5)
(iii) Management fees paid	1	-	-	1
(iv) Reimbursement for other expenses (net of recovery)	0	-	(1)	(1)
(v) Donation	-	-	18	18
(vi) Interest paid	1	-	-	1
(vii) Contribution to post retirement employees benefit trust/fund	-	-	12	12
Other transactions during the year:				
(i) Loans given/(repayment thereof)	0	-	-	0
(ii) Loans taken during the year	1	-	-	1
(iii) Bond redeemed during the year	2	-	-	2
(iv) Investments made during the year (refer note 32)	-	-	58	58

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J. Details of balances as at 31 March 2024 are as follows:

(US\$ million)				
Particulars	Holding Company/Fellow Subsidiaries	Associates/Joint Ventures	Others	Total
(i) Net amounts receivable at year end	2	1	4	7
(ii) Net amounts payable at year end	1	-	12	13
(iii) Investment in equity Share and OCRPS	8	-	88	96
(iv) Value of bonds held by Vedanta Inc	7	-	-	7
(v) Interest payable	0	-	-	0
(vi) Dividend payable	2	-	-	2
(vii) Net advance given at year end	1	1	7	9
(viii) Bank guarantee given *	14	-	-	14
(ix) Loans given**	0	1	-	1
(x) Loan taken	1	-	-	1

* Bank guarantee has been provided by the Group on behalf of Vedanta Incorporated ("Vedanta Inc") in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is US\$ 13 million (31 March 2024: US\$ 14 million) and is fully secured by cash deposits.

** During the current year ended 31 March 2025, the Group has renewed loan provided to SISCOL for a further period of 12 months. The loan balance as at 31 March 2025 is US\$ 1 million (31 March 2024: US\$ 1 million). The loan is unsecured in nature and carries an interest rate of 12.90% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

K. Remuneration of Key Management Personnel

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits	11	12
Post-employment benefits*	0	0
Share-based payments	0	0
	11	12
Compensation for Non-Executive Directors	0	0
Commission/Sitting Fees to KMP	0	0

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise).

* Does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

L. Other related party#

(US\$ million)		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Remuneration to relatives	4	3
Commission/sitting fees to relatives of KMP	0	0

close relatives of the Executive Chairman





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35. Subsequent events

On 18 June 2025, VEDL sold 66.7 million shares in HZL to institutional investors by way of an accelerated bookbuild process, representing ~ 1.6% of the issued ordinary share capital. The gross proceeds from the sale of shares amount to ~ US\$ 354 million.

There are no other material adjusting or non-adjusting subsequent events for year ended 31 March 2025, except already disclosed.

36. Auditor's remuneration

The table below shows the fees payable globally to the Company's auditor, MHA and their associate firms, for statutory external audit and audit related services, as well as fees paid to other accountancy firms for statutory external audit and audit related services for the year ended 31 March 2025:

Particulars	(US\$ million)	
	Year ended 31 March 2025	Year ended 31 March 2024
Fees payable to the Company's auditor for the audit of Vedanta Resources Limited annual accounts	1	1
The audit of the Company's subsidiaries pursuant to legislation	0	0
Total audit fees	1	1
Fees payable to the Company's auditor and their associates for other services to the Group	0	0
Other services pursuant to legislation ⁽¹⁾	0	0
Corporate finance services ⁽²⁾	0	0
Total non-audit fees	0	0
Total fees paid to the Company's auditor	1	1
Audit fees payable to other auditors of the Group's subsidiaries	3	4
Non-audit fees payable to other auditors of the Group's subsidiaries	-	1
Total fees paid to other auditors	3	5

(1) Other services pursuant to legislation principally comprise assurance services and the half year review of the Group's results.
(2) Corporate finance services principally comprise services in connection with debt raising transactions. These assurance-related services are ordinarily provided by the auditor.

37. Joint Arrangements

Joint Operations

The Group's principal licence interests in oil and gas business are joint operations. The principal licence interests for the years ended 31 March 2025 and 31 March 2024 are as follows:

Oil & Gas blocks/fields ^(a)	Area	Participating Interest
Operating blocks		
Ravva block-Exploration, Development & production	Krishna Godavari	22.50%
CB-OS/2 – Exploration	Cambay Offshore	60.00%
CB-OS/2 - Development & production	Cambay Offshore	40.00%
RJ-ON-90/1 – Exploration	Rajasthan Onshore	100.00%
RJ-ON-90/1 – Development & production	Rajasthan Onshore	70.00%
KG-OSN-2009/3 – Exploration	Krishna Godavari Offshore	100.00%
Non-operating blocks		
KG-ONN-2003/1	Krishna Godavari Onshore	49.00%

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38. List of Subsidiaries

The Group owns directly or indirectly through subsidiaries, more than half of the voting power of all of its subsidiaries as mentioned in the list below, and has power over the subsidiaries, is exposed or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries.

Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company	The Company's immediate percentage holding	
				31 March 2025	31 March 2024		31 March 2025	31 March 2024
Direct Subsidiaries of the Parent Company								
Vedanta Resources Jersey Limited (VRJL)	Investment company	47 Esplanade, St Helier JE1 0BD	Jersey (CI)	100%	100%	VRL	100%	100%
Vedanta Resources Jersey II Limited (VRJL-II)	Investment company	47 Esplanade, St Helier JE1 0BD	Jersey (CI)	100%	100%	VRL	100%	100%
Vedanta Holdings Jersey Limited (VRJL-I)	Investment company	47 Esplanade, St Helier JE1 0BD	Jersey (CI)	100%	100%	VRL	100%	100%
Vedanta Resources Holdings Limited (VRHL)	Holding company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	VRL	100%	100%
Vedanta UK Holdings Limited (VUHL) ^(a)	Investment Company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	VRL	100%	100%
Vedanta Resources Investments Limited (VRIL) ^(a)	Investment Company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	VRL	100%	100%
Vedanta Twinstar Holdings Limited ^(a)	Investment company	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street, Port Louis, 11324, Mauritius	Mauritius	100%	100%	VRL	100%	100%
Indirect Subsidiaries of the Parent Company								
Richter Holding Limited ('Richter')	Investment company	221 Christodoulou Chatzipavlou, Helios Court, 3 rd Floor, 3036 Limassol, Cyprus	Cyprus	100%	100%	VRCL	100%	100%
Vedanta Resources Cyprus Limited (VRCL)	Investment company	221 Christodoulou Chatzipavlou, Helios Court, 3 rd Floor, 3036 Limassol, Cyprus	Cyprus	100%	100%	VRFL	100%	100%
Welter Trading Limited (Welter)	Investment company	28 th Oktovriou Street, 205 Louloupis Court, 1 st Floor P.C. 3035, Limassol, Cyprus	Cyprus	100%	100%	VRCL	100%	100%
Valliant (Jersey) Limited	Investment company	47 Esplanade, St Helier JE1 0BD, Jersey	Jersey (CI)	100%	100%	VRJ2L	100%	100%
Twin Star Holdings Limited ('TSHL')	Holding company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324 Mauritius	Mauritius	100%	100%	VRHL	100%	100%
Vedanta Twinstar Holdings II Limited ^(a)	Investment company	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street, Port Louis, 11324, Mauritius	Mauritius	100%	100%	Vedanta Twinstar Holdings Limited	100%	100%



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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company	The Company's immediate percentage holding
				31 March 2025	31 March 2024		31 March 202531 March 2024
Westglobe Limited (Westglobe)	Investment company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324 Mauritius	Mauritius	100%	100%	Richter	100%100%
Vedanta Holdings Mauritius Limited (VHML)	Investment company	Amicorp (Mauritius) Limited, 6 th Floor, Tower 1, Nexteracom	Mauritius	100%	100%	VHJL	100%100%
Vedanta Holdings Mauritius II Limited (VHM2L)	Investment company	Amicorp (Mauritius) Limited, 6 th Floor, Tower 1, Nexteracom	Mauritius	100%	100%	FICL	100%100%
Vedanta Resources Mauritius Limited	Investment Company	Amicorp Mauritius, 6 th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius	Mauritius	100%	100%	VRCL	100%100%
Vedanta Netherlands Investments BV (VNIBV)	Investment Company	Strawinskylaan 1143, 1077XX Amsterdam, Netherlands	The Netherlands	100%	100%	VUIL	100%100%
Vedanta Netherlands Investments II BV	Investment Company	Strawinskylaan 1143, 1077XX Amsterdam, Netherlands	The Netherlands	100%	100%	VUIL	100%100%
Vedanta Resources Finance II Plc	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	VRHL	100%100%
Vedanta Resources Finance Limited (VRFL)	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	VRHL	100%100%
Finsider International Company Limited (FICL)	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	Richter, Westglobe	100%100%
Vedanta Finance UK Limited	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	Welter	100%100%
Vedanta UK Investments Limited (VUIL)	Investment Company	8 th Floor 20 Farringdon Street, London, United Kingdom, EC4A 4AB	United Kingdom	100%	100%	Vedanta Resources Holding Limited	100%100%
Vedanta Limited	Copper smelting, Iron ore mining, Aluminium mining, refining, and smelting, Power generation, Oil and Gas exploration, and production	Vedanta Limited 1 st Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai – 400093, Maharashtra	India	56.46%	62.06%	Twin Star, Welter, Westglobe FICL and Vedanta Holdings Mauritius II Limited	56.39%63.72%
Copper Mines of Tasmania Pty Limited ("CMT") ^(e)	Copper Mining	c/o McCullough Robertson, lawyers 44 martin place, Sydney NSW 2000	Australia	-	-	Monte Cello BV	-
Thalanga Copper Mines Pty Limited ("TCM")	Copper Mining	c/o McCullough Robertson lawyers 44 martin place, Sydney NSW 2000	Australia	56.46%	62.06%	Monte Cello BV	100%100%
Bharat Aluminium Company Limited ("BALCO")	Aluminium mining and smelting	Aluminium Sadan Core -6 Scope Office Complex 7 Lodhi Road New Delhi 110003	India	28.79%	31.65%	Vedanta Limited	51%51%
Desai Cement Company Private Limited	Cement	Survey no. 184, Maina, Navelim, Bicholim North Goa 403505, Goa	India	56.46%	62.06%	Sesa Mining Corporation Limited	100%100%

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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company	The Company's immediate percentage holding
				31 March 2025	31 March 2024		31 March 202531 March 2024
ESL Steel Limited	Manufacturing of Steel & DI Pipe	Village -Siyaljori, Post – Jogdih, O.P. – Bangaria, PS- Chandankyari Bokaro Steel City Bokaro JH 828303 IN	India	53.91%	59.26%	Vedanta Limited	95.49%95.49%
Ferro Alloy Corporation Limited ("FACOR")	Manufacturing of Ferro Alloys and Mining and generation of power	D P Nagar, Randia, Bhadrak-756135, Odisha	India	56.45%	62.06%	Vedanta Limited	99.99%100%
Goa Sea Port Private Limited ^(f)	Infrastructure	SIPCOT Industrial Complex, Madurai Bypass Road, T.V. Puram P.O., Tuticorin, Thoothukudi, Tuticorin Thoothukudi TN – 628 002 IN	India	-	-	Sterlite Ports Limited	-
Hindustan Zinc Alloys Private Limited	Manufacturing of metals and its alloys	Yashad Bhawan, Udaipur, Rajasthan 313004	India	35.81%	40.29%	Hindustan Zinc Limited	100%100%
Hindustan Zinc Fertilisers Private Limited	Manufacturing of phosphatic fertilisers	Yashad Bhawan, Udaipur, Rajasthan 313004	India	35.81%	40.29%	Hindustan Zinc Limited	100%100%
Hindustan Zinc Limited ("HZL")	Exploring, extracting, processing of minerals and manufacturing of metals	Yashad Bhawan, Udaipur, Rajasthan 313004	India	35.81%	40.29%	Vedanta Limited	63.42%64.92%
MALCO Energy Limited ("MEL")	Power Generation	SIPCOT Industrial Complex, Madurai Bypass Road, Thoothukudi (Tamil Nadu) 628002	India	56.46%	62.06%	Vedanta Limited	100%100%
Maritime Ventures Private Limited (MVPL) ^(f)	Infrastructure	SIPCOT Industrial Complex, Madurai By pass Road, T.V Puram P.O., Tuticorin, Thoothukudi TN 628002 IN	India	-	-	Sterlite Ports Limited	-
Paradip Multi Cargo Berth Private Limited ^(f)	Infrastructure	SIPCOT Industrial Complex, Madurai Bypass Road, T. V. Puram P.O., Tuticorin, Thoothukudi TN 628002 IN	India	-	-	Sesa Resources Limited	-
Sesa Mining Corporation Limited ^(f)	Iron ore mining	Sesa Ghor, 20 EDC Complex, Patto Panaji (Goa) - 403001	India	56.46%	62.06%	Sesa Resources Limited	100%100%
Sesa Resources Limited ("SRL")	Iron ore mining	Sesa Ghor, 20 EDC Complex, Patto Panaji (Goa) - 403001	India	56.46%	62.06%	Vedanta Limited	100%100%
Sterlite Ports Limited ("SPL") ^(f)	Infrastructure	Malco Power Company Limited, Sipcot Industrial Complex, Madurai Bye Pass Road Tuticorin, Thoothukudi TN 628002	India	-	-	Sesa Resources Limited	-
Talwandi Sabo Power Limited ("TSPL")	Power Generation	Vill. Banawala, Mansa - Talwandi Sabo Road, Mansa, Punjab - 151302	India	56.46%	62.06%	Vedanta Limited	100%100%





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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company	The Company's immediate percentage holding
				31 March 2025	31 March 2024		31 March 2025 31 March 2024
Vedanta Zinc Football & Sports Foundation	Sports Foundation	Yashad Bhawan, Udaipur, Rajasthan 313004	India	35.81%	40.29%	Hindustan Zinc Limited	100% 100%
Vizag General Cargo Berth Private Limited	Infrastructure	SIPCOOT Industrial Complex Madurai Bye Pass Road, T. V. Puram P.O Thoothukudi TN 628002 IN	India	56.46%	62.06%	Vedanta Limited	100%
Zinc India Foundation	CSR Activities	Yashad Bhawan, Udaipur, Rajasthan 313004	India	35.81%	40.29%	Hindustan Zinc Limited	100%
AvanStrate Inc. ("ASI")	Manufacturing of LCD Glass Substrate	1-11-1, Nishi - Gotanda, Shinagwa-Ku, Tokyo, Japan	Japan	55.44%	32.04%	Cairn India Holdings Limited	51.63%
Cairn India Holdings Limited	Investment company	22-24 Seale Street, St Helier, Jersey, JE2 3QG	Jersey	56.46%	62.06%	Vedanta Limited	100%
AvanStrate Taiwan Inc	Manufacturing of LCD Glass Substrate	No.8, Industry III Road Annan, Tainan 709-55, Taiwan, R.O.C.	Taiwan	55.44%	32.04%	ASI'	100%
Western Cluster Limited	Iron ore mining	Amir Building, 18 th Street, Sinkor, Tubman Boulevard, Sinkor, Monrovia, Liberia, West Africa	Liberia	56.46%	62.06%	Bloom Fountain Limited	100%
Bloom Fountain Limited	Operating (Iron ore) and Investment Company	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port Louis, 11324 Mauritius	Mauritius	56.46%	62.06%	Vedanta Limited	100%
THL Zinc Ltd	Investment Company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street	Mauritius	56.46%	62.06%	THL Zinc Ventures Limited	100%
THL Zinc Ventures Limited	Investment Company	Port Louis, 11324, Mauritius IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius	Mauritius	56.46%	62.06%	Vedanta Limited	100%
Amica Guesthouse (Proprietary) Limited	Accommodation and catering services	Unit 1, Hartmann Suites, Cnr Robert Mugabe Avenue & Ballot Street, Windhoek, Namibia	Nambia	56.46%	62.06%	Skorpion Zinc (Proprietary) Limited	100%
Namzinc (Proprietary) Limited	Owms and operates a zinc refinery	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Nambia	56.46%	62.06%	Skorpion Zinc (Proprietary) Limited	100%
Skorpion Mining Company (Proprietary) Limited (NZ)	Exploration, development, treatment, production and sale of zinc ore	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Nambia	56.46%	62.06%	Skorpion Zinc (Proprietary) Limited	100%
Skorpion Zinc (Proprietary) Limited ("SZPL")	Operating (zinc) and investing company	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Nambia	56.46%	62.06%	THL Zinc Namibia Holdings (Proprietary) Ltd	100%

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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company	The Company's immediate percentage holding
				31 March 2025	31 March 2024		31 March 2025 31 March 2024
THL Zinc Namibia Holdings (Proprietary) Limited ("VNHL")	Mining and Exploration and Investment company	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Nambia	56.46%	62.06%	THL Zinc Ltd	100% 100%
Vedanta Lisheen Holdings Limited	Investment company	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	56.46%	62.06%	THL Zinc Holding BV	100%
Killoran Lisheen Mining Limited	Development of a zinc/lead mine ^(m)	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	56.46%	62.06%	Vedanta Lisheen Holdings Limited	100%
Lisheen Milling Limited	Manufacturing ^(m)	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	56.46%	62.06%	Vedanta Lisheen Holdings Limited	100%
Lisheen Mine Partnership	Development and operation of a zinc/lead mine ^(m)	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	56.46%	62.06%	50% each held by Killoran Lisheen Mining Limited & Vedanta Lisheen Mining Limited	100%
Vedanta Lisheen Mining Limited	Development of a zinc/lead mine ^(m)	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	56.46%	62.06%	Vedanta Lisheen Holdings Limited	100%
Cairn Energy Hydrocarbons Limited	Oil and gas exploration, development and production	272 Bath Street, Glasgow, United Kingdom, G2 4JR	Scotland ⁽ⁿ⁾	56.46%	62.06%	Cairn India Holdings Limited	100%
Black Mountain Mining (Proprietary) Limited	Exploration, development, production and sale of zinc, lead, copper and associated mineral concentrates	Penge Road, Aggeneys	South Africa	41.78%	45.92%	THL Zinc Ltd	70.66%
Cairn Lanka Private Limited ⁽ⁿ⁾	Oil and gas exploration, development and production	Lanka Shipping Tower No. 99, St Michael's Road, Colombo 3, Sri Lanka	Sri Lanka	56.46%	62.06%	Cairn Energy Hydrocarbons Limited	100%
AvanStrate Korea Inc	Manufacturing of LCD Glass Substrate	84, Hyeongsandan-ro, Cheongbuk-eup, Pyeongtaek-si, Gyeonggi-do, 17812, Republic of Korea	Taiwan	55.44%	32.04%	ASI'	100%
Monte Cello BV ("MCBV")	Holding company	Atrium Building, 8 th Floor, Strawinskylaan, 3127, Amsterdam, The Netherlands	The Netherlands	56.46%	62.06%	Vedanta Limited	100%
THL Zinc Holding BV	Investment company	Atrium Building, 8 th Floor, Strawinskylaan, 3127, Amsterdam, The Netherlands	The Netherlands	56.46%	62.06%	Vedanta Limited	100%

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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company	The Company's immediate percentage holding	
				31 March 2025	31 March 2024		31 March 2025	31 March 2024
Fujairah Gold FZC	Manufacturing of Copper Rod and Refining of Precious Metals (Gold & Silver)	P.O. Box 3992, Fujairah, United Arab Emirates	United Arab Emirates	56.46%	62.06%	Malco Energy Limited	100%	100%
Meenakshi Energy Limited ^(a)	Power Generation	405, Saptagiri Towers, 1-10-75/1/1 to 6, Begumpet, Hyderabad, Secunderabad, Telangana, India, 500016	India	56.46%	62.06%	Vedanta Limited	100%	100%
Sesa Iron and Steel Limited ^(b)	Manufacturing of Steel	Sesa Ghor, EDC Complex 20, Patto, Panaji, North Goa, Tiswadi, Goa, India, 403001	India	56.46%	62.06%	Vedanta Limited	100%	100%
Vedanta Aluminium Metal Limited ^(c)	Aluminium Business	C-103 Atul Projects, Corporate Avenue New Link, Chakala MIDC, Mumbai, Maharashtra, India, 400093	India	56.46%	62.06%	Vedanta Limited	100%	100%
Vedanta Base Metals Limited ^(d)	Metal business	C-103 Atul Projects, Corporate Avenue New Link, Chakala MIDC, Mumbai, Maharashtra, India, 400093	India	56.46%	62.06%	Vedanta Limited	100%	100%
Vedanta Iron and Steel Limited ^(e)	Iron and Steel Business	C-103 Atul Projects, Corporate Avenue New Link, Chakala MIDC, Mumbai, Maharashtra, India, 400093	India	56.46%	62.06%	Vedanta Limited	100%	100%
Vedanta Displays Limited ^(f)	LCD Panel	ASF Centre, Plot 362-363 Udyog Vihar Phase-4, Gurgaon, Haryana, India, 122016	India	56.46%	62.06%	Vedanta Limited	100%	100%
Vedanta Semiconductors Private Limited ^(g)	Semiconductor	ASF Centre, Plot 362-363 Udyog Vihar Phase-4, Gurgaon, Haryana, India, 122016	India	56.46%	62.06%	Vedanta Limited	100%	100%
Vedanta Copper International VCI Limited ^(h)	Manufacturing of copper rod	Ras-Al-Khair, Saudi Arabia	Saudi Arabia	56.46%	62.06%	Malco Energy Limited	100%	100%
Hindmetal Exploration Services Private Limited ⁽ⁱ⁾	Exploration of metals	Yashad Bhawan, Udaipur, Rajasthan 313004	India	35.81%	40.29%	Hindustan Zinc Limited	100%	100%

- (a) Vedanta UK Holdings Limited- 100% subsidiary of Vedanta Resources Limited, incorporated w.e.f. 06 September 2023.
- (b) Vedanta Resources Investments Limited, 100% Subsidiary of Vedanta UK Investments Limited, incorporated w.e.f. 28 July 2023. The shareholding was transferred on 07 September 2023 to Vedanta UK Holdings Limited.
- (c) Vedanta Twinstar Holdings Limited- 100% subsidiary of Twin Star Holdings Limited, incorporated w.e.f. 01 September 2023. Further, shares of Vedanta Twinstar Holdings Limited transferred from Twin Star Holdings Limited to Vedanta Resources Limited w.e.f. 13 March 2024.
- (d) Vedanta Twinstar Holdings II Limited- 100% subsidiary of Vedanta Twinstar Holdings Limited, incorporated w.e.f. 01 September 2023.

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- (e) Copper Mines of Tasmania (CMT), wholly owned subsidiary of Vedanta Limited through intermediate holding company Monte Cello B.V. (MCBV) was sold on 17 November 2023.
- (f) The Mumbai NCLT and Chennai NCLT had passed orders dated 06 June 2022 and 22 March 2023 respectively to sanction the scheme of amalgamation of SPL, Paradip Multi Cargo Berth Private Limited ('PMCB'), MVPL, Goa Sea Port Private Limited ('GSPL'), wholly owned subsidiaries/step down subsidiaries of SRL, with Sesa Mining Corporation Limited ('SMCL'). Statutory filing in India has been completed on 18 January 2024, which is the effective date of merger.
- (g) Meenakshi Energy Limited has been acquired on 27 December 2023 under the liquidation proceedings of the Insolvency and Bankruptcy Code, 2016 as a 100% subsidiary of Vedanta Limited.
- (h) Sesa Iron and Steel Limited incorporated on 06 September 2023 as a 100% subsidiary of Vedanta Limited.
- (i) Vedanta Aluminium Metal Limited incorporated on 06 October 2023 as a 100% subsidiary of Vedanta Limited.
- (j) Vedanta Base Metals Limited incorporated on 09 October 2023 as a 100% subsidiary of Vedanta Limited.
- (k) Vedanta Displays Limited & Vedanta Semiconductors Private Limited has been acquired on 27 July 2023 from Twin star Technologies Ltd via share purchase agreement.
- (l) Vedanta Iron and Steel Limited incorporated on 10 October 2023 as a 100% subsidiary of Vedanta Limited.
- (m) Activity of the company ceased in February 2016.
- (n) Principal place of business in India.
- (o) Vedanta Copper International VCI Limited incorporated on 14 November 2023 as a 100% subsidiary of Vedanta Limited.
- (p) Hindmetal Exploration Services Private Limited incorporated on 26 February 2024 as a 100% subsidiary of Hindustan Zinc Limited.
- (q) Cairn Lanka Private Limited is under process of liquidation.

38. Non-equity non-controlling interests

As at 31 March 2025, non-equity non-controlling interests amounts to US\$ 12 million, being deferred shares in KCM held by ZCCM. The deferred shares have no voting rights or rights to KCM's dividends but on a winding up, are entitled to a return of up to US\$ 0.99 per share once all of KCM's ordinary shares have received a distribution equal to their par value and any share premium created on their issue and which remains distributable to them.

The deferred shares are held at historic cost, being the fair value attributed to them at the time of initial acquisition of KCM in the year ended 31 March 2005. They are classified as non-current liabilities as they are repayable only on the winding up of KCM, for an amount different than the pro rata share of net assets upon liquidation. The shares have been valued at US\$ 0.99 per share, which is the maximum amount payable to the deferred shareholders. These deferred shares have not been discounted as the effect would not be material.

39. Ultimate controlling party

At 31 March 2025, all of the issued shares of the Company were held by Vedanta Inc and its wholly owned subsidiary. Accordingly, the ultimate controlling party of the Group is Vedanta Inc, which is beneficially owned by the Anil Agarwal Discretionary Trust. Vedanta Inc is incorporated in the Bahamas and does not produce Group accounts.

INDEPENDENT AUDITOR'S REPORT

To the Members of **Vedanta Resources Limited**

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Vedanta Resources Limited. For the purposes of the table in this report that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Vedanta Resources Limited and its subsidiaries (the "Group"). The "Parent Company" is defined as Vedanta Resources Limited, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Vedanta Resources Limited for the year ended 31 March 2024.

The financial statements that we have audited comprise:

- the Consolidated Income Statement
- the Consolidated Statement of Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Cash Flow Statement
- the Consolidated Statement of Changes in Equity
- Notes 1 to 39 to the consolidated financial statements, including significant accounting policies
- the Company Balance Sheet
- the Company Statement of Changes in Equity and
- Notes 1 to 12 to the company financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group's financial statements is applicable law and UK adopted International Financial Reporting Standards (IFRS) and International Accounting Standards as adopted in the United Kingdom (UK adopted IFRS). The financial reporting framework that has been applied in preparation of the Parent Company financial statements is United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2024 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted IFRS;

- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the Group's and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company's operations and specifically its business model.
- The evaluation of how those risks might impact on the Company's available financial resources.
- Where additional resources may be required the reasonableness and practicality of the assumptions made by the Directors when assessing the probability and likelihood of those resources becoming available.
- Liquidity and solvency considerations including examination of budgets and forecasts and their basis of preparation, including review and assessment of the model's mechanical accuracy and the reasonableness of assumptions included within.
- Consideration of terms and conditions attaching to financing facilities in place as at the date of the approval of the financial statements and compliance with covenants attaching to those facilities both up to the date of the approval of the financial statements and into the forecast period.



- Consideration of availability of funds required to settle funding facilities due for repayment during the going concern review period. Assessing the reasonableness and practicality of the mitigation measures identified by management in their conservative case scenario and considered by them in arriving at their conclusions about the existence of any uncertainties in respect of going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approaches

Scope

Our audit was scoped by obtaining an understanding of the Group, including the Parent Company, and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

We, and our component auditors acting on specific Group instructions, undertook full scope audits on the complete financial information of 21 components, specified audit procedures on particular aspects and balances on another 5 components and analytical procedures were undertaken on the remaining components.

Overall materiality	2024	2023	Benchmark used
Group	\$118m	\$114m	2.5% (2023: 2.5%) of EBITDA
Parent Company	\$31.8m	\$17.8m	0.5% (2023: 0.25%) of gross assets
Key audit matters			
Recurring Group key audit matters	- Valuation of Konkola Copper Mines plc (KCM) receivables and equity investment - Taxation claims and exposures		

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Konkola Copper Mines plc (KCM) receivables and equity investment

Key audit matter description	As at 31 March 2024, KCM related receivables with a carrying value of \$682 million (2023: \$682 million) were recognised in the financial statements of Vedanta Resources Limited, whilst the value of the equity investment in KCM was \$Nil (2023: \$Nil). We draw attention to note 3a of the accompanying consolidated financial statements which describes the uncertainty arising in respect of the valuation of KCM related receivables and equity interests, as a result of the liquidation proceedings initiated by KCM's minority shareholder, ZCCM Investments Holdings Plc ("ZCCM"), against KCM. Due to the high level of subjectivity and material nature of this receivable, we have designated this as a key audit matter.
How the scope of our audit responded to the key audit matter	We have obtained an understanding of the liquidation proceedings through inquiries of the Company's management and review of internal reports in relation to the matter. We have obtained and reviewed legal opinions obtained from management, and assessed the competency of those providing legal opinions, and have considered how this has impacted on the fair value calculation. We engaged in discussion and challenged the approach of management appointed experts appointed to perform a fair value exercise in relation to the KCM economic interest. We performed procedures to assess the reasonableness of the key assumptions included in the valuation report, and the view taken by management in respect of the final value to be included in the financial statements.
Key observations communicated to the Group's Board of Directors	We concluded that the value determined is reasonable and that the uncertainties surrounding the valuation have been appropriately disclosed in the financial statements. Our opinion is not modified in respect of this matter.

Taxation claims and exposures

Key audit matter description	The Group is subject to various tax disputes, mainly with the Indian authorities, which have been ongoing for numerous years. A material risk exists that the provision for these disputes is insufficient, or the contingent liability disclosed is understated, due to the inherent uncertainty in such disputes and the requirement for management judgements on whether the tax risk is remote, possible, or probable. The most material disputes relate to: 1. Recomputed tax holiday claim on plants engaged in processing and casting zinc and lead ingots from zinc and lead cathodes and silver from silver mud. The majority of this dispute was classified as possible, which is the same classification as the prior year. 2. Rajasthan VAT Matter - Writ petition relating to sales tax. This was deemed as a remote tax risk by management.
How the scope of our audit responded to the key audit matter	We have engaged internal tax specialists to assist the audit team in performing work over all tax related matters. We have obtained an understanding of the processes in place to identify and assess risk in relation to tax disputes. We have critically reviewed detailed papers prepared by management assessing such risks and concluding on the appropriate accounting treatment of any potential liabilities. We have, along with local component auditors, reviewed the positions taken by management, and the relevant legal opinions, in respect of the major material taxation matters.
Key observations communicated to the Group's Board of Directors	We concluded that management's assessment is appropriate and as detailed in notes 11 and 32d.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

	Group financial statements	Parent Company financial statements
Overall materiality	US\$ 118 million (2023: US\$ 114 million)	US\$ 31.8 million (2023: US\$ 17.8 million)
How we determined it	2.5% of EBITDA (2023: 2.5% of EBITDA)	0.5% of Parent Company's gross assets (2023: 0.25% of Parent Company's gross assets)
Rationale for the benchmark applied	We consider the EBITDA to be a key indicator for the Group and is reflective of the current and future performance of the company. In our opinion EBITDA is the KPI of critical interest to the users of the financial statements of Vedanta Resources Limited as it is the key measure of the company's success, demonstrating profitable trading and the ability to service debt capital and interest payments.	The parent company is a holding company whose purpose is to consolidate the active trading entities and a number of other Group companies. We consider gross assets to be the most important balance to the users of the Parent Company financial statements.
Performance materiality	We set our 2024 performance materiality at 70% of overall materiality, amounting to \$82.6m (2023: 60%, \$68.7m) to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered a number of factors - the history of misstatements, our risk assessment and the strength and robustness of the control environment. Following assessment of these factors, we have increased our performance materiality from 60% to 70%.	We set our 2024 performance materiality at 70% of overall materiality, amounting to \$11.1m (2023: 60%, \$10.7m) to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered a number of factors - the history of misstatements, our risk assessment and the strength and robustness of the control environment. Following assessment of these factors, we have increased our performance materiality from 60% to 70%.
Reporting threshold	We agreed to report any corrected or uncorrected adjustments exceeding \$5.9m (2023: \$5.7m) in respect of the Group to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.	We agreed to report any corrected or uncorrected adjustments exceeding \$0.8m (2023: \$0.9m) in respect of the Parent Company to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.



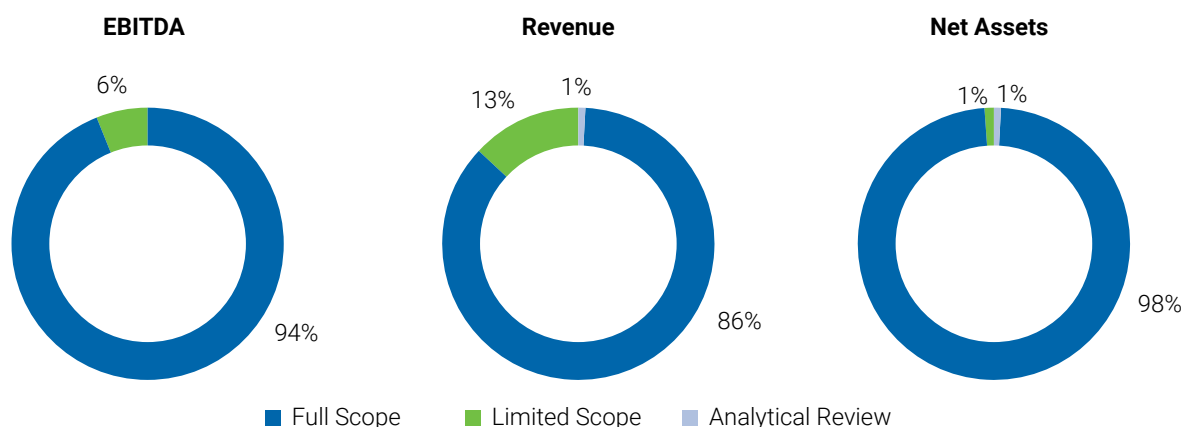
Overview of the scope of the Group and Parent Company audits

The Group's parent entity is UK based, whilst the primary location of operations is India.

Considering operational and financial performance and risk factors, we focused our assessment on the significant components and performed full scope audits of the UK parent company, certain other UK holding and financing companies and six significant operating companies being Vedanta Limited, Cairn Energy Hydrocarbons Limited, Talwandi Sabo Power Limited, Hindustan Zinc Limited, Bharat Aluminium Company Limited and ESL Steel Limited along with specified Group level audit procedures on the material external balances at the non-significant components.

Our audit of the Group financial statements also involved the use of component auditors. The Group audit team provided comprehensive instructions to those component auditors. These instructions included details of the identified risks of material misstatement including those risks identified above. Those instruction also included an assessment of component materiality.

The Group audit team discussed and agreed the proposed approach to addressing these risks with the component auditors and the nature and form of their reporting on the results of their work. The Group team conducted reviews of the working papers prepared by component auditors using remote file reviews. They also participated in face-to-face meetings and conference calls at various phases of the audit engagement as part of their management and control of the Group audit engagement.



Notes:

- Full scope refers to the conduct of an audit of the components underlying financial information in accordance with ISAs UK.
- Limited scope incorporates those circumstances where component auditors have been instructed to perform certain procedures on financial statements areas or specific financial statement line items for individual components.
- Component auditors of lower risk components will usually be instructed to conduct a review of the financial position and performance of the component comparing the actual performance of that component with their valid expectations based on their knowledge of the entity and any known changes in its operational environment and investigating any unusual or unexpected results.
- Some components have been identified as being immaterial to the Group individually and in aggregate.

Material subsidiaries were determined based on:

- financial significance of the component to the Group as a whole; and
- assessment of the risk of material misstatements applicable to each component.

At the parent company level we also tested the consolidation process and carried out analytical procedures to confirm that there were no significant risks of material misstatement of the aggregated financial information of the remaining components not subject to audit or audit of specified account balances.

The control environment

We evaluated the design and implementation of those internal controls of the Group, including the Parent Company, which are relevant to our audit, such as those relating to the financial reporting cycle.

Climate-related risks

In planning our audit and gaining an understanding of the Group and Parent Company we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management's climate-related risk assessment, along with relevant documentation and reports relating to management's assessment and held discussions with management to understand their process for identifying and assessing those risks.

We engaged internal specialists to assess, amongst other factors, the benchmarks used by management, the nature of the Group's business activities, its processes and the geographic distribution of its activities.

We critically reviewed management's assessment and challenged the assumptions underlying their assessment. We made enquiries to understand the extent of the potential impact of climate change risks on the Group's financial statements. This has included a review of critical accounting estimates and judgements, and the effect on our audit approach. We also considered the ongoing viability of the business in respect both to direct climate risks and changes in legislation as nations grapple with their commitments to reduce emissions.

Reporting on other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received by branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from



error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector, the control environment, business performance including remuneration policies and the Group's, including the Parent Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors and component auditors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of Indian corporate and tax law, the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Group.
- Obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on those laws and regulations that had a direct effect on the financial statements. We considered the key UK laws and regulations including, the Companies Act 2006 and applicable tax legislation. In addition, we considered compliance with the UK Bribery Act and employee legislation, as fundamental to the Group's operations.
- We enquired of the directors and management concerning the Group's and the Parent Company's policies and procedures relating to:
 - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. The Group engagement team shared this risk assessment with the Component Auditors of Significant Subsidiaries so that they could include appropriate audit procedures in response to such risks in their work.

Audit response to the risks identified

In respect of the above procedures we:

- We reviewed and challenged component auditor workpapers in respect of compliance with local relevant laws in operation in India, including reviewing third party opinions obtained by the component auditors in respect of the most significant legal matters.
- Enquired of management to identify any instances of non-compliance with laws and regulations.
- Reviewed financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- Enquired of management around actual and potential litigation and claims including review of professional legal opinions where appropriate.
- Enquired of management to identify any instances of known or suspected instances of fraud.
- Discussed among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.
- Reviewed minutes of meetings of those charged with governance.
- Reviewed internal audit reports.
- Reviewed the control systems in place and testing the effectiveness of certain controls.
- Performed audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias; and
- Assessed the procedures performed by component auditors in respect of the capability of such procedures to detect irregularities including fraud, from a detailed review of their work.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Rakesh Shaunak FCA

Senior Statutory Auditor
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
May 30, 2024

MHA is a trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

CONSOLIDATED INCOME STATEMENT

(US\$ million)

Note	Year ended 31 March 2024			Year ended 31 March 2023		
	Before Special items	Special items (Note 6)	Total	Before Special items	Special items (Note 6)	Total
Revenue	17,128	-	17,128	18,141	142	18,283
Cost of sales	(12,959)	96	(12,863)	(14,178)	(259)	(14,437)
Gross profit / (loss)	4,169	96	4,265	3,963	(117)	3,846
Other operating income	247	-	247	239	-	239
Distribution costs	(473)	-	(473)	(476)	-	(476)
Administrative expenses	(596)	-	(596)	(530)	-	(530)
Impairment reversal / (charge) [net]	-	28	28	-	(61)	(61)
Operating profit / (loss)	3,347	124	3,471	3,196	(178)	3,018
Investment revenue	202	-	202	251	-	251
Finance costs	(1,882)	-	(1,882)	(1,558)	-	(1,558)
Other gains and (losses) [net]	(37)	-	(37)	(79)	-	(79)
Profit / (loss) before taxation (a)	1,630	124	1,754	1,810	(178)	1,632
Net (expense)/tax credit (b)	(837)	(818)	(1,655)	(894)	100	(794)
Profit / (loss) for the year (a+b)	793	(694)	99	916	(78)	838
Attributable to:						
Equity holders of the parent	31	(431)	(400)	49	(54)	(5)
Non-controlling interests	762	(263)	499	867	(24)	843
Profit / (loss) for the year	793	(694)	99	916	(78)	838



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year	99	838
Items that will not be reclassified subsequently to income statement:		
Remeasurement of net defined benefit plans (note 26)	(1)	(1)
Tax effects on net defined benefit plans	1	1
Loss on fair value of financial asset equity investment	(2)	(5)
Total (a)	(2)	(5)
Items that may be reclassified subsequently to income statement:		
Exchange differences arising on translation of foreign operations	(75)	(614)
Loss on fair value of financial asset debt investment	-	(4)
(Loss) / Gain on cash flow hedges	(7)	430
Tax effects arising on cash flow hedges	2	(149)
Gain on cash flow hedges recycled to income statement	(6)	(428)
Tax effects arising on cash flow hedges recycled to income statement	2	150
Total (b)	(84)	(615)
Other comprehensive loss for the year (a+b)	(86)	(620)
Total comprehensive income for the year	13	218
Attributable to:		
Equity holders of the parent	(446)	(301)
Non-controlling interests	459	519
Total comprehensive income for the year	13	218

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(US\$ million)

Particulars	Note	As at 31 March 2024	As at 31 March 2023*
Assets			
Non-current assets			
Goodwill	14	-	12
Intangible assets	15	84	64
Property, plant and equipment	16	13,452	12,786
Exploration and evaluation assets	16	282	284
Financial asset investments	17	118	63
Non-current tax assets	11(d)	458	382
Other non-current assets	18	1,529	1,680
Deferred tax assets	11(c)	422	1,095
		16,345	16,366
Current assets			
Inventories	19	1,560	1,830
Trade and other receivables	18	2,438	2,279
Financial instruments (derivatives)	24	20	26
Current tax assets		8	45
Short-term investments	20	1,575	1,728
Cash and cash equivalents	21	384	1,037
		5,985	6,945
Total assets		22,330	23,311
Liabilities			
Current liabilities			
Borrowings	22(a)	3,378	5,809
Operational buyer's credit/supplier's credit	22(c)	1,792	1,667
Trade and other payables	23	4,881	5,513
Financial instruments (derivatives)	24	17	23
Retirement benefits	26	6	8
Provisions	25	35	38
Current tax liabilities		299	72
		10,408	13,130
Net current liabilities		(4,423)	(6,185)
Non-current liabilities			
Borrowings	22(a)	10,952	9,549
Trade and other payables	23	240	219
Financial instruments (derivatives)	24	-	2
Deferred tax liabilities	11(c)	1,206	866
Retirement benefits	26	28	27
Provisions	25	344	390
		12,770	11,053
Total liabilities		23,178	24,183
Net liabilities		(848)	(872)



(US\$ million)

Particulars	Note	As at 31 March 2024	As at 31 March 2023*
Equity			
Share capital	29	29	29
Hedging reserve		(94)	(90)
Other reserves		(792)	(750)
Retained earnings		(2,571)	(2,537)
Equity attributable to equity holders of the parent		(3,428)	(3,348)
Non-controlling interests	30	2,580	2,476
Total equity		(848)	(872)

*Restated. Refer note 3(b).

Financial Statements of Vedanta Resources Limited with registration number 4740415 were approved and authorised for issue by the Board of Directors on 30 May 2024 and signed on their behalf by

AR Narayanaswamy
Director

Deepak Kumar
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

(US\$ million)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Operating activities			
Profit before taxation		1,754	1,632
Adjustments for:			
Depreciation and amortisation		1,283	1,382
Investment revenues	7	(202)	(251)
Finance costs		1,882	1,558
Other (gains) and losses (net)		37	79
Loss on disposal of Property plant and equipment		14	1
Share-based payment charge		14	11
Liabilities written back		(16)	(34)
Exploration costs written off		89	30
Capital creditor written back	6	(96)	-
Impairment charge/ (reversal) of assets (net)	6	(28)	61
Transfer of CSR Assets	15	-	15
Provision for doubtful debts /Expected credit loss (ECL)/bad debts written off		33	53
Other non cash items		(0)	(7)
Operating cash flows before movements in working capital		4,764	4,530
(Increase)/Decrease in inventories		204	(92)
(Increase)/Decrease in receivables		(35)	280
Increase/(Decrease) in payables		(415)	363
Cash generated from operations		4,515	5,081
Dividend received		5	2
Interest received		152	210
Interest paid		(1,840)	(1,503)
Income taxes paid (net of refunds)		(351)	(998)
Dividends paid		-	(16)
Refund of dividend distribution tax		-	10
Net cash inflow from operating activities		2,484	2,786
Cash flows from investing activities			
Purchases of property, plant and equipment, intangibles, exploration and evaluation assets		(2,019)	(1,700)
Proceeds on disposal of property, plant and equipment, intangibles, exploration and evaluation assets		23	16
Proceeds from redemption of short-term investments	22(b)	8,199	16,185
Purchases of short-term investments	22(b)	(8,028)	(15,092)
Proceeds from sale of stake in subsidiaries		904	-
Proceeds from sale of investment in subsidiary	3(e)	10	-
Purchase of long term investments	34	(59)	(3)
Proceeds from sale of long term investments		1	-
Payment made to site restoration fund		(25)	(16)
Net cash used in investing activities		(994)	(637)



CONSOLIDATED CASH FLOW STATEMENT

(US\$ million)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from financing activities			
Payment for acquiring non-controlling interest		-	(2)
Dividends paid to non-controlling interests of subsidiaries		(967)	(2,523)
Proceeds/(repayment of) working capital loan (net)	22(b)	(18)	(118)
Proceeds from other short-term borrowings	22(b)	1,301	2,971
Repayment of other short-term borrowings	22(b)	(2,367)	(2,281)
Proceeds from long-term borrowings	22(b)	4,764	3,819
Repayment of long-term borrowings	22(b)	(4,613)	(4,317)
Purchase of stock option		(24)	-
Payment of lease liabilities		(48)	(23)
Net cash used in financing activities		(1,972)	(2,474)
Net decrease in cash and cash equivalents		(482)	(325)
Effect of foreign exchange rate changes		(11)	(83)
Cash and cash equivalents at beginning of the year		858	1,266
Cash and cash equivalents at end of the year	21 & 22(b)	365	858

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2024

(US\$ million)

	Attributable to equity holders of the parent						
	Share capital (Note 29)	Hedging reserve ²	Other reserves ¹	Retained earnings	Total	Non-controlling Interests	Total equity
At 01 April 2023	29	(90)	(750)	(2,537)	(3,348)	2,476	(872)
Profit/ (Loss) for the year	-	-	-	(400)	(400)	499	99
Other comprehensive income/ (loss) for the year	-	(4)	(42)	-	(46)	(40)	(86)
Total comprehensive income/ (loss) for the year	-	(4)	(42)	(400)	(446)	459	13
Dividends paid/ payable (note 13)	-	-	-	-	-	(676)	(676)
Exercise of stock options of subsidiary	-	-	-	10	10	2	12
Acquisition/sale of stake in Subsidiary ⁴	-	-	-	376	376	325	701
Change in fair value of put option liability/ conversion option asset/derecognition of non-controlling interest	-	-	-	(0)	(0)	(4)	(4)
Other changes in non-controlling interests ³	-	-	-	(20)	(20)	(2)	(22)
At 31 March 2024	29	(94)	(792)	(2,571)	(3,428)	2,580	(848)

1. Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
2. Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
3. Includes purchase of shares by Vedanta Limited through ESOP trust for its stock options and share-based payment charge by subsidiaries.
4. During the current year ended 31 March 2024, VRL, through its subsidiary Vedanta Netherlands Investment B.V. (VNIB), Twinstar Holdings Limited (THL) and Finsider International Company Limited (FICL) reduced its shareholding by 229,018,600 equity shares of Vedanta Limited ("VEDL") thereby decreasing its overall stake from 68.10% to 61.95% of the total paid-up share capital of VEDL.



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2023

	(US\$ million)						
	Attributable to equity holders of the parent						
	Share capital (Note 29)	Hedging reserve ²	Other reserves ¹	Retained earnings	Total	Non-controlling Interests	Total equity
At 01 April 2022	29	(88)	(456)	(2,598)	(3,113)	4,648	1,535
Profit for the year	-	-	-	(5)	(5)	843	838
Other comprehensive income/ (loss) for the year	-	(2)	(294)	-	(296)	(324)	(620)
Total comprehensive income/ (loss) for the year	-	(2)	(294)	(5)	(301)	519	218
Dividends paid/ payable (note 13)	-	-	-	(18)	(18)	(2,825)	(2,843)
Exercise of stock options of subsidiary	-	-	-	7	7	8	15
Acquisition/sale of stake in Subsidiary ^{4,5}	-	-	-	63	63	137	200
Change in fair value of put option liability/ conversion option asset/derecognition of non- controlling interest	-	-	-	7	7	(9)	(2)
Refund of Dividend Distribution Tax	-	-	-	7	7	3	10
Other changes in non-controlling interests ³	-	-	-	-	-	(5)	(5)
At 31 March 2023	29	(90)	(750)	(2,537)	(3,348)	2,476	(872)

1. Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
2. Hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.
3. Includes share-based payment charge by subsidiaries.
4. During the previous year ended 31 March 2023, Ferro Alloys Corporation Limited (FACOR), wholly owned subsidiary of Vedanta Limited, acquired 20,000,000 shares in its subsidiary, Facor Power Limited (FPL), increasing its stake from 90% to 98.69%. On 21 November 2022, FPL amalgamated with FACOR.
5. During the previous year ended 31 March 2023, VRL, through its subsidiary Vedanta Netherlands Investment B.V. (VNIB) reduced its shareholding from 63,514,714 shares to 5,014,714 equity shares of Vedanta Limited ("VEDL") thereby decreasing its overall stake from 69.68% to 68.10% of the total paid-up share capital of VEDL.

OTHER RESERVES COMPRISE

(US\$ million)

	Currency translation reserve ⁽¹⁾	Merger reserve ⁽²⁾	Financial asset investment revaluation reserve	Capital reserve ⁽³⁾	Other reserves ⁽⁴⁾	Total
At 01 April 2022	(2,617)	4	12	29	2,116	(456)
Exchange differences on translation of foreign operations	(289)	-	-	-	-	(289)
Loss on fair value of financial asset investments	-	-	(5)	-	-	(5)
Remeasurements	-	-	-	-	0	0
At 31 March 2023	(2,906)	4	7	29	2,116	(750)
Exchange differences on translation of foreign operations	(41)	-	-	-	-	(41)
Loss on fair value of financial asset investments	-	-	(1)	-	-	(1)
Remeasurements	-	-	-	-	0	0
At 31 March 2024	(2,947)	4	6	29	2,116	(792)

- (1) Items in the consolidated statement of profit and loss of those businesses for which the US\$ is not the functional currency are translated into US\$ at the average rates of exchange during the year/ exchange rates as on the date of transaction. The related consolidated balance sheet is translated into US\$ at the rates as at the reporting date. Exchange differences arising on translation are recognised in consolidated statements of other comprehensive income. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated statement of profit and loss.
- (2) The merger reserve arose on incorporation of the Company during the year ended 31 March 2004. The investment in Twinstar Holdings Limited (THL) had a carrying amount value of US\$ 20 million in the accounts of Vedanta Incorporated (formerly known as Volcan Investments Limited) ("Vedanta Inc"). As required by the Companies Act 1985, Section 132, upon issue of 156,000,000 Ordinary shares to Vedanta Inc, THL's issued share capital and share premium account have been eliminated and a merger reserve of US\$ 4 million arose, being the difference between the carrying value of the investment in THL in Vedanta Inc's accounts and the nominal value of the shares issued to Vedanta Inc.
- (3) The balance in capital reserve has mainly arisen pursuant to extinguishment of non-controlling interests of subsidiaries.
- (4) Other reserves include legal reserves of US\$ 4 million (31 March 2023: US\$ 4 million), debenture redemption reserve of US\$ 36 million (31 March 2023 US\$ 36 million) and balance mainly includes general reserve and capital redemption reserve. Debenture redemption reserve is required to be created under the Indian Companies Act from annual profits until such debentures are redeemed. Legal reserve is required to be created by Fujairah Gold by appropriation of 10 % of profits each year until the balance reaches 50% of the paid-up share capital. This reserve is not available for distribution except in circumstances stipulated by the Articles of Incorporation. Under the erstwhile Indian Companies Act, 1956, general reserve was created in relation to Group's Indian subsidiaries through an annual transfer of net income to general reserve at a specified percentage in accordance with applicable regulations. The purpose of these transfers is to ensure that the total dividend distribution is less than total distributable reserves for that year. The said requirement was dispensed with w.e.f. 01 April 2013 and there are no restrictions on use of these reserves.



NOTES

forming part of the consolidated financial statements as at and for the year ended 31 March 2024

Group overview

Vedanta Resources Limited ("Vedanta" or "VRL" or "Company"), a company limited by shares and incorporated and domiciled in the United Kingdom. Registered address of the Company is C/O TMF Group 13th Floor, One Angel Court, London, United Kingdom, EC2R 7HJ. Vedanta and its consolidated subsidiaries (collectively, the "Group") is a diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. The Group engages in the exploration, production and sale of zinc, lead, silver, copper, aluminium, iron ore and oil and gas and has a presence across India, South Africa, Namibia, Ireland, Australia, Liberia and UAE. The Group is also in the business of commercial power generation, steel manufacturing and port operations in India and manufacturing of glass substrate in South Korea and Taiwan.

Details of Group's various businesses are as follows. The Group's percentage holdings in each of the below businesses are disclosed in note 38.

- Zinc India business is owned and operated by Hindustan Zinc Limited ("HZL").
- Zinc international business comprises Skorpion mine and refinery in Namibia operated through THL Zinc Namibia Holdings (Proprietary) Limited ("Skorpion"), Lisheen mine in Ireland operated through Vedanta Lisheen Holdings Limited ("Lisheen") (Lisheen mine ceased operations in December 2015) and Black Mountain Mining (Proprietary) Limited ("BMM"), whose assets include the operational Black Mountain mine and the Gamsberg mine project located in South Africa.
- The Group's oil and gas business is owned and operated by Vedanta Limited ("VEDL") and its subsidiary, Cairn Energy Hydrocarbons Limited and consists of exploration, development and production of oil and gas.
- The Group's iron ore business is owned by the Vedanta Limited, and by its wholly owned subsidiary, i.e., Sesa Resources Limited and consists of exploration, mining and processing of iron ore, pig iron and metallurgical coke and generation of power for captive use. Pursuant to the Honourable Supreme Court of India order, mining operations in the state of Goa were suspended. During the year ended 31 March 2023, the Government of Goa had initiated auction of mines in which the Group had participated. The Group has been declared as the principal bidder for the Bicholim mine and has received the Letter of Intent (LOI) from the Government of Goa. During the current year, the Group has received environmental clearance from Ministry of Environment, Forest and Climate Change ("MoEFCC") and Consent to Operate ("CTO") from Goa State Pollution Board followed by commencement of operations in March 2024.

In addition, the Group's iron ore business also includes a wholly owned subsidiary, Western Cluster Limited ("WCL") in Liberia which has iron ore assets. WCL's assets include development rights to Western Cluster and a network of iron ore deposits in West Africa. During the previous year, WCL has signed a Memorandum of Understanding with the Government of Liberia to re-start its mining operations in Liberia post which commercial production and shipments of saleable ore were commenced.

- The Group's copper business is owned and operated by Vedanta Limited, Copper Mines of Tasmania Pty Ltd ("CMT") and Fujairah Gold FZC and is principally one of custom smelting captive power plants at Tuticorin in Southern India.

The Group's copper business in Tamil Nadu, India has received an order from the Tamil Nadu Pollution Control Board ("TNPCB") on 09 April 2018, rejecting the Group's application for renewal of consent to operate under the Air and Water Acts for the 400,000 TPA copper smelter plant in Tuticorin for want of further clarification and consequently the operations were suspended. The Group has filed an appeal with TNPCB Appellate authority against the said order. During the pendency of the appeal, TNPCB through its order dated 23 May 2018 ordered for disconnection of electricity supply and closure of copper smelter plant. Post such order, the state government on 28 May 2018 ordered the permanent closure of the plant. The Group has filed a writ petition before the Madras High Court challenging the various orders passed against the Group in FY 2018 and FY 2013. On 18 August 2020, the Madras High Court delivered the judgement wherein it dismissed all the Writ petitions filed by the Group. Thereafter the Group has approached the Supreme Court and challenged the said High Court order by way of a Special Leave petition ("SLP"). During the year 31 March 2024, the Hon'ble Supreme Court, after hearing the parties to the proceedings has dismissed the SLP filed by the Group vide judgement dated 29 February 2024. On 01 April 2024, the Group preferred a review petition before the Hon'ble Supreme Court. [Refer note 2(c)(l)(iii)].

Further, the Group's copper business includes refinery and rod plant at Silvassa consisting of a 245,000 MT of blister/secondary material processing plant, a 216,000 TPA copper refinery plant and a copper rod mill with an installed capacity of 258,000 TPA. The plant continues to operate as usual, catering to the domestic market.

In addition, the Group owns and operates a precious metal refinery and copper rod plant in Fujairah, UAE through its subsidiary Fujairah Gold FZC and the Mt. Lyell copper mine in Tasmania, Australia through its subsidiary, CMT. The operations of Mt Lyell copper mine were suspended in January 2014 following a mud slide incident and were put

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into care and maintenance since 09 July 2014 following a rock fall incident in June 2014. In November 2021, the Group executed an arrangement with a third party for further exploration with an option to fully divest its shareholding in return for royalties on successful mining and production. In November 2023, the Group has divested its 100% equity ownership in CMT at consideration agreed as per above arrangement [Refer note 3(e)].

- The Group's Aluminium business is owned and operated by Vedanta Limited and by Bharat Aluminium Company Limited ("BALCO"). The aluminium operations include a refinery and captive power plant at Lanjigarh, smelter and captive power plants at Jharsuguda both situated in the State of Odisha in Eastern India. BALCO's partially integrated aluminium operations comprise two bauxite mines, captive power plants, smelting and fabrication facilities in the State of Chhattisgarh in central India.
- The Group's power business is owned and operated by Vedanta Limited and Meenakshi Energy Limited ("Meenakshi"), and Talwandi Sabo Power Limited ("TSPL"), wholly owned subsidiaries of the Vedanta Limited, which are engaged in the power generation business in India. Vedanta Limited power operations include a thermal coal-based commercial power facility of 600 MW at Jharsuguda in the State of Odisha in Eastern India and a 1,200 MW (two units of 600MW each) thermal coal-based power plant, in the state of Chhattisgarh in Eastern India. Talwandi Sabo Power Limited ("TSPL") power operations include 1,980 MW (three units of 660 MW each) thermal coal-based commercial power facilities. Meenakshi power operations include 1,000 MW coal-based power plant (two units of 150 MW each and two units of 350 MW each),

located at Nellore, Andhra Pradesh. Power business also includes the wind power plants commissioned by HZL and a power plant at MALCO Energy Limited ("MEL") (under care and maintenance) situated at Mettur Dam in the State of Tamil Nadu in southern India.

- The Group's other activities include ESL Steel Limited ("ESL") (formerly known as Electrosteel Steels Limited). ESL is engaged in the manufacturing and supply of billets, TMT bars, wire rods and ductile iron pipes in India and also deals in mining of iron ore and its supply.

The Group's other business also include Vizag General Cargo Berth Private Limited ("VGCB"). Vizag port project includes mechanization of coal handling facilities and upgradation of general cargo berth for handling coal at the outer harbour of Visakhapatnam Port on the east coast of India. VGCB commenced operations in the fourth quarter of fiscal 2013. The Group's other business also include AvanStrate Inc. ("ASI"), Vedanta Semiconductors Private Limited ("VSPL"), Vedanta Displays Limited ("VDL"), Ferro Alloys Corporation Limited ("FACOR") and Desai Cement Company Private Limited ("DCCPL"). ASI is involved in the manufacturing of glass substrate in South Korea and Taiwan. The Group has acquired Vedanta Semiconductors Private Limited and Vedanta Displays Limited during the current year for manufacturing semiconductor and display glass panels, respectively. FACOR is involved in manufacturing of Ferro Alloys, mining of chrome ore and generation of power. It owns a ferro chrome plant with a capacity of approximately, 140,000 TPA, 100 MW power plant and a mine in Sukinda valley with current capacity of 290,000 TPA. DCCPL is involved in business of producing slag cements and owns three ball mills with capacity of 218,000 TPA.



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1. Basis of preparation and basis of measurement of financial statements

a) Basis of preparation

The consolidated financial statements have been prepared in accordance with those parts of the Companies Act, 2006 applicable to companies reporting under International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as adopted in the United Kingdom ("UK adopted IFRS").

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated. The application of UK adopted IFRS has had no impact on accounting policies.

These financial statements were approved for issue by the Board of Directors on 30 May 2024.

These financial statements are presented in US dollars being the functional currency of the Company and all values are rounded off to the nearest million except when indicated otherwise. Amounts less than US\$ 0.5 million have been presented as "0".

Certain comparative amounts appearing in these consolidated financial statements have been regrouped and/or reclassified to better reflect the nature of those items.

b) Basis of Measurement

The consolidated financial statements have been prepared using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

c) Going concern

The Group has prepared the consolidated financial statements on a going concern basis. The Directors have considered a number of factors in concluding on their going concern assessment.

The Group monitors and manages its funding position and liquidity requirements including its net current liability position and routinely forecasts its future cash flows and financial position. The key assumptions for these forecasts include production profiles, commodity prices and financing activities.

Prior to current period, the last going concern assessment carried out for the period ended 30 September 2023 was approved by the Board of Directors in December 2023. The Directors were confident that

the Group will be able to operate within the levels of its current facilities for the foreseeable future, that the Group will be able to roll-over or obtain external financing as required and that prices will remain within their expected range.

While the mitigating actions as highlighted in the period ended 30 September 2023 financial statements remain available to the Group, following recent significant developments have had a positive bearing on the liquidity and Company's ability to continue as a going concern;

- a. Vedanta has raised new term loans for refinancing of US\$ 1,500 million and short-term loans of US\$ 200 million for a period ranging from 1 year to 1.5 year.

The Directors consider that the expected operating cash flows of the Group combined with the current finance facilities which are in place give them confidence that the Group has adequate resources to continue as a going concern.

The Directors have considered the Group's ability to continue as a going concern in the period to 30 September 2025 ("the going concern period") under both a base case and a downside case.

The downside case assumes, amongst other sensitivities, delayed ramp-up and re-opening of projects, deferment of additional capital expenditure and a conservative assumption of uncommitted refinancing.

Covenant Compliance

The Group's financing facilities, including bank loans and bonds, contain covenants requiring the Group to maintain specified financial ratios. The Group has complied with all the covenant requirements till 31 March 2024.

The Directors of the Group are confident that the Group will be able to comply requisite covenants for the going concern period and will be able to execute mitigating actions as mentioned below, to ensure that the Group avoids, or secures waivers or relaxations for future period breaches, if any, of its covenants during the going concern period.

Mitigating actions

The mitigating options available to the Group and the Company to address the uncertainties in relation to going concern include:

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- Execution of an off-take agreement covering certain future production and amounting potentially to c. US\$ 1 billion. The Group is currently negotiating with a number of interested bidders for an off-take agreement, under which the Group would receive an advance payment in return for supply of certain future production. However, no agreement has been concluded and there is a therefore uncertainty as to the Group's ability to access these funds.
- Extension of working capital facilities: As at 31 March 2024, the Group had unutilised working capital facilities amounting to c. US\$ 1.1 billion. These facilities are not committed for the full duration of the going concern period to September 2025, but rather must be extended or rolled over. There is therefore a risk that, in adverse market conditions, the Group would not be able to extend or roll over these facilities. However, the Directors assess that the Group has a strong record of extending and rolling over these short-term facilities and has historically had significantly higher levels of commercial papers in issue.
- Access to buyers'/suppliers' credit and customer advances: As at 31 March 2024 the Group had c. US\$ 1.8 billion of suppliers' credit and c. US\$ 0.9 billion of advances from customers. These financing arrangements are integral to the business of certain Group divisions but are not committed for the full duration of the going concern period. There is therefore a risk that the Group will not be able to access these financing arrangements in the future. Nevertheless, the Directors note that the Group has in the past consistently obtained suppliers' credit and customer advances at current levels.

Conclusion

Notwithstanding the factors described above, the Directors have confidence in Group's ability to execute sufficient mitigating actions. Based on these considerations, the Directors have a reasonable expectation that the Group and the Company will meet its commitments as they fall due over the going concern period. Accordingly, the Directors continue to adopt the going concern basis in preparing the Group's consolidated financial statements and Company's standalone financial statements.

d) Parent Company financial statements

The financial statements of the parent company, Vedanta Resources Limited, incorporated in the United Kingdom, have been prepared in accordance with

FRS 101 and The Companies Act 2006. the Company financial statements and associated notes have been presented separately.

2(a) Material Accounting Policies

(i) Basis of Consolidation

Subsidiaries:

The consolidated financial statements incorporate the results of the Company and all its subsidiaries (the "Group"), being the entities that it controls.

The financial statements of subsidiaries are prepared for the same reporting year as the Company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group.

For non-wholly owned subsidiaries, a share of the profit/(loss) for the financial year and net assets is attributed to the non-controlling interests as shown in the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of financial position.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

For acquisitions of additional interests in subsidiaries, where there is no change in control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between this figure and the cash paid, inclusive of transaction fees, being recognised in equity. Similarly, upon dilution of controlling interests the difference between the cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. The results of subsidiaries acquired or disposed off during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated. Unrealised losses are eliminated unless costs cannot be recovered.



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Joint arrangements

A Joint arrangement is an arrangement of which two or more parties have joint control. Joint control is considered when there is contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investments in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement, have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby, the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group has both joint operations and joint ventures.

Joint operations

The Group has Joint operations within its Oil and gas segment. It participates in several unincorporated joint operations which involve the joint control of assets used in oil and gas exploration and producing activities. The Group accounts for its share of assets, liabilities, income and expenditure of joint operations in which the Group holds an interest. Liabilities in unincorporated joint operations where the Group is the operator, is accounted for at gross values (including share of other partners) with a corresponding receivable from the venture partner. These have been included in the consolidated financial statements under the appropriate headings.

Details of joint operations are set out in note 37.

Joint venture

The Group accounts for its interest in joint ventures using the equity method, after initially being recognised at cost in the consolidated statement of financial position. Goodwill arising on the acquisition of joint venture is included in the carrying value of investments in joint venture.

Investments in associates

An associate is an entity over which the Group has significant influence.

Equity method of accounting

Under the equity method of accounting applicable for investments in associates and joint ventures, investments are initially recorded at the cost to the Group and then, in subsequent periods, the carrying

value is adjusted to reflect the Group's share of the post-acquisition profits or losses of the investee, and the Group's share of other comprehensive income of the investee, other changes to the investee's net assets and is further adjusted for impairment losses, if any. Dividend received or receivable from associate and joint ventures are recognised as a reduction in carrying amount of the investment.

The consolidated income statement and consolidated statement of comprehensive income include the Group's share of investee's results, except where the investee is generating losses, share of such losses in excess of the Group's interest in that investee are not recognised. Losses recognised under the equity method in excess of the Group's investment in ordinary shares are applied to the other components of the Group's interest that forms part of Group's net investment in the investee in the reverse order of their seniority (i.e., priority in liquidation).

If the Group's share of losses in an associate or joint venture equals or exceeds its interests in the associate or joint venture, the Group discontinues the recognition of further losses. Additional losses are provided for, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate/ joint venture.

Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in these entities. Unrealised losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment of the asset transferred. Accounting policies of equity accounted investees is changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2 (a)(x) below.

(ii) Business combination

Business combinations are accounted for under the acquisition method. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standards.

Excess of fair value of purchase consideration and the acquisition date non-controlling interest over the acquisition date fair value of identifiable assets acquired and liabilities assumed is recognised as

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goodwill. Goodwill arising on acquisitions is reviewed for impairment annually. Where the fair values of the identifiable assets and liabilities exceed the purchase consideration, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the surplus is credited to the consolidated income statement in the period of acquisition.

Where it is not possible to complete the determination of fair values by the date on which the first post-acquisition financial statements are approved, a provisional assessment of fair value is made and any adjustments required to those provisional fair values are finalised within 12 months of the acquisition date.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed twelve months from the acquisition date.

Any non-controlling interest in an acquiree is measured at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. This accounting choice is made on a transaction-by-transaction basis.

Acquisition expenses are charged to the consolidated income statement in the periods in which the costs are incurred and the services are received except costs to issue debt or equity securities which shall be recognised in accordance with IAS 32 and IFRS 9.

If the Group acquires a group of assets in a company that does not constitute a business combination in accordance with IFRS 3 'Business Combinations', the cost of the acquired group of assets is allocated to the individual identifiable assets acquired based on their relative fair value.

Common control transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and

the control is not transitory. The transactions between entities under common control are scoped out of IFRS 3 and there is no authoritative literature for these transactions under IFRS. As a result, the Group adopted accounting principles similar to the pooling-of-interest method based on the predecessor values. The assets and liabilities of the acquired entity are recognised at the book values recorded in the ultimate parent entity's consolidated financial statements.

The components of equity of the acquired companies are added to the same components within Group equity except that any share capital and investments in the books of the acquiring entity is cancelled and the differences, if any, is adjusted in the opening retained earnings/ capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these financial statements and the financial statements of the commonly controlled entities would be combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior years' comparative information is only adjusted for periods during which the entities were under common control.

(iii) Revenue recognition

Sale of goods/ rendering of services (Including Revenue from contracts with customers).

The Group's revenue from contracts with customers is mainly from the sale of copper, aluminium, iron ore, zinc, oil and gas, power, steel, glass substrate and port operations. Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer as per terms of contract, which usually is on delivery of the goods to the shipping agent at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is recognised net of discounts, volume rebates, outgoing sales taxes/ goods and service tax and other indirect taxes. Revenues from sale of by-products are included in revenue.

Certain of the Group's sales contracts provide for provisional pricing based on the price on the London Metal Exchange ("LME") and crude index, as specified in the contract. Revenue in respect of such contracts is recognised when control passes to the customer and is measured at the amount the entity expects to be entitled – being the estimate of the price expected to be received at the end of the measurement period. Post transfer of control of goods, provisional pricing features are accounted in accordance with IFRS 9 'Financial Instruments' rather than IFRS 15 'Revenue



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from contracts with customers' and therefore the IFRS 15 rules on variable consideration do not apply. These 'provisional pricing' adjustments, i.e., the consideration adjusted post transfer of control are included in total revenue from operations on the face of the Consolidated Income Statement and disclosed by way of note to the financial statements. Final settlement of the price is based on the applicable price for a specified future period. The Group's provisionally priced sales are marked to market using the relevant forward prices for the future period specified in the contract and is adjusted in revenue.

Revenue from oil, gas and condensate sales represent the Group's share in the revenue from sale of such products, by the joint operations, and is recognised as and when control in these products gets transferred to the customers. In computing its share of revenue, the Group excludes government's share of profit oil which gets accounted for when the obligation in respect of the same arises.

Revenue from sale of power is recognised when delivered and measured based on rates as per bilateral contractual agreements with buyers and at a rate arrived at based on the principles laid down under the relevant Tariff Regulations as notified by the regulatory bodies, as applicable.

Where the Group acts as a port operator, revenues relating to operating and maintenance phase of the port contract are measured at the amount that Group expects to be entitled to for the services provided.

If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is received. The advance payments received plus a specified rate of return/ discount, at the prevailing market rates, is settled by supplying respective goods over a period of up to twenty-four months under an agreed delivery schedule as per the terms of the respective agreements. As these are contracts that the Group expects, and has the ability, to fulfil through delivery of a non-financial item, these are presented as advance from customers and are recognised as revenue as and when control of respective commodities is transferred to customers under the agreements. The fixed rate of return/discount is treated as finance cost. The portion of the advance where either the Group does not have a unilateral right to defer settlement beyond 12 months or expects settlement within 12 months from the balance sheet date is classified as current liability.

Interest income

Interest income from debt instruments carried at amortised cost is recognised using the effective interest rate method as per IFRS 9.

Dividends

Dividend income is recognised in the consolidated income statement only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(iv) Special items

Special items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges and acquisition and restructuring related costs), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior years. No tax impact other than tax impact on exceptional items including change in tax regime are considered exceptional. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with UK adopted IFRS. The determination as to which items should be disclosed separately requires a degree of judgement.

(v) Property, Plant and Equipment

Mining properties and leases

When a decision is taken that a mining property is viable for commercial production (i.e., when the Group determines that the mining property will provide sufficient and sustainable return relative to the risks and the Group decided to proceed with the mine development), all further pre-production primary development expenditure other than that on land, buildings, plant, equipment and capital work in progress is capitalised as property, plant and equipment under the heading "Mining properties and leases" together with any amount transferred from "Exploration and evaluation" assets. The costs of mining properties and leases include the costs of acquiring and developing mining properties and mineral rights.

The stripping cost incurred during the production phase of a surface mine is deferred to the extent the current period stripping cost exceeds the average period stripping cost over the life of mine and recognised as an asset if such cost provides a benefit in terms of improved access to ore in future periods and certain criteria are met. When the benefit from the stripping costs are realised in the current period, the stripping

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costs are accounted for as the cost of inventory. If the costs of inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. The group uses the expected volume of waste compared with the actual volume of waste extracted for a given value of ore/mineral production for the purpose of determining the cost of the stripping activity asset.

Deferred stripping costs are included in mining properties within property, plant and equipment and disclosed as a part of mining properties. After initial recognition, the stripping activity asset is depreciated on a unit of production method over the expected useful life of the identified component of the ore body.

In circumstances where a mining property is abandoned, the cumulative capitalised costs relating to the property are written off in the period in which it occurs, i.e., when the Group determines that the mining property will not provide sufficient and sustainable returns relative to the risks and the Group decides not to proceed with the mine development.

Commercial reserves are proved, and probable reserves as defined by the 'JORC' Code, 'MORC' code or 'SAMREC' Code. Changes in the commercial reserves affecting unit of production calculations are dealt with prospectively over the revised remaining reserves.

The estimates of hydrocarbon reserves and resources have been derived in accordance with the Society of Petroleum Engineers "Petroleum Resources Management System (2018)".

Oil and gas assets- (developing/producing assets)

For oil and gas assets a successful efforts-based accounting policy is followed. Costs incurred prior to obtaining the legal rights to explore an area are expensed immediately to the consolidated income statement.

All costs incurred after the technical feasibility and commercial viability of producing hydrocarbons has been demonstrated are capitalised within property, plant and equipment - development/producing assets on a field-by-field basis. Subsequent expenditure is capitalised only where it either enhances the economic benefits of the development/producing asset or replaces part of the existing development/producing asset. Any remaining costs associated with the part replaced are expensed.

Net proceeds from any disposal of development/producing assets are credited against the previously capitalised cost. A gain or loss on disposal of a development/producing asset is recognised in the consolidated income statement to the extent that the net proceeds exceed or are less than the appropriate portion of the net capitalised costs of the asset.

Exploration and evaluation assets

Exploration and evaluation expenditure incurred prior to obtaining the mining right or the legal right to explore are expensed as incurred.

Exploration and evaluation expenditure incurred after obtaining the mining right or the legal right to explore, are capitalised as exploration and evaluation assets (property, plant and equipment) and stated at cost less impairment, if any. Exploration and evaluation assets are transferred to the appropriate category of property, plant and equipment when the technical feasibility and commercial viability has been determined. Exploration and evaluation assets are assessed for impairment and impairment loss, if any, is recognised prior to reclassification.

Exploration expenditure includes all direct and allocated indirect expenditure associated with finding specific mineral resources which includes depreciation and applicable operating costs of related support equipment and facilities and other costs of exploration activities:

- Acquisition costs - costs associated with acquisition of licences and rights to explore, including related professional fees.
- General exploration costs - costs of surveys and studies, rights of access to properties to conduct those studies (e.g., costs incurred for environment clearance, defence clearance, etc.), and salaries and other expenses of geologists, geophysical crews and other personnel conducting those studies.
- Costs of exploratory drilling and equipping exploratory and appraisal wells.

Exploration expenditure incurred in the process of determining oil and gas exploration targets is capitalised within "exploration and evaluation assets" and subsequently allocated to drilling activities. Exploration drilling costs are initially capitalised on a well-by-well basis until the success or otherwise of the well has been established. The success or failure of each exploration effort is judged on a well-by-well basis. Drilling costs are written off on completion of a well unless the results indicate that hydrocarbon reserves exist and



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there is a reasonable prospect that these reserves are commercial.

Following appraisal of successful exploration wells, if commercial reserves are established and technical feasibility for extraction demonstrated, then the related capitalised exploration costs are transferred into a single field cost centre within property, plant & equipment - development/ producing assets (oil and gas properties) after testing for impairment. Where results of exploration drilling indicate the presence of hydrocarbons which are ultimately not considered commercially viable, all related costs are written off to the consolidated income statement.

Expenditure incurred on the acquisition of a licence interest is initially capitalised on a licence-by-licence basis. Costs are held undepleted, within exploration and evaluation assets until such time as the exploration phase on the licence area is complete or commercial reserves have been discovered.

Net proceeds from any disposal of an exploration asset are initially credited against the previously capitalised costs. Any surplus/ deficit is recognised in the consolidated income statement.

Other property, plant and equipment

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequently, property plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the consolidated income statement for the period during which such expenses are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposal of an item of property, plant and equipment computed as the difference between the net disposal proceeds and the carrying amount of the

asset is included in the consolidated income statement when the asset is derecognised. Major inspection and overhaul expenditure is capitalised, if the recognition criteria are met.

(vi) Assets under construction

Assets under construction are capitalised in the assets under construction account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised until the period of commissioning has been completed and the asset is ready for its intended use. Asset under construction is carried at cost less accumulated impairment losses, if any.

(vii) Depreciation, depletion and amortisation expense

Mining properties and other assets in the course of development or construction, freehold land and goodwill are not depreciated or amortised.

Mining properties

The capitalised mining properties are amortised on a unit-of-production basis over the total estimated remaining commercial proved and probable reserves of each property or Group of properties and are subject to impairment review. Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future capital expenditure required to access the commercial reserves. Changes in the estimates of commercial reserves or future capital expenditure are dealt with prospectively.

Oil and gas assets

All expenditures carried within each field are amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of commercial reserves at the end of the period plus the production in the period, generally on a field-by-field basis or group of fields which are reliant on common infrastructure.

Commercial reserves are proven and probable oil and gas reserves, which are defined as the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.

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Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future field development costs required to access the commercial reserves. Changes in the estimates of commercial reserves or future field development costs are dealt with prospectively.

Other assets

Depreciation on other Property, plant and equipment is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management) as given below. Management's assessment takes into account, inter alia, the nature of the assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.

Estimated useful life of assets are as follows:

Asset	Useful life (in years)
Buildings - operations and administration	3-60
Plant and machinery	15-40
Railway Sidings	15
Office equipment	3-6
Furniture and fixtures	8-10
Vehicles	8-10

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit to be derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the consolidated income statement if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Group reviews the residual value and useful life of an asset at least at each financial year end and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

(viii) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses, if any.

The Group recognises port concession rights as "Intangible Assets" arising from a service concession arrangements, in which the grantor controls or regulates the services provided and the prices charged, and also controls any significant residual interest in the infrastructure such as property, plant and equipment, irrespective whether the infrastructure is existing infrastructure of the grantor or the infrastructure is

constructed or purchased by the Group as part of the service concession arrangement. Such an intangible asset is recognised by the Group initially at cost determined as the fair value of the consideration received or receivable for the construction service delivered and is capitalised when the project is complete in all respects. Port concession rights are amortised on straight line basis over the balance of license period. The concession period is 30 years from the date of the award. Any addition to the port concession rights are measured at fair value on recognition. Port concession rights also include certain property, plant and equipment in accordance with IFRIC 12 "Service Concession Arrangements".

Intangible assets are amortised over their estimated useful life on a straight-line basis. Software is amortised over the estimated useful life ranging from 2 – 5 years. Amounts paid for securing mining rights are amortised over the period of the mining lease ranging from 16-25 years. Technological know-how and acquired brand are amortised over the estimated useful life of 10 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is different from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

(ix) Impairment

Non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units.

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. The Group conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognised impairment losses. Internal and external factors, such as worse economic performance than expected, changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognised impairment losses.

If any such indication exists or in case of goodwill where annual testing of impairment is required then an



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impairment review is undertaken, and the recoverable amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the Group and not applicable to entities in general. Fair value for mineral and oil and gas assets is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects, and its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted at an appropriate post-tax discount rate to arrive at the net present value.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. Value in use is determined by applying assumptions specific to the Group's continued use and cannot take into account future development. These assumptions are different to those used in calculating fair value and consequently the value in use calculation is likely to give a different result to a fair value calculation.

The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined. The carrying value is net of deferred tax liability recognised in the fair value of assets acquired in the business combination.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised in the consolidated income statement.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised except if initially attributed to goodwill.

Exploration and evaluation assets:

In assessing whether there is any indication that an exploration and evaluation asset may be impaired, the Group considers, as a minimum, the following indicators:

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area;
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale; and
- reserve information prepared annually by external experts.

When a potential impairment is identified, an assessment is performed for each area of interest in conjunction with the group of operating assets (representing a cash-generating unit) to which the exploration and evaluation assets is attributed. Exploration areas in which reserves have been discovered but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is under-way or planned. To the extent that capitalised expenditure is no longer expected to be recovered, it is charged to the consolidated income statement.

(x) Financial Instruments

(a) Financial assets – recognition and subsequent measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

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Trade receivables that do not contain a significant financing component are measured at transaction price as per IFRS 15.

For purposes of subsequent measurement, financial assets are classified in four categories:

Financial assets at amortised cost

A 'Financial asset' is measured at amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in consolidated income statement. The losses arising from impairment are recognised in consolidated income statement.

Financial assets at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss are recognised in the consolidated income statement. On derecognition of the asset, cumulative gain or loss previously recognised in other comprehensive income is reclassified from the equity to consolidated income statement. Interest earned whilst holding fair value through other comprehensive income debt instrument is reported as interest income using the EIR method.

For equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the consolidated income statement, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets at fair value through profit or loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes being recognised in consolidated income statement.

Equity instruments

An equity instrument in the scope of IFRS 9 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies are classified as at FVTPL.

For equity instruments which are classified as FVTPL, all subsequent fair value changes are recognised in the consolidated income statement.

Further, the provisionally priced trade receivables are marked to market using the relevant forward prices for the future period specified in the contract and is adjusted in revenue.

(b) Impairment of financial assets

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and lease receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.



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At each reporting date, for recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

- i) Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets. The Group does not reduce impairment allowance from the gross carrying amount.
- ii) Debt instruments measured at FVOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired ("POCI") financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

(c) Financial liabilities – Recognition and Subsequent measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value, and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated income statement.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to consolidated income statement. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated income statement. The Group has not designated any financial liability at fair value through profit or loss.

Further, the provisionally priced trade payables are marked to market using the relevant forward prices for the future period specified in the contract.

Financial liabilities at amortised cost (Loans, Borrowings and Trade and Other payables)

After initial recognition, interest-bearing loans and borrowings and trade and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in consolidated income statement when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated income statement.

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(d) Financial liabilities – Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated income statement.

(e) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

(f) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

In order to hedge its exposure to foreign exchange, interest rate, and commodity price risks, the Group enters into forward, option, swap contracts and other derivative financial instruments. The Group does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated income statement, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the consolidated income statement immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in the consolidated income statement. Hedge accounting is discontinued when the Group revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated income statement.

Amounts recognised in OCI are transferred to the consolidated income statement when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised in OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated, or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(xi) Leases

The Group assesses at contract inception, all arrangements to determine whether they are, or contain, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities towards future lease payments and right-of-use assets representing the right to use the underlying assets.



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(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date when the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are also subject to impairment.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as described in (vii) above.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (and, in some instances, in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate as per IFRS 16 at the lease commencement date because the interest rate implicit in the lease is generally not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Trade and other payables.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(xii) Inventories

Inventories and work-in-progress are stated at the lower of cost and net realisable value.

Cost is determined on the following basis:

- Purchased copper concentrate is recorded at cost on a first-in, first-out ("FIFO") basis; all other materials including stores and spares are valued on weighted average basis; except in Oil and Gas business where stores and spares are valued on a FIFO basis;
- Finished products are valued at raw material cost plus costs of conversion, comprising labour cost and an attributable proportion of manufacturing overheads based on normal levels of activity and are moved out of inventory on a weighted average basis (except in copper business where FIFO basis is followed); and
- By-products and scrap are valued at net realisable value.

Net realisable value is determined based on estimated selling price, less further costs expected to be incurred for completion and disposal.

Inventories of 'Fuel Stock' mainly consist of coal which is used for generating power. On consumption, the cost is charged off to 'Cost of sales' in the consolidated income statement.

(xiii) Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

Government grants relating to tangible fixed assets are deducted in calculating the carrying amount of

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the assets and recognised in the consolidated income statement over the expected useful lives of the assets concerned as a reduced depreciation expense.

(xiv) Taxation

Tax expense represents the sum of current tax and deferred tax.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date and includes any adjustment to tax payable in respect of previous years.

Subject to the exceptions below, deferred tax is provided, using the balance sheet method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes and on carry forward of unused tax credits and unused tax losses:

- tax payable on the future remittance of the past earnings of subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future;
- deferred income tax is not recognised on initial recognition as well as on the impairment of goodwill which is not deductible for tax purposes or on the initial recognition of an asset; liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting profit nor taxable profit (tax loss); at the time of the transaction, does not give rise to equal taxable and deductible temporary differences; and
- deferred tax assets (including MAT credit entitlement) are recognised only to the extent that it is more likely than not that they will be recovered.

The carrying amount of deferred tax assets (including MAT credit entitlement) is reviewed at each reporting date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax is provided on temporary differences arising on acquisitions that are categorised as Business Combinations. Deferred tax is recognised at acquisition as part of the assessment of the fair value of assets and liabilities acquired. Subsequently deferred tax is charged or credited in the consolidated income statement/other comprehensive income as the underlying temporary difference is reversed.

Further, management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

(xv) Retirement benefit schemes

The Group operates or participates in a number of defined benefits and defined contribution schemes, the assets of which (where funded) are held in separately administered funds.

For defined benefit schemes, the cost of providing benefits under the plans is determined by actuarial valuation each year separately for each plan using the projected unit credit method by third party qualified actuaries.

Remeasurement including, effects of asset ceiling and return on plan assets (excluding amounts included in interest on the net defined benefit liability) and actuarial gains and losses arising in the year are recognised in full in other comprehensive income and are not recycled to the consolidated income statement.

Net interest is calculated by applying a discount rate to the net defined benefit liability or asset at the beginning of the period. Defined benefit costs are split into current service cost, past service cost, net interest expense or income and remeasurement, and gains and losses on curtailments and settlements.

Current service cost and past service costs are recognised within cost of sales and administrative expenses and distribution expenses. Net interest expense or income is recognised within finance costs.

For defined contribution schemes, the amount charged to the consolidated income statement in respect of pension costs and other post-retirement benefits is the contributions payable in the year, recognised as and when the employee renders related services.



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(xvi) Share-based payments

Certain employees (including executive directors) of the Group receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of equity-settled transactions with employees is measured at the fair value of share awards at the date at which they are granted. The fair value of share awards is determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on the Group's estimate of shares that will eventually vest. The estimate of the number of share awards likely to vest is reviewed at each reporting date up to the vesting date at which point the estimate is adjusted to reflect the current expectations.

The resultant increase in equity is recorded in share-based payment reserve.

In case of cash-settled transactions, a liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee benefits expense. The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The fair value is determined with the assistance of an external valuer.

(xvii) Provisions, contingent liabilities and contingent assets

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable UK adopted IFRS.

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognised when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the consolidated income statement as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

The Group has significant capital commitments in relation to various capital projects which are not recognised in the consolidated statement of financial position.

(xviii) Restoration, rehabilitation and environmental costs

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production of a mine or oil fields. Such costs, discounted to net present value, are provided for and a corresponding amount is capitalised at the start of each project, as soon as the obligation to incur such costs arises. These costs are charged to the consolidated income statement over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision. The cost estimates are reviewed periodically and are adjusted to reflect known developments which may have an impact on the cost estimates or life of operations. The cost of the related asset is adjusted for changes in the provision due to factors such as updated cost estimates, changes to lives of operations, new disturbance and revisions to discount rates. The adjusted cost of the asset is depreciated prospectively over the lives of the assets to which they relate. The unwinding of the discount is shown as a finance cost in the consolidated income statement.

Costs for restoration of subsequent site damage which is caused on an ongoing basis during production are provided for at their net present value and charged to the consolidated income statement as extraction progresses. Where the costs of site restoration are not anticipated to be material, they are expensed as incurred.

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(xix) Accounting for foreign currency transactions and translations

The functional currency for each entity in the Group is determined as the currency of the primary economic environment in which it operates. For all principal operating subsidiaries, the functional currency is normally the local currency of the country in which it operates with the exception of oil and gas business operations which have a US dollar functional currency as that is the currency of the primary economic environment in which it operates. The financial statements are presented in US dollars.

In the financial statements of individual group companies, transactions in currencies other than the respective functional currencies are translated into their functional currencies at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into functional currencies at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the consolidated income statement except those where the monetary item is designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognised in the other comprehensive income.

Exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalised as part of borrowing costs in qualifying assets.

For the purposes of consolidation of financial statements, items in the consolidated income statement of those businesses for which the US dollar is not the functional currency are translated into US dollars at the average rates of exchange during the year/ exchange rates as on the date of transaction. The related consolidated statement of financial position is translated into US dollars at the rates as at the reporting date. Exchange differences arising on translation are recognised in the consolidated statement of comprehensive income. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated income statement.

(xx) Buyers' credit / Suppliers' credit and vendor financing

The Group enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled between twelve months (for raw materials) to thirty six months (for project and materials). Where these arrangements are with a maturity of up to twelve months, the economic substance of the transaction is determined to be operating in nature and these are recognised as operational buyers' credit/ suppliers' credit and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks and financial institutions to the operating vendors are treated as a non-cash item and settlement of operational buyer's credit/ suppliers' credit by the Group is treated as cash flows from operating activity reflecting the substance of the payment.

Where such arrangements are with a maturity beyond twelve months and up to thirty six months, the economic substance of the transaction is determined to be financing in nature, and these are presented within borrowings in the consolidated statement of financial position. Payments made to vendors are treated as cash item and disclosed as cash flows from operating/ investing activity depending on the nature of the underlying transaction. Settlement of dues to banks and financial institution are treated as cash flows from financing activity.

(xxi) Borrowing costs

Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly relating to the acquisition, construction or production of a qualifying capital project under construction are capitalised and added to the project cost during construction until such time that the assets are substantially ready for their intended use, i.e., when they are capable of commercial production. Borrowing costs relating to the construction phase of a service concession arrangement is capitalised as part of the cost of the intangible asset. Where funds are borrowed specifically to finance a qualifying capital project, the amount capitalised represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance a qualifying capital project, the income generated



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from such short-term investments is deducted from the total capitalised borrowing cost. If any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing then becomes part of general borrowing. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the year.

All other borrowing costs are recognised in the consolidated income statement in the year in which they are incurred.

Capitalisation of interest on borrowings related to construction or development projects is ceased when substantially all the activities that are necessary to make the assets ready for their intended use are complete or when delays occur outside of the normal course of business.

(xxii) Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at bank and in hand and short-term money market deposits which have a maturity of three months or less from the date of acquisition, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above and additionally includes unpaid dividend account.

2(b) Application of new and revised standards

The Group has adopted, with effect from 01 April 2023, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the consolidated financial statements.

1. Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2
2. Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12
3. Definition of Accounting Estimates - Amendments to IAS 8
4. IFRS 17 Insurance Contracts

Standards issued but not yet effective

The new and amended standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below:

New pronouncement	Effective date
Lease Liability in a Sale and Leaseback – Amendments to IFRS 16	01 January 2024
Classification of Liabilities as Current or Non-current - Amendments to IAS 1	01 January 2024
Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7	01 January 2024
The Effects of Changes in Foreign Exchange Rates - Amendments to IAS 21	01 January 2025
IFRS 18 – Presentation and Disclosures in Financial Statements	01 January 2027

The amendments are not expected to have a material impact on the Group. The Group has not early adopted any amendments which has been notified but is not yet effective.

2(c) Significant accounting estimates and judgements

The preparation of consolidated financial statements in conformity with UK adopted IFRS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of revenues and expenses for the years presented. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:

I. Significant Estimates:

(i) Carrying value of exploration and evaluation assets

The recoverability of a project is assessed under IFRS 6. Exploration assets are assessed by comparing the carrying value to higher of fair value

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less cost of disposal or value in use, if impairment indicators exist. Change to the valuation of exploration assets is an area of judgement. Further details on the Group's accounting policies on this are set out in accounting policy above. The amounts for exploration and evaluation assets represent active exploration projects. These amounts will be written off to the consolidated income statement as exploration costs unless commercial reserves are established, or the determination process is not completed and there are no indications of impairment. The outcome of ongoing exploration, and therefore whether the carrying value of exploration and evaluation assets will ultimately be recovered, is inherently uncertain.

Details of carrying values are disclosed in note 16.

(ii) Recoverability of deferred tax and other income tax assets

The Group has carried forward tax losses and unabsorbed depreciation that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilized. This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets. This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the consolidated income statement.

During year ended 31 March 2024, based on financial projections and requirements of IAS 12, ESL derecognized deferred tax assets on business losses amounting to US\$ 37 million (31 March 2023: US\$ 35 million). Post said derecognition, deferred tax assets balance on carry forward unabsorbed depreciation as at 31 March 2024 is US\$ 334 million, which based on management's estimate is probable to realise.

iii) Copper operations in Tamil Nadu, India

Tamil Nadu Pollution Control Board ("TNPCB") had issued a closure order of the Tuticorin Copper smelter, against which the Group had filed an appeal with the National Green Tribunal ("NGT"). NGT had, on 08 August 2013, ruled that the Copper smelter could continue its operations subject to

implementation of recommendations of the Expert Committee appointed by the NGT. The TNPCB has filed an appeal against the order of the NGT before the Supreme Court of India.

In the meanwhile, the application for renewal of Consent to Operate ("CTO") for existing copper smelter was rejected by TNPCB in April 2018. The Group has filed an appeal before the TNPCB Appellate Authority challenging the Rejection Order. During the pendency of the appeal, the TNPCB vide its order dated 23 May 2018 ordered closure of existing copper smelter plant with immediate effect. Further, the Government of Tamil Nadu issued orders on the same date with a direction to seal the existing copper smelter plant permanently. The Group believes these actions were not taken in accordance with the procedure prescribed under applicable laws. Subsequently, the Directorate of Industrial Safety and Health passed orders dated 30 May 2018, directing the immediate suspension and revocation of the Factory License and the Registration Certificate for the existing smelter plant.

The Group appealed this before the NGT. NGT vide its order on 15 December 2018 has set aside the impugned orders and directed the TNPCB to pass fresh orders for renewal of consent and authorization to handle hazardous substances, subject to appropriate conditions for protection of environment in accordance with law.

The State of Tamil Nadu and TNPCB approached Supreme Court in Civil Appeals on 02 January 2019 challenging the judgement of NGT dated 15 December 2018 and the previously passed judgement of NGT dated 08 August 2013. The Supreme Court vide its judgement dated 18 February 2019 set aside the judgements of NGT dated 15 December 2018 and 08 August 2013 solely on the basis of maintainability and directed the Group to file an appeal in High court.

The Group has filed a writ petition before the Madras High Court challenging the various orders passed against it in FY 2018 and FY 2013. On 18 August 2020, the Madras High Court delivered the judgement wherein it dismissed all the Writ Petitions filed by the Group. Thereafter, the Group has approached the Supreme Court and challenged the said High Court order by way of a Special Leave Petition ("SLP").



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The Hon'ble Supreme Court, after hearing the parties to the proceedings had dismissed the SLP filed by the Company vide judgment dated 29 February 2024.

On 01 April 2024, The Group preferred a review petition before the Hon'ble Supreme Court. In the said review petition, the Company has also moved an application for open Court hearing of the review petition.

Expansion Plant:

Separately, the Group has filed a fresh application for renewal of the Environmental Clearance for the proposed Copper Smelter Plant 2 ("Expansion Project") dated 12 March 2018 before the Expert Appraisal Committee of the Ministry of Environment, Forests and Climate Change ("the MoEFCC") wherein a sub-committee was directed to visit the Expansion Project site prior to prescribing the Terms of Reference.

In the meantime, the Madurai Bench of the Madras High Court in a Public Interest Litigation held vide its order dated 23 May 2018 that the application for renewal of the Environmental Clearance for the Expansion Project shall be processed after a mandatory public hearing and in the interim, ordered the Group to cease construction and all other activities on site for the proposed Expansion Project with immediate effect. The MoEFCC has delisted the Expansion Project since the matter is sub-judice. Separately, SIPCOT vide its letter dated 29 May 2018, cancelled 342.22 acres of the land allotted for the proposed Expansion Project. Further, the TNPCB issued orders on 07 June 2018 directing the withdrawal of the Consent to Establish ("CTE") which was valid till 31 March 2023.

The Group has approached Madras High Court by way of writ petition challenging the cancellation of lease deeds by SIPCOT pursuant to which an interim stay had been granted. The Company had also appealed this action before the TNPCB Appellate Authority. The matter was heard on 01 March 2023 and was adjourned until further notice.

As per the Group's assessment, they are in compliance with the applicable regulations and hence preferred a review petition before the Hon'ble Supreme Court.

Considering prolonged time of plant closure and uncertainties around opening of plant due to rejection of SLP by Hon'ble Supreme Court, the

Group has carried out an impairment assessment, basis above development, on Tuticorin plant assets having carrying value of US\$ 187 million (including PPE, CWIP and inventory) using Depreciated Replacement Cost / Scrap Value method for PPE and CWIP, and Net recoverable method for inventory. Accordingly, impairment on assets of US\$ 81 million (including Goodwill of US\$ 12 million, PPE of US\$ 45 million, CWIP of US\$ 16 million and loss on inventory of US\$ 8 million) has been recorded during the year ended 31 March 2024.

Property, plant and equipment of US\$ 51 million (31 March 2023: US\$ 102 million) and inventories of US\$ 26 million (31 March 2023: US\$ 32 million), pertaining to existing and expansion plant, could not be physically verified, anytime during the year, as the access to the plant is presently restricted. However, any difference between book and physical quantities is unlikely to be material.

(iv) ESL - CTO

ESL Steel Limited ("ESL"), had filed application for renewal of CTO on 24 August 2017 for the period of five years which was denied by Jharkhand State Pollution Control Board ("JSPCB") on 23 August 2018, as JSPCB awaited response from The MoEFCC over a 2012 show-cause notice. After a personal hearing towards the show cause notice, The MoEFCC revoked the Environment Clearance ("EC") on 20 September 2018. The High Court of Jharkhand granted stay against both revocation orders and allowed the continuous running of the plant operations under regulatory supervision of the JSPCB. Jharkhand High Court, on 16 September 2020, passed an order vacating the interim stay in place beyond 23 September 2020, while listed the matter for final hearing. ESL urgently filed a petition in the Hon'ble Supreme Court, and on 22 September 2020, ESL was granted permission to run the plant till further orders.

The Forest Advisory Committee ("FAC") of the MoEFCC granted the Stage 1 clearance and the MoEFCC approved the related Terms of Reference ("TOR") on 25 August 2020. ESL presented its proposal before the Expert Appraisal Committee ("EAC") after completing the public consultation process and the same has been recommended for grant of EC subject to Forest Clearance by the EAC in its 41st meeting dated 29 and 30 July 2021. Vide letter dated 25 August 2021, the MoEFCC rejected the EC "as of now" due to stay granted by Madras High Court vide order dated 15 July 2021 in a

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Public Interest Litigation filed against the Standard Operating Procedure which was issued by the MoEFCC for regularization of violation case on 07 July 2021.

The Hon'ble Supreme Court vide order dated 09 December 2021 decided the matter by directing The MoEFCC to process the EC application of ESL as per the applicable law within a period of three months. The MoEFCC vide its letter dated 02 February 2022 has deferred the grant of EC till Forest Clearance ("FC") Stage-II is granted to ESL. ESL has submitted its reply against the MoEFCC letter vide letter dated 11 February 2022 for reconsidering the decision of linking EC with FC as the grant of FC Stage – II is not a condition precedent for grant of EC. As per Stage 1 clearance, the Group is required to provide non-forest land in addition to the afforestation cost. The Group, based on the report of an Environment Impact Assessment consultant, had recognised a provision of \$ 26 million as part of special item during the year ended 31 March 2021 with respect to the costs to be incurred by it for obtaining EC and additional \$ 1 million has been provided against final order relating to wildlife conservation plan received during the previous year. Management believes no further provision is required.

(v) Discontinued operations - Copper Zambia (KCM)

The investment in KCM and loans, receivables, and obligations of KCM towards the Group are fair valued during the year. The Group employed third-party experts to undertake the valuations using the income approach method. In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these assets. The resulting valuation is adjusted to reflect several factors, including the uncertainty and risks inherent in litigation and recovery. Details of significant estimates are disclosed in note 3(a).

(vi) Oil and Gas reserves

Significant technical and commercial judgements are required to determine the Group's estimated oil and natural gas reserves. Oil and Gas reserves are estimated on a proved and probable entitlement interest basis. Proven and probable reserves are estimated using standard recognised evaluation techniques. The estimate is reviewed annually. Future development costs are estimated taking into account the level of development required to

produce the reserves by reference to operators, where applicable and internal engineers.

Net entitlement reserves estimates are subsequently calculated using the Group's current oil price and cost recovery assumptions, in line with the relevant agreements.

Changes in reserves as a result of factors such as production cost, recovery rates, grade of reserves or oil and gas prices could impact the depletion rates, carrying value of assets (refer note 16) and environmental and restoration provisions.

(vii) Carrying value of developing/producing oil and gas assets

Management performs impairment tests on the Group's developing/producing oil and gas assets where indicators of impairment are identified in accordance with IAS 36.

The impairment assessments are based on a range of estimates and assumptions, including:

Estimates/assumptions	Basis
Future production	proved and probable reserves, production facilities, resource estimates and expansion projects
Commodity prices	management's best estimate benchmarked with external sources of information, to ensure they are within the range of available analyst forecast
Discount to price	management's best estimate based on historical prevailing discount and updated sales contracts
Period	for Rajasthan block, cash flows are considered based on economic life of the fields.
Discount rates	cost of capital risk-adjusted for the risk specific to the asset/ CGU

Any subsequent changes to cash flows due to changes in the above-mentioned factors could impact the carrying value of the assets.

Details of carrying values and impairment charge and the assumptions used are disclosed in notes 16 and 6 respectively.

(viii) Climate Change

The Group aims to achieve net carbon neutrality by 2050, and has outlined its climate risk assessment and opportunities in the ESG strategy. Climate change may have various impacts on the Group in the medium to long term. These impacts include



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the risks and opportunities related to the demand of products and services, impact due to transition to a low-carbon economy, disruption to the supply chain, risk of physical harm to the assets due to extreme weather conditions, regulatory changes etc. The accounting related measurement and disclosure items that are most impacted by our commitments, and climate change risk more generally, relate to those areas of the financial statements that are prepared under the historical cost convention and are subject to estimation uncertainties in the medium to long term.

The potential effects of climate change may be on assets and liabilities that are measured based on an estimate of future cash flows. The main ways in which potential climate change impacts have been considered in the preparation of the financial statements, pertain to (a) inclusion of capex in cash flow projections, (b) recoverable amounts of existing assets and (c) review of estimates of useful lives of property, plant and equipment.

The Group's strategy consists of mitigation and adaptation measures. The Group is committed to reduce its carbon footprint by limiting its exposure to coal-based projects and reducing its GHG emissions through high impact initiatives such as investment in Renewable Energy, fuel switch, electrification of vehicles and mining fleet and energy efficiency opportunities. During the current year, work has progressed towards the construction renewable power delivery agreements in accordance with the Board approved plan. Renewable sources have limitations in supplying round the clock power, so existing power plants would support transition and fleet replacement is part of normal lifecycle renewal. The group has also taken certain measures towards water management such as commissioning of sewage treatment plants, rainwater harvesting, and reducing fresh water consumption. Collectively these measures have led to an increase of our water positivity to 0.7 (FY23: 0.63). These initiatives are aligned with the group's ESG strategy and no material changes were identified to the financial statements as a result.

As the Group's assessment of the potential impacts of climate change and the transition to a low-carbon economy continues to mature, any future changes in Group's climate change strategy, changes in environmental laws and regulations and global decarbonisation measures may impact the Group's significant judgments and key estimates

and result in changes to financial statements and carrying values of certain assets and liabilities in future reporting periods. However, as of the balance sheet date, the Group believes that there is no material impact on carrying values of its assets or liabilities.

(ix) Refer note 25 for significant estimates on restoration, rehabilitation and environmental

II. Significant Judgements:

(i) Determining whether an arrangement contains a lease

The Group has ascertained that the Power Purchase Agreement (PPA) executed between one of the subsidiaries and a State Grid qualifies to be an operating lease under IFRS 16 "Leases". Accordingly, the consideration receivable under the PPA relating to recovery of capacity charges towards capital cost have been recognised as operating lease rentals and in respect of variable cost that includes fuel costs, operations and maintenance etc is considered as revenue from sale of products/services.

Significant judgement is required in segregating the capacity charges due from the State Grid, between fixed and contingent payments. The Group has determined that since the capacity charges under the PPA are based on the number of units of electricity made available by its subsidiary which would be subject to variation on account of various factors like availability of coal and water for the plant, there are no fixed minimum payments under the PPA, which requires it to be accounted for on a straight-line basis. The contingent rents recognised are disclosed in notes 4 and 5.

(ii) Contingencies and other litigations

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Group. A provision is recognised when the Group has a present obligation as a result of past events, and it is probable that the Group will be required to settle that obligation.

Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements.

When considering the classification of a legal or tax cases as probable, possible or remote there is

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judgement involved. This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific applicable law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to make informed decision.

Although there can be no assurance regarding the final outcome of the legal proceedings, the Group does not expect them to have a materially adverse impact on the Group's financial position or profitability. These are set out in note 32. For other significant litigations where the possibility of an outflow of resources embodying economic benefits is remote, refer note 33.

(iii) Revenue recognition and receivable recovery in relation to the power division

In certain cases, the Group's power customers are disputing various contractual provisions of Power Purchase Agreements (PPA). Significant judgement is required in both assessing the tariff to be charged under the PPA in accordance with IFRS 15 and to assess the recoverability of withheld revenue currently accounted for as receivables.

In assessing this critical judgment management considered favourable external legal opinions the Group has obtained in relation to the claims and favourable court judgements in the related matter. In addition, the fact that the contracts are with government owned companies implies the credit risk is low. Refer note 18.

3. Discontinued operations, acquisitions and restructuring

(a) Discontinued operations - Copper Zambia (KCM):

In 2019, ZCCM Investments Holdings Plc (ZCCM), a company majority owned by the Government of the Republic of Zambia (GRZ), which owns 20.6% of the shares in Konkola Copper Mines Plc (KCM), filed a petition in the High Court of Zambia to wind up KCM ('the Petition') on "just and equitable" grounds. Subsequently, ZCCM amended the Petition to include an additional ground based on allegations that KCM is unable to pay its debts. ZCCM also obtained an ex parte order from the High Court of Zambia appointing a Provisional Liquidator ('PL') of KCM pending the hearing of the Petition. As a result of the appointment of the PL following ZCCM's ex parte application, the PL is the designated authority for exercising almost all the functions of the Board of Directors, to the exclusion of the Board.

The Group not only disputes the allegations and opposes the Petition, but also maintains that the complaints brought by ZCCM are in effect "disputes" between the shareholders. Per the KCM Shareholders' Agreement, the parties (including ZCCM and the Government of the Republic of Zambia) have agreed that any disputes must be resolved through international arbitration seated in Johannesburg, South Africa, applying the UNCITRAL Arbitration Rules; not the Zambian courts.

Proceedings in the Zambian Courts & Arbitration Application

In respect of the ongoing arbitration proceedings, further information in respect of which can be found in the Group's Integrated Report and Annual Accounts for the financial year ended 31 March 2022, on 07 September 2022, Vedanta Resources Limited ("VRL"), Vedanta Resources Holdings Limited ("VRHL"), ZCCM and the Official Receiver (who is currently acting as KCM's PL) entered into a further legal and arbitration proceedings suspension agreement for an initial period of 6 months. The arbitration hearing which was to commence on 09 January 2023 has been vacated.

A court date for the hearing of the judicial review application, as to whether a vacancy in the office of the Provisional Liquidator can automatically be filed by the Official Receiver without the requisite Court Order, has not yet been allocated. In light of the further legal and arbitration proceedings suspension agreement that was entered into on 07 September 2022, the judicial review application with regards to the Official Receiver will only resume if settlement talks between the parties fail.

KCM has recently instituted legal proceedings against the PL and his legal firm in the High Court of Zambia in which KCM aims to recover monies improperly drawn by the PL from KCM's accounts and damages for the PL's breach of fiduciary and statutory duties vis-à-vis KCM.

VRL, VRHL, ZCCM, the Official Receiver and KCM entered into an Extension and Amendment to the Legal Suspension Agreement on 14 February 2023, whereby the Parties agreed to an Additional Postponement Period in the suspension of legal proceedings up to 31 March 2023. The Legal Suspension Agreement has post 31 March 2023, been extended multiple times.

On 06 November 2023, the parties have signed a new shareholder agreement for KCM as well as an



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Implementation Agreement that sets out the terms for VRHL to re-gain control of KCM and re-start its operations.

Various ancillary agreements have been finalised and executed to enable the Creditor Scheme of Arrangement in the High Court of Zambia who vide its order dated 21 February 2024 directed to convey meeting of creditors to consider the Scheme of Arrangement. The Creditors meetings were scheduled on 24 May 2024 and 30 May 2024 and the results are pending review at the High Court of Zambia. Subsequently, VRHL will initiate necessary applications and implementation steps (including removal of PL) to reconstitute the Board of Directors of KCM, thereby regaining control of KCM.

At the date of approval of these financial statements, the PL continues to remain in office and the Petition remains stayed.

Accounting Considerations

As all the significant decision-making powers, including carrying on the business of KCM and taking control over all the assets of KCM, rests with the PL, the Group believes that the appointment of PL has caused loss of its control over KCM. Accordingly, the Group deconsolidated KCM with effect from 21 May 2019 and presented the same in the consolidated income statement as a discontinued operation.

The Group continues to account for its investment in KCM and loans, receivables and obligations of KCM towards the Group at cost, subject to impairment.

The loss with respect to KCM operations along with the loss on fair valuation of the Group's interest in KCM has been presented as a special item in the consolidated income statement of previous years.

The Group has total exposure of US\$ 1,887 million (31 March 2023: US\$ 1,887 million) (including equity investment in KCM of US\$ 266 million) to KCM in the form of loans, receivables, investments and amounts relating to the guarantees issued by VRL, which have been accounted for at fair value on initial recognition and disclosed under non-current assets in the Consolidated Statement of Financial Position.

Key sources of estimation uncertainty

The investment in KCM and loans, receivables and obligations of KCM towards the Group recognised following deconsolidation of the subsidiary are

initially recognized at fair value on the date of loss of control. Subsequently, the equity investment in KCM is measured at fair value through profit or loss and the loans, receivables and obligations of KCM towards the Group are measured at amortised cost, subject to impairment.

The Group employed third-party experts ("Expert") to undertake valuations of the investment in KCM and loans, receivables and obligations of KCM towards the Group. The income approach method was applied for the purposes of the valuation, as updated by the management during the year. In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these assets. The resulting valuation is adjusted to reflect a number of factors, including the uncertainty and risks inherent in litigation and recovery. The valuation model provides a range of reasonable fair values, based on which management calculated the fair value as the mid-point of the range. The management believes that the litigation risk included in the model has reduced significantly on execution of the new shareholder agreement during the year. However, uncertainty remains in respect of the amount and timing of recovery of the receivables due from KCM, until successful implementation of the new shareholder agreement. During the year ended 31 March 2024, basis fair valuation model updated by the management, no further adjustments to the existing balances were identified. Therefore, carrying value as at 31 March 2024 remain unchanged at US\$ 682 million (31 March 2024: US\$ 682 million) (refer note 18(5)).

Cash flow projections are based on financial budgets and life of mine plans on a going concern basis and are sensitive to changes in input assumptions. Input assumptions into the valuation that involve management judgement include:

- Expected delay between recommencement of operations and receipt of any amounts due.
- Liquidity of the market in the event of a sale of KCM, which has been considered through benchmarking the resulting valuation against other recent transactions for similar mines.
- The discount rate used to discount the cash flow projection, which has been calculated on a post-tax basis at 13% (31 March 2023: 13%).
- To factor in the uncertainties, valuation under few scenarios in addition to the base case valuation, assuming equal likelihood, has been

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computed a) additional capex required to achieve the planned ramp up of production and b) future implied Zambian country risk premium.

The key sources of estimation uncertainty, to which the valuation is most sensitive, are:

- The long-term copper prices which are based on the median of analyst forecasts.
- Throughput at the Konkola concentrator: The timing of ramp up of through put at the Konkola concentrator is based on internal management forecasts. The forecasts incorporate management experience and expectations as well as the risks associated therewith (for example availability of required fleets, skill sets for level developments at critical areas).
- The potential proportion of the carrying value that may be expected to be recovered in the event of achieving a positive settlement outcome. This includes uncertainties around the timing of cashflows at KCM.

Where discounted cash flow models based on management's assumptions are used, the resulting fair value measurements are considered to be at level 3 in the fair value hierarchy, as defined in IFRS 13 Fair Value Measurement, as they depend to a significant extent on unobservable valuation inputs.

ii. Fair value measurements

The valuation of the investment in KCM and the loans, receivables and obligations of KCM towards the group is determined using discounted future cash flows and adjusted to reflect expert's current views on successful implementation and other unobservable inputs as described below. These assets are considered to be level 3 in the fair value hierarchy. Quantitative information about the significant unobservable inputs used in level 3 fair value measurements are set out in the table below:

(US\$ million, unless stated otherwise)

Financial asset	Fair value at		Significant unobservable Inputs	Relationship of unobservable inputs to fair value
	31 March 2024	31 March 2023		
Investments and Loans, receivables and obligations of KCM towards the Group	756	751	Uncertainty in the debt maturity profile in the event of achieving a positive settlement outcome	An increase in the risk for the uncertainty of debt maturity profile would decrease the fair value. A 10% increase in the risk for uncertainty of the debt maturity profile would decrease the fair value by US\$ 115 million. We have used a 10% assumption to calculate our exposure as it represents a change in the risk for the uncertainty of debt maturity profile.
			Potential proportion of the value that may expected to be recovered on successful implementation of new shareholder agreement	A decrease in the recovery percentage would decrease the fair value. A 10% decrease in the recovery percentage, with no change to any other inputs, would decrease the fair value by US\$ 157 million (31 March 2023: US\$ 156 million) We have used a 10% assumption to calculate our exposure as it represents a change in the recovery probability that we deem to be reasonably probable.
			Copper price Long term price	A decrease in the copper price would decrease the fair value. A 10% reduction in the long-term copper price, with no change to any other inputs, would decrease the fair value by US\$ 39 million (31 March 2022: US\$ 113 million). We have used a 10% assumption to calculate our exposure as it represents the annual copper price movement that we deem to be reasonably probable (on an annual basis over a long term).



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(b) Athena Chhattisgarh Power Limited

On 21 July 2022, the Group acquired Athena Chhattisgarh Power Limited ("ACPL"), an unrelated party, under the liquidation proceedings of the Insolvency and Bankruptcy Code, 2016 for a consideration of US\$ 69 million (INR 5,647 million), subject to National Company Law Tribunal ("NCLT") approval. ACPL is building a 1,200 MW (600 MW X 2) coal-based power plant located at Jhanjgir Champa district, Chhattisgarh. The plant is expected to fulfil the power requirements for the Group's aluminium business. VEDL had filed its application with the NCLT in July 2022 and further amended the application in November 2022 praying for merger of ACPL with itself. The Group has requested various reliefs from the applicable legal and regulatory provisions as part of the above applications. The NCLT approval of the Group's resolution application is pending as on balance sheet date. On consolidation, the consideration paid for acquisition of ACPL represents mainly Capital work-in-progress.

The NCLT approved the VEDL's resolution application with an appointed date of 21 July 2022 ("appointed date"), in its July 2023 order ("NCLT Order"). In accordance with applicable IFRS, the Company has restated its financial results as at and for the year ended 31 March 2023 to record this merger.

The Scheme of merger as approved by the NCLT inter alia prescribes the following accounting treatment in the standalone financials of the Company: the difference between the fair value at the appointed date and the carrying value of the assets recorded pursuant to the amalgamation at their book value arrived at without considering any impairment/ write-off, would be written off by debit to the Statement of Profit and Loss of the Company and credited to the carrying value of the assets. This would be a permanent write-off of the carrying value of the assets and not a provision for diminution in the value of the assets. The charge on account of write off of the assets, as mentioned above, as recorded by the Company will be transferred from its Retained Earnings to its Capital Reserve and accordingly, the Capital Reserve will stand diminished by the said amount.

Pursuant to the NCLT Order, VEDL has merged ACPL by carrying forward the book values of ACPL's assets of US\$ 1,150 million (INR 86,980 million) (as appearing in ACPL's financial statements as

at 31 March 2022, which were audited by ACPL's auditors) at the appointed date without considering any impairment, applying IFRS 3 - Business Combinations, instead of recognising the assets at purchase consideration in accordance with IFRS 16. The difference between the values of assets acquired and the consideration paid was credited to Other Equity (Capital Reserve). The Company has written off the consequent loss of US\$ 1,013 Million (INR 81,330 million) in the Statement of Profit and Loss for the year ended 31 March 2023, representing the difference between the book value of assets and consideration paid. The assets written off of US\$ 1,013 million (INR 81,330 million), excluding tax consequences thereof, has been transferred from 'Retained Earnings' to 'Capital Reserve', in accordance with the Scheme. The above is in accordance with the NCLT Order, overriding the applicable IFRS requirements.

Consequent to the implementation of the merger, the carrying values of deferred tax assets (MAT credit) in the consolidated balance sheet as at 31 March 2023 was lower by US\$ 173 million (INR 14,210 million) with a corresponding reduction in income tax liabilities by US\$ 119 million (INR 9,790 million) and an increase in income tax assets by US\$ 54 million (INR 4,420 million), on account of the lower MAT charge. These restated balances of 31 March 2023 have been carried to FY 2023-24.

(c) Meenakshi Energy Limited

Meenakshi Energy Limited ("Meenakshi") is a 1,000 MW coal-based power plant located at Nellore, Andhra Pradesh. NCLT vide its order dated 10 August 2023 has granted its approval for the Resolution Plan as submitted by VEDL for acquisition of Meenakshi under Corporate Insolvency Resolution Process in accordance with the provisions of Insolvency and Bankruptcy Code (IBC), 2016 for a total consideration of US\$ 174 million (INR 14,440 million).

Pursuant to the approval of Resolution Plan, the Company has made a payment of upfront consideration of US\$ 37 million (INR 3,120 million) and infused US\$ 0.12 million (INR 10 million) through equity for the implementation of approved Resolution Plan. On 16 October 2023, zero coupon, secured, unlisted non-convertible debentures ("NCDs") of aggregate face value of US\$ 135 million (INR 11,280 million) have been issued by Meenakshi to its financial creditors, redeemable

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in 5 equal annual instalments starting from 16 October 2025. Consequent to satisfaction of all conditions precedent of the Resolution Plan, the Company has acquired control of Meenakshi on 27 December 2023. The above acquisition meets the criterion of asset acquisition under IFRS 3 - Business Combinations. Accordingly, fair value of the total consideration amounting to US\$ 130 million (INR 10,800 million) has been allocated to the identified assets and liabilities acquired on the basis of their relative fair values.

(d) Scheme of Arrangements for Demerger

The Board of Directors, in its meeting held on 29 September 2023, have approved a Scheme of Arrangement ("the Scheme") for demerger of various businesses of VEDL. The Scheme entails demerger of the Company's Aluminium (represented by the Aluminium segment), Merchant Power (represented by the Power segment), Oil & Gas (represented by the Oil and Gas segment), Base Metals (represented by the Copper and Zinc International segment) and Iron Ore (represented by Iron Ore segment and Steel business) Undertakings, into 6 separate companies with a mirrored shareholding and consequent listings at BSE Limited and National Stock Exchange of India Limited ("the Stock Exchanges"). VEDL has filed the Scheme with the Stock Exchanges. Upon receipt of necessary approvals from the Stock Exchanges, the Scheme will be filed with the NCLT. Pending regulatory and other approvals, no adjustments have been recorded in the financial statements of the Group for the year ended 31 March 2024.

(e) Disposal of Subsidiary

During the year ended 31 March 2024, Monte Cello BV ("MCBV"), a wholly owned subsidiary of Vedanta Limited, sold 100% of its equity ownership in its wholly owned subsidiary, Copper Mines of Tasmania ("CMT") which was previously engaged in copper mining operations in Australia. Consequently, upfront cash consideration of US\$ 10 million (INR 840 million) received by the Group and de-recognition of net liabilities of US\$ 12 million (INR 940 million) pertaining to CMT, has resulted in a total gain of US\$ 22 million (INR 1,780 million) which has been included in investment revenue in consolidated financial statements for the year ended 31 March 2024. Further, as part of the transaction, the acquirer shall pay the Group additional consideration in future upto US\$ 310 million by way of fee/ royalties, on achieving certain pre-agreed milestones.

4. Segment information

The Group is a diversified natural resources Group engaged in exploring, extracting and processing minerals and oil and gas. The Group produces zinc, lead, silver, copper, aluminium, iron ore, oil and gas, ferro alloys, steel, cement and commercial power and has a presence across India, Zambia, South Africa, Namibia, UAE, Ireland, Australia, Japan, South Korea, Taiwan and Liberia. The Group is also in the business of port operations and manufacturing of glass substrate.

The Group's reportable segments defined in accordance with IFRS 8 are as follows:

- Zinc- India (comprises zinc and lead India)
- Zinc-International
- Oil & Gas
- Iron Ore
- Copper-India/Australia
- Aluminium
- Power

'Others' segment mainly comprises port/berth, steel, glass substrate, ferro alloys and cement business and those segments which do not meet the quantitative threshold for separate reporting.

Each of the reportable segments derives its revenues from these main products and hence these have been identified as reportable segments by the Group's chief operating decision maker ("CODM").

Management monitors the operating results of reportable segments for the purpose of making decisions about resources to be allocated and for assessing performance. Segment performance is evaluated based on the Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA") of each segment. Business segment financial data includes certain corporate costs, which have been allocated on an appropriate basis. Inter-segment sales are charged based on prevailing market prices.

The following tables present revenue and profit information and certain asset and liability information regarding the Group's reportable segments for the years ended 31 March 2024 and 31 March 2023. Items after operating profit are not allocated by segment.



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(a) Reportable segments

Year ended 31 March 2024

(US\$ million)

	Zinc- India	Zinc- International	Oil and gas	Iron Ore	Copper- India/ Australia	Aluminium	Power	Others	Elimination	Total operations
REVENUE										
Sales to external customers	3,369	430	2,155	1,080	2,383	5,837	743	1,131	-	17,128
Inter-segment sales	4	-	-	15	-	6	-	87	(112)	-
Segment revenue	3,373	430	2,155	1,095	2,383	5,843	743	1,218	(112)	17,128
Results										
Segment Results (EBITDA) ⁽¹⁾	1,638	84	1,184	200	(9)	1,167	117	337	-	4,718
Less: Depreciation and amortisation ⁽²⁾	399	55	327	39	26	291	65	80	-	1,282
Other Expenses *	-	-	89	-	-	-	-	-	-	89
Operating profit / (loss) before special items	1,239	29	768	161	(35)	876	52	257	-	3,347
Investment revenue										202
Finance costs										(1,882)
Other gains and (losses) [net]										(37)
Special items (Refer Note 6)										124
Profit before taxation										1,754
Segments assets	2,567	955	3,272	689	446	7,388	1,749	1,274	-	18,340
Financial asset investments										118
Deferred tax assets										422
Short-term investments										1,575
Cash and cash equivalents										384
Tax assets										466
Others										1,025
TOTAL ASSETS										22,330
Segment liabilities	746	252	1,738	415	646	2,653	92	454	-	6,996
Borrowings										14,330
Current tax liabilities										299
Deferred tax liabilities										1,206
Others										347
TOTAL LIABILITIES										23,178
Other segment information										
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets ⁽⁴⁾	462	259	367	89	14	926	165	134	-	2,418
Impairment charge/ (reversal) ⁽³⁾	-	14	(157)	18	81	16	-	-	-	(28)

* Exploration costs written off

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Year ended 31 March 2023

(US\$ million)

	Zinc- India	Zinc- International	Oil and gas	Iron Ore	Copper- India/ Australia	Aluminium	Power	Others	Elimination	Total operations
REVENUE										
Sales to external customers	4,126	649	1,873	753	2,179	6,582	838	1,141	-	18,141
Inter-segment sales	-	-	-	56	-	33	0	11	(100)	-
Segment revenue	4,126	649	1,873	809	2,179	6,615	838	1,152	(100)	18,141
Results										
Segment Results (EBITDA) ⁽¹⁾	2,177	241	972	124	(7)	699	114	288	-	4,608
Less: Depreciation and amortisation ⁽²⁾	389	61	442	33	18	285	68	86	-	1,382
Other Expenses *	-	-	30	-	-	-	-	-	-	30
Operating profit / (loss) before special items	1,788	180	500	91	(25)	414	46	202	-	3,196
Investment revenue										251
Finance costs										(1,558)
Other gains and (losses) [net]										(79)
Special items (Refer Note 6)										(178)
Profit before taxation										1,632
Segments assets	2,617	833	2,896	679	610	6,947	1,875	1,323	-	17,780
Financial asset investments										63
Deferred tax assets *										1,095
Short-term investments										1,728
Cash and cash equivalents										1,037
Tax assets *										427
Others										1,181
TOTAL ASSETS										23,311
Segment liabilities	625	131	1,809	312	632	2,867	248	445	-	7,069
Borrowings										15,358
Current tax liabilities *										72
Deferred tax liabilities										866
Others										818
TOTAL LIABILITIES										24,183
Other segment information										
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets ⁽⁴⁾	475	158	433	70	18	708	74	182	-	2,121
Impairment charge/ (reversal) ⁽³⁾	-	-	157	(82)	-	-	-	(14)	-	61

* Exploration costs written off

** Restated. Refer note 3(b)

(1) EBITDA is a non-IFRS measure and represents earnings before special items, depreciation, amortisation, other gains and losses, interest and tax.

(2) Depreciation and amortisation are also provided to the chief operating decision maker on a regular basis.

(3) Included under special items (Note 6).

(4) Additions to property, plant and equipment, exploration and evaluation assets and intangible assets includes US\$ 2 million (31 March 2023: US\$ 3 million) not allocated to any segment.

(5) Pursuant to conversion of one of the 300 MW Captive Power Plant ("CPP") unit to Independent Power Plant ("IPP") with effect from 01 April 2023, and considering the usability of units interchangeably as IPP or CPP based on the annual declaration to Chief Electricity Inspector and the annual consumption criteria as per the Electricity Act, 2003 and the Electricity Rules, 2005, the Chief Operating Decision Maker ("CODM") has decided to review the operating results of aluminium and power segments together in a combined manner for one of its subsidiaries, Bharat Aluminium Company Limited ("BALCO"). Consequently, with effect from 01 April 2023, these have been reported as a single Operating Segment, i.e., "Aluminium Segment". Corresponding segment information for the year ended 31 March 2023, i.e., Segment revenue of US\$ 32 million, including intersegment revenue of US\$ 27 million, EBITDA of (US\$ 8 million), Depreciation and amortisation of US\$ 4 million and operating loss of (US\$ 12 million) for the year ended 31 March 2023 and Segment assets of US\$ 12 million and Segment liabilities of US\$ 1 million as at 31 March 2023 have been restated in accordance with Ind AS 108 "Operating Segments".



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B) Geographical segment analysis

The Group's operations are located in India, Zambia, Namibia, South Africa, UAE, Ireland, Australia, Japan, South Korea, Taiwan and Liberia. The following table provides an analysis of the Group's revenue by region in which the customer is located, irrespective of the origin of the goods.

(US\$ million)

	Revenue by geographical segment	
	Year ended 31 March 2024	Year ended 31 March 2023
India	11,009	10,851
Europe	907	1,985
China	641	661
The United States of America	283	481
Mexico	189	579
Malaysia	819	595
Singapore	826	497
United Kingdom	20	76
Others	2,434	2,416
Total	17,128	18,141

The following is an analysis of the carrying amount of non-current assets, excluding deferred tax assets, derivative financial assets, financial asset investments and other non-current financial assets analysed by the geographical area in which the assets are located:

(US\$ million)

	Revenue by geographical segment	
	As at 31 March 2024	As at 31 March 2023*
India	13,350	12,629
South Africa	816	647
Taiwan	101	127
Namibia	79	108
Others	186	264
Total	14,532	13,775

*Restated. Refer note 3(b).

Information about major customer

No single customer has accounted for 10% or more of the Group's revenue for the year ended 31 March 2024 and 31 March 2023.

Disaggregation of Revenue

Below table summarises the disaggregated revenue from contracts with customers:

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Zinc Metal	2,595	3,613
Lead Metal	591	601
Silver Bars	665	570
Oil	1,797	1,551
Gas	348	350
Iron Ore	652	290
Pig Iron	494	506
Metallurgical Coke	28	58
Copper Products	2,335	2,127
Aluminium Products	5,671	6,550
Power	553	659
Steel Products	778	781
Ferro Alloys	98	96
Others	610	461
Revenue from contracts with customers*	17,215	18,213
Revenue from contingent rents	172	192
Losses on provisionally priced contracts under IFRS 9 (refer note 5)	(259)	(264)
Total Revenue	17,128	18,141

*Includes revenues from sale of services aggregating to US\$ 39 million (31 March 2023: US\$ 41 million) which is recorded over a period of time and the balance revenue is recognised at a point in time.

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5. Total Revenue

	(US\$ million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Sale of products ^a	16,917	17,908
Sale of services ^a	39	41
Revenue from contingent rents	172	192
Total Revenue	17,128	18,141

- a) Revenue from sale of products and from sale of services for the year ended 31 March 2024 includes revenue from contracts with customers of US\$ 17,198 million (31 March 2023: US\$ 18,213 million) and a net loss on mark-to-market of US\$ 256 million (31 March 2023: US\$ 264 million) on account of gains/ losses relating to sales that were provisionally priced as at 31 March 2024 with the final price settled in the current year, gains/ losses relating to sales fully priced during the year, and marked to market gains/ losses relating to sales that were provisionally priced as at 31 March 2024.
- b) Majority of the Group's sales are against advance or are against letters of credit/ cash against documents/ guarantees of banks of national standing. Where sales are made on credit, the amount of consideration does not contain any significant financing component as payment terms are within three months.

As per the terms of the contract with its customers, either all performance obligations are to be completed within one year from the date of such contracts or the Group has a right to receive consideration from its customers for all completed performance obligations. Accordingly, the Group has availed the practical expedient available under paragraph 121 of IFRS 15 and dispensed with the additional disclosures with respect to performance obligations that remained unsatisfied (or partially unsatisfied) at the balance sheet date. Further, since the terms of the contracts directly identify the transaction price for each of the completed performance obligations, in all material respects, there are no elements of transaction price which have not been included in the revenue recognised in the financial statements.

Further, there is no material difference between the contract price and the revenue from contract with customers.



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6. Special items

(US\$ million)

Particulars	Year ended 31 March 2024			Year ended 31 March 2023		
	Special items	Tax effect of Special items	Special items after tax	Special items	Tax effect of Special items	Special items after tax
Capital creditors written back in Power segment ⁴	96	(24)	72	-	-	-
SAED on Oil and Gas business ⁵	-	-	-	(117)	44	(73)
Gross profit special items ^(a)	96	(24)	72	(117)	44	(73)
Impairment reversal / (charge) in oil and gas properties ¹	152	(50)	102	(82)	32	(50)
Impairment reversal / (charge) of exploration & evaluation assets ¹	5	(2)	3	(75)	29	(46)
Impairment reversal of asset under construction	-	-	-	14	(5)	9
Impairment (charge) in copper assets (refer note 2(c)(l)(iii))	(81)	20	(61)	-	-	-
Impairment (charge) in aluminium assets ²	(16)	4	(12)	-	-	-
Impairment (charge) in zinc international assets	(14)	-	(14)	-	-	-
Impairment (charge) in iron ore assets	(18)	5	(13)	-	-	-
Reversal of previously recorded impairment of assets in Liberia on commencement of mining operations ³	-	-	-	82	-	82
Total impairment (charge)/ reversal (net) (b)	28	(23)	5	(61)	56	(5)
Operating special items (a+b)	124	(47)	77	(178)	100	(78)
Total of Special items	124	(47)	77	(178)	100	(78)

1.(a) During the year ended 31 March 2024, the Government of India ("GoI"), acting through the Directorate General of Hydrocarbons ("DGH"), had raised demand up to 14 May 2020 for Government's additional share of Profit Oil, based on its computation of disallowance of cost incurred over retrospective re-allocation of certain common costs between Development Areas (DAs) of Rajasthan Block and certain other matters aggregating to US\$ 1,162 million and applicable interest thereon representing share of Vedanta Limited and its subsidiary.

The Group had disputed the aforesaid demand and invoked arbitration as per the provisions of the Production Sharing Contract. The Group had received the Final Partial Award dated 22 August 2023 from the Arbitration Tribunal ("the Tribunal") as amended by order dated 15 November 2023 and 08 December 2023 ("the Award"), dismissing the Government's contention of additional Profit Petroleum in relation to allocation of common development costs across Development Areas and certain other matters in accordance with terms of the Production Sharing Contract for Rajasthan Block, while disallowing some matters. Further, the Tribunal had decided that the Group was allowed to claim cost recovery of exploration cost for the purpose of computation of Profit Oil.

Pursuant to the Award, the Group has recognized a benefit of US\$ 578 million in revenue from operations and reversed previously recognized impairment on PPE of US\$ 157 million during the year ended 31 March 2024.

GoI has sought an additional award or interpretation/ clarification on certain matters decided by the Tribunal under the Indian Arbitration and Conciliation Act, 1996 ("the Act") ("GoI Application"). The Tribunal vide its order dated 15 November 2023 and 08 December 2023 has dismissed GoI's interpretation and additional award applications in favour of the Group. The Group has adjusted the liability during the current year of US\$ 233 million against the aforesaid benefits recognized as per the Award.

GoI has filed interim relief application on 03 February 2024 stating that the Group has unilaterally enforced the award although the quantification of the same is pending. The Group is of the view that it is bound to implement the award.

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Further, the application by Gol does not meet the strict criteria for grant of interim injunction. The matter was heard on 26 March 2024 and order of the Tribunal is awaited.

Gol also has filed an appeal on 07 March 2024 against the Award in Delhi High Court and the matter was heard on 14 March 2024 and 21 May 2024. No stay was granted and petition was not admitted. Next date of hearing is 09 July 2024. The Group is of the view that there is no merit in the challenge filed by Gol, as the Court cannot re-appreciate the evidence in Section 34 appeal as the interpretation by the Tribunal is plausible.

In the interim, vide letter dated 06 May 2024, Gol has submitted its calculation of the quantum basis the Award. Gol has claimed a sum of US\$ 224 million from the Group. The Group is of the view that the computation is prima-facie contrary to the Award and clarifications issued by the Tribunal since certain costs were allowed for cost recovery by the Tribunal but were not considered by Gol. The Group is evaluating the computation shared by Gol in detail and is confident that it can defend against the quantum raised by Gol.

- (b) (i) During the year ended 31 March 2023, the Group has recognized net impairment charge of US\$ 82 million (after considering impairment reversal of US\$ 155 million on account of ONGC partial arbitration award Refer footnote (ii) for details) on its assets in the oil and gas properties and US\$ 75 million on exploration and evaluation assets mainly due to revision of reserves and capex estimates. The recoverable amount of the Group's share in Rajasthan Oil and Gas cash generating unit "RJ CGU" was determined to be US\$ 1,239 million as at 31 March 2023. The recoverable amount of the RJ CGU was determined based on the fair value less costs of disposal approach, a level-3 valuation technique in the fair value hierarchy, as it more accurately reflects the recoverable amount based on the Group's view of the assumptions that would be used by a market participant. This is based on the cash flows expected to be generated by the projected oil and natural gas production profiles up to 2040, the expected dates of cessation of production sharing contract (PSC)/cessation of production from each producing field based on the current estimates of reserves and risked resources. Reserves assumptions for fair value less costs of disposal tests consider all reserves that a market participant would consider when valuing the asset, which are usually broader in scope than the reserves used in a value-in-use test. Discounted cash flow analysis used to calculate fair value less costs of disposal uses assumption for short-term oil price of US\$ 84 per barrel for the next one year and tapers down to long-term nominal price of US\$ 73 per barrel three years thereafter derived from a consensus of various analyst recommendations. Thereafter, these have been escalated at a rate of 2.4% per annum. The cash flows are discounted using the post-tax nominal discount rate of 10.99% derived from the post-tax weighted average cost of capital after factoring in the risks ascribed to PSC extension including successful implementation of key growth projects. Based on the sensitivities carried out by the Group, change in crude price assumptions by US\$ 1/bbl and changes to discount rate by 1% would lead to a change in recoverable value US\$ 9 million and US\$ 46 million, respectively.
- (ii) In the Oil and Gas business, the Group operates the Rajasthan Block under a joint venture model with ONGC. As the operator of the block, the Group raises cash calls to ensure the smooth functioning of the petroleum operations.

During the year ended 31 March 2023, the Group received a favourable partial arbitration award on cash call claims made from ONGC, pursuant to which, reversal of previously recorded impairment of US\$ 155 million has been recognised against capitalised development costs. The Group had a liability towards ONGC of US\$ 199 million as of 31 March 2022 on account of revenue received in excess of entitlement. Based on the partial arbitration award, the Group has adjusted the claims received in the favour of the Group against the liability towards ONGC and the net payable as of 31 March 2023 amounted to US\$ 34 million.

2. Represents certain items of CWIP, which have been written off during the year ended 31 March 2024 as they are no longer expected to be used.
3. During the year ended 31 March 2023, WCL had signed a Memorandum of Understanding with the Government of Liberia to re-start its mining operations and commenced commercial production at its Bomi Mines from July 2022.

Consequently, the net recoverable value of assets and liabilities of WCL had been assessed US\$ 108 million based on the value-in-use approach, using the Discounted Cash Flow Method, a level 3 valuation technique in the fair value hierarchy as it more accurately reflects the recoverable amount. The impairment assessment was based on a range of estimates and assumptions, including long-term selling price as per the consensus report, volumes based on the mine planning and concentrate plant setup and a post-tax nominal discount rate of 14.45%. Any subsequent changes to cash flows due to changes in the above-mentioned factors could impact the carrying value of the assets.



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Based on the sensitivities carried out by the Company, a decrease in the long-term selling price by 1% would lead to a decrease in the recoverable value by US\$ 6 million and an increase in the discount rate by 1% would lead to a decrease in the recoverable value by US\$ 9 million.

Accordingly, the impairment recorded in previous years had been reversed, to an extent of US\$ 82 million pertaining only to the assets of the Bomi Mine.

4. During the year, the Group has terminated its contract with one of its capital contractor due to its continuing failure in fulfilling contractual obligations impacting plant performance since inception and written back creditors amounting to US\$ 151 million pertaining to the contract, as amount is no longer payable. The management has assessed that the amount written back comprises US\$ 96 million toward loss of profit due to plant performance in the current and earlier years and therefore recognised the same as exceptional gain in the statement of profit and loss and adjusted the balance amount towards the cost of spares and ancillaries capitalised in PPE in earlier years.
5. Gol vide its notification dated 30 June 2022 levied Special Additional Excise Duty ("SAED") on production of crude oil, i.e., cess on windfall gain triggered by increase in crude oil prices which was effective from 01 July 2022. The consequential net impact of the said duty is US\$ 117 million (Revenue US\$ 142 million and Cost of sales US\$ 259 million) for the year ended 31 March 2023. SAED is continuing as levy like other duty of excise, that forms part of ordinary business of production of crude oil and hence, consequential impact of the said duty has been presented as an ordinary item during the year ended 31 March 2024.

7. Investment revenue

(US\$ million)

	Year ended 31 March 2024	Year ended 31 March 2023
Net gain on financial assets held at fair value through profit or loss (FVTPL)	20	6,078
Gain on sale of investment in subsidiary (refer note 3(e))	22	0
Interest Income:		
Interest income- financial assets held at FVTPL	37	63
Interest income- financial assets held at FVOCI	44	35
Interest income- bank deposits at amortised cost	29	48
Interest income- loans and receivables at amortised cost	37	60
Interest income- others	6	21
Dividend Income:		
Dividend income- financial assets held at FVOCI	5	3
Foreign exchange gain/ (loss) (net)	2	11
Total	202	251

8. Finance costs

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest expense – financial liabilities at amortised cost	1,756	1,484
Other finance costs (including bank charges)	223	119
Total interest cost	1,979	1,603
Unwinding of discount on provisions (note 25)	16	12
Net interest on defined benefit arrangements	3	3
Capitalisation of finance costs/borrowing costs (note 16)	(116)	(60)
Total	1,882	1,558

All borrowing costs are capitalised using rates based on specific borrowings and general borrowings with the interest rate of 8.65% (6.75% for 31 March 2023) per annum for the year ended 31 March 2024.

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9. Other gains and (losses), (net)

(US\$ million)

	Year ended 31 March 2024	Year ended 31 March 2023
Foreign exchange gain/ (loss) (net)	(31)	(88)
Change in fair value of financial liabilities measured at fair value	0	0
Net gain/(loss) arising on qualifying hedges and non-qualifying hedges	(6)	9
Total	(37)	(79)

10(a). Profit/ (Loss) for the year has been stated after charging/ (crediting):

(US\$ million)

	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation & amortization	1,283	1,382
Costs of inventories recognised as an expense	5,366	5,519
Auditor's remuneration for audit services (refer note 36)	5	3
Research and development	1	1
Net loss on disposal of Property plant and equipment	14	1
ECL allowance on receivables	31	52
Impairment charge/(reversal) & assets written off (refer note 6)	(28)	61
Exploration costs written off (refer note 16)	89	30
Employee costs (refer note 27)	414	395
Rent*	7	8

* Rent represents expense on short term/ low value leases.

10(b). Exchange gain/ (loss) recognised in the consolidated income statement:

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cost of sales	(0)	(8)
Investment revenue (refer note 7)	2	11
Other gains and (losses) (refer note 9)	(37)	(79)
Total	(35)	(76)

11. Tax

(a) Tax charge/ (credit) recognised in Consolidated Income Statement (including on special items)

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023*
Current tax:		
Current tax	839	1,151
Credit in respect of current tax for earlier years	3	(14)
Credit in respect of Special items (refer note 6)	(4)	(190)
Effect of change in tax regime***	(218)	-
Total current tax (a)	620	947
Deferred tax:		
Origination of temporary differences	1	(233)
Charge in respect of deferred tax for earlier years	(6)	(10)
Credit in respect of Special items (refer note 6)	51	90
Effect of change in tax regime***	989	
Total deferred tax (b)	1,035	(153)
Total Income tax expense for the year((a)+(b))	1,655	794
Profit before tax from continuing operations	1,754	1,632
Effective Income tax rate (%)	94.4%	48.7%



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Tax expense/ (benefit)

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023*
Tax effect on special items	47	(100)
Tax effect of change in regime***	771	-
Tax expense – others	837	894
Net tax expense	1,655	794

(b) A reconciliation of income tax expense/ (credit) applicable to profit/ (loss) before tax at the Indian statutory income

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit/ (Loss) before tax from continuing operations	1,754	1,632
Indian statutory income tax rate	25.168%	34.944%
Tax at statutory income tax rate	442	570
Non-taxable income	10	(9)
Tax holidays and similar exemptions	0	(67)
Effect of tax rate differences of subsidiaries operating at other tax rates	(43)	19
Tax on distributable reserve of/ dividend from subsidiary	51	149
Unrecognized tax assets (Net)**	25	(6)
Change in deferred tax balances due to change in tax law	1	(22)
Capital Gains/ Other income subject to lower tax rate	(3)	(65)
Credit in respect of earlier years	(3)	(28)
Other permanent differences	404	253
Effect of change in tax regime***	771	-
Total	1,655	794

*Restated Refer Note 3(b)

** Includes Deferred Tax Assets written off in ESL Steel Limited refer note 2(c)(i)(iii)

***Pursuant to the introduction of Section 115BAA of the Income-tax Act, 1961 ("New Tax Regime"), the Company has an option to pay corporate income tax at a lower rate of 22% plus applicable surcharge and cess as against the currently applicable rate of 30% plus surcharge and cess. Under the New Tax Regime, provisions of Section 115 JB-Minimum Alternate Tax (MAT) are no longer applicable.

During the year ended 31 March 2024, the Company has elected to adopt New Tax Regime from FY 2022-23 onwards due to expected corporate actions and other considerations and the first tax return under the New Tax Regime has been filed for FY 2022-23 on 29 November 2023. Upon adoption of New Tax Regime for FY 2022-23, the current tax charge is lower by US\$ 218 million (mainly on account of section 80M benefit not available under MAT) and deferred tax charge is higher by US\$ 46 million. Further, the MAT credit balance of US\$ 943 million, for periods up to 31 March 2023, has been expensed. Consequently, the net impact of the above amounting to US\$ 771 million is accounted for as special item in the year ended 31 March 2024.

Accordingly, current year tax expense is not comparable with the reported tax expense for the year ended 31 March 2023.

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(c) Deferred tax assets/liabilities

The Group has accrued significant amounts of deferred tax. The majority of the deferred tax liability represents accelerated tax relief for the depreciation of property, plant and equipment, depreciation of mining reserves and the fair value uplifts created on acquisitions net of deferred tax assets representing unabsorbed depreciation and carried forward losses. Significant components of Deferred tax (assets) and liabilities recognized in the Consolidated Statement of financial position are as follows:

For the year ended 31 March 2024:

(US\$ million)

Significant components of deferred tax (assets)/ liabilities	Opening balance as at 01 April 2023*	Charged/ (credited) to Income Statement	Charged/ (credited) to other comprehensive income	Charged to Equity	Exchange difference transferred to translation of foreign operation	Closing balance as at 31 March 2024
Property, plant and equipment, Exploration and Evaluation and other intangible assets	1,317	(20)	-	-	(23)	1,274
Voluntary retirement scheme	(2)	1	-	-	-	(1)
Employee benefits	(13)	(1)	(1)	-	(1)	(16)
Fair value of derivative asset/ liability	(8)	3	(3)	-	1	(7)
Fair valuation of other asset/liability	104	32	-	-	(14)	122
MAT credit entitlement	(975)	966	-	-	9	-
Unabsorbed depreciation and business losses	(597)	64	-	-	(58)	(591)
Other temporary differences	(55)	(10)	-	-	68	3
Total	(229)	1,035	(4)	-	(18)	784

For the year ended 31 March 2023:

(US\$ million)

Significant components of deferred tax (assets)/ liabilities	Opening balance as at 01 April 2022	Charged/ (credited) to Income Statement	Charged/ (credited) to other comprehensive income	Charged to Equity	Exchange difference transferred to translation of foreign operation	Closing balance as at 31 March 2023
Property, plant and equipment, Exploration and Evaluation and other intangible assets	1,445	20	-	-	(148)	1,317
Voluntary retirement scheme	(6)	2	-	-	2	(2)
Employee benefits	(50)	3	(1)	-	35	(13)
Fair value of derivative asset/ liability	(19)	3	1	-	7	(8)
Fair valuation of other asset/liability	93	16	-	-	(5)	104
MAT credit entitlement	(894)	(159)	-	-	78	(975)
Unabsorbed depreciation and business losses	(593)	(50)	-	-	46	(597)
Other temporary differences	(72)	12	-	-	5	(55)
Total	(96)	(153)	0	-	20	(229)

*Restated Refer Note 3(b)



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Deferred tax assets and liabilities have been offset where they arise in the same taxing jurisdiction with a legal right to offset current income tax assets against current income tax liabilities but not otherwise. Accordingly, the net deferred tax (assets liability) has been disclosed in the Consolidated Statement of financial position as follows:

(US\$ million)

	As at 31 March 2024	As at 31 March 2023*
Deferred tax assets	(422)	(1,095)
Deferred tax liabilities	1,206	866
Net Deferred tax (assets) / Liabilities	784	(229)

*Restated Refer Note 3(b)

Deferred tax assets in the Group have been recognised to the extent there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse. For certain components of the Group, deferred tax assets on carry forward unused tax losses have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax asset at respective entities.

Unused tax losses/unused tax credit for which no deferred tax asset has been recognized amount to US\$ 4,128 million and US\$ 4,630 million as at 31 March 2024 and 31 March 2023 respectively.

As at 31 March 2024

(US\$ million)

Unused tax losses/ Unused tax credit	Within one year	Greater than one year, less than five years	Greater than five years	No expiry date	Total
Particulars					
Unutilized business losses	38	437	337	1,233	2,045
Unabsorbed depreciation	-	-	0	301	301
Unutilized R&D credit	-	-	-	-	-
Unabsorbed interest allowance*	-	-	-	1,782	1,782
Total	38	437	337	3,316	4,128

As at 31 March 2023

(US\$ million)

Unused tax losses/ Unused tax credit	Within one year	Greater than one year, less than five years	Greater than five years	No expiry date	Total
Particulars					
Unutilized business losses	88	661	493	1,434	2,676
Unabsorbed depreciation	-	-	-	241	241
Unutilized R&D credit	-	-	-	1	1
Unabsorbed interest allowance*	-	-	-	1,712	1,712
Total	88	661	493	3,388	4,630

* As per UK's corporate interest restriction rules, the disallowed interest expense for any year can be carried forward and claimed in future years for unlimited life subject to specified conditions

No deferred tax assets have been recognised on these unused tax losses/unused tax credit as there is no evidence that sufficient taxable profit will be available in future against which these can be utilised by the respective entities.

The Group has not recognised any deferred tax liabilities for taxes that would be payable on the Group's share in unremitted earnings of certain of its subsidiaries because the Group controls when the liability will be incurred, and it is probable that the liability will not be incurred in the foreseeable future. The amount of unremitted earnings is US\$ 2,544 million and US\$ 3,120 million as at 31 March 2024 and 31 March 2023 respectively.

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(d) Non-current tax assets

Non-current tax assets of US\$ 458 million (31 March 2023: US\$ 382 million) mainly represents income tax receivable from Indian Tax authorities by Vedanta Limited owing to shift in tax regime and relating to the refund arising consequent to the Scheme of Amalgamation & Arrangement made effective in August 2013 pursuant to approval by the jurisdiction High Court and receivables relating to matters in tax disputes in Group companies including tax holiday claim.

(e) The tax department had issued demands on account of remeasurement of certain tax incentives, under section 80IA and 80IC of the Income-tax Act, 1961. For AY 2009-10 to 2012-13, 2017-18 & 2018-19, Hon'ble Income Tax Appellate Tribunal (ITAT) has allowed these claims. For AY 2013-14 to 2016-17, the cases are pending before Hon'ble ITAT. Against the Tribunal order, the department had filed an appeal in Hon'ble Rajasthan High Court in financial year 2017-18 (for AY 2009-10 to AY 2012-13) and in FY 2023-24 (for AY 2017-18 and AY 2018-19) which are yet to be admitted. As per the view of external legal counsel, Department's appeal seeks re-examination of facts rather than raising any substantial question of law and hence it is unlikely that appeal will be admitted by the High Court. Accordingly, there is a high probability that the case will go in favour of the Group. The amount involved in this dispute as of 31 March 2024 is US\$ 1,494 million (31 March 2023: US\$ 1,515 million) plus applicable interest up to the date of settlement of the dispute.

(f) The UK adopted global minimum tax rules (BEPS Pillar Two) in July 2023. These rules are effective for accounting periods starting after 31 December 2023 and applies to profits earned by the Group in each jurisdiction where it operates. A top-up tax may be imposed if the Group's effective tax rate in a jurisdiction falls below 15% (as defined by OECD). Overseas jurisdictions may impose payment of the top-up tax within their own jurisdiction.

Our initial assessment arising for the accounting period starting from 01 April 2024 indicates no material expected top-up tax liability. The Group will continue monitoring BEPS Pillar Two developments to assess any future financial impact. In addition, the group is taking advantage of the temporary deferred tax exception within the "International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)" in relation to the current year and retrospectively in accordance with IAS 8. This means the Group does not recognise and does not disclose information about deferred tax assets and liabilities related to OECD pillar two income taxes.

12. Underlying Attributable Profit/(Loss) for the year

Underlying earnings is an alternative earnings measure, which the management considers to be a useful additional measure of the Group's performance. The Group's Underlying profit/ loss is the profit/ loss for the year after adding back special items, other losses/(gains) [net] (note 9) and their resultant tax (including taxes classified as special items) and non-controlling interest effects and (Gain)/loss on discontinued operations. This is a non-IFRS measure.

(US\$ million)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
(Loss)/Profit for the year attributable to equity holders of the parent		(400)	(5)
Special items (gains)/losses	6	(124)	178
Other (gains)/losses [net]	9	37	79
Tax effect of special items (including taxes classified as special items) and other gains/ (losses) [net]		810	(120)
Non-controlling interest on special items and other gains/ (losses)		(278)	(45)
Underlying attributable profit for the year		45	87

13. Dividends

(US\$ million)

	Year ended 31 March 2024	Year ended 31 March 2023
Amounts recognized as distributions to equity holders:		
Equity dividends on ordinary shares:		
First Interim Dividend for 2022-23: 2.28 US cents per share	-	6
Second Interim Dividend for 2022-23: 2.45 US cents per share	-	7
Third Interim Dividend for 2022-23: 1.8 US cents per share	-	5



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14. Goodwill

(US\$ million)

Copper India CGU	As at 31 March 2024	As at 31 March 2023
At 01 April	12	12
Impairment during the year (refer note 2(c)(l)(iii))	(12)	-
At 31 March	-	12

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired. Accordingly, during the year, the Company has impaired the goodwill of Copper India CGU as of 31 March 2024.

15. Intangible assets

Intangible assets include Port concession rights to operate a general cargo berth for handling coal at the outer harbour of the Visakhapatnam port on the east coast of India, software licences, technological know-how, acquired brand and others.

(US\$ million)

Intangible assets	Port concession rights ⁽¹⁾	Software license	Others ⁽²⁾	Total
Cost				
As at 01 April 2022	79	9	49	137
Additions	-	1	-	1
Disposals	-	-	(18)	(18)
Transfers	1	1	-	2
Exchange differences	(6)	(2)	(4)	(12)
As at 01 April 2023	74	9	27	110
Additions	-	1	32	33
Disposals	-	(1)	-	(1)
Transfers	1	1	-	2
Exchange differences	(2)	-	(3)	(5)
As at 31 March 2024	73	10	56	139
Accumulated amortisation				
As at 01 April 2022	26	6	15	47
Charge for the year	3	1	3	7
Disposals	-	-	(4)	(4)
Exchange differences	(1)	(2)	(1)	(4)
As at 01 April 2023	28	5	13	46
Charge for the year	3	2	6	11
Disposals	-	(1)	-	(1)
Exchange differences	0	-	(1)	(1)
As at 31 March 2024	31	6	18	55
Net book value				
As at 01 April 2022	53	3	34	90
As at 01 April 2023	46	4	14	64
As at 31 March 2024	42	4	38	84

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- (1) Vizag General Cargo Berth Private Limited (VGCB), a special purpose vehicle, was incorporated for the coal berth mechanization and upgrades at Visakhapatnam port in Eastern India. VGCB is wholly owned by Vedanta Limited. The project is to be carried out on a design, build, finance, operate, transfer basis and the concession agreement between Visakhapatnam Port Trust (VPT) and the VGCB was signed in June 2010. In October 2010, the VGCB was awarded with the concession after fulfilling conditions stipulated as a precedent to the concession agreement. VPT has provided, in lieu of license fee an exclusive license to VGCB for designing, engineering, financing, constructing, equipping, operating, maintaining, and replacing the project/project facilities and services. The concession period is 30 years from the date of the award. The upgraded capacity is 10.18 mmtpa and VPT would be entitled to receive 38.10% share of the gross revenue as royalty. VGCB is entitled to recover a tariff from the user(s) of the project facilities and services as per its Tariff Authority for Major Ports (TAMP) notification. The tariff rates are linked to the Wholesale Price Index (WPI) and would accordingly be adjusted as specified in the concession agreement every year. The ownership of all infrastructure assets, buildings, structures, berths, wharfs, equipment and other immovable and movable assets constructed, installed, located, created or provided by VGCB at the project site and/or in the port's assets pursuant to concession agreement would be with VGCB until expiry of this concession agreement. The cost of any repair, replacement or restoration of the project facilities and services shall be borne by VGCB during the concession period. VGCB has to transfer all its rights, titles and interest in the project facilities and services free of cost to VPT at the end of the concession period. The Group has entered into a supplementary agreement to the original concession agreement with VPT dated 20 October 2021, wherein VPT can handle other compatible cargos at VGCB during idling of the berth. Intangible asset port concession rights represent consideration for construction services. No revenue from construction contract of service concession arrangements on exchanging construction services for the port concession rights was recognised for the year ended 31 March 2024 and 31 March 2023.
- (2) (i) Others include technological know-how and acquired brand relating to acquisition of AvanStrate Inc.
- (ii) Consequent to the Indian Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 ("the Rules"), the Group, during the previous year ended 31 March 2023, has transferred its CSR assets, after obtaining regulatory approvals, having carrying value of US\$ 15 million as on the date of transfer, at nominal consideration to Zinc India Foundation (Wholly owned subsidiary of HZL), incorporated during the previous year under Section 8 of the Indian Companies Act, 2013. The carrying value of these assets has been included as CSR expense in the financial statements owing to such transfer.



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16. Property, plant and equipment

	(US\$ million)									
	Mining property and leases	Freehold Land and buildings	Plant and equipment	Assets under construction	Oil & Gas properties ^(a)	ROU Assets ^(a)	Others	Total Property, plant and equipment	Exploration and evaluation assets ^(a)	Grand Total
Cost										
At 01 April 2022	3,426	1,889	12,544	1,795	19,807	159	176	39,796	1,328	41,124
Additions*	193	22	212	1,210	256	28	11	1,932	189	2,121
Transfers (4),(5)	301	29	436	(669)	-	-	1	98	(18)	80
Exploration costs written off	-	-	-	-	-	-	-	-	(30)	(30)
Disposals	(2)	(1)	(270)	(32)	(160)	(1)	(4)	(470)	-	(470)
Exchange differences	(360)	(164)	(1,061)	(159)	-	(12)	(20)	(1,776)	(2)	(1,778)
At 01 April 2023*	3,558	1,775	11,861	2,145	19,903	174	164	39,580	1,467	41,047
Additions	60	39	209	1,608	243	97	9	2,265	120	2,385
Transfers (4)	249	30	738	(1,012)	25	-	2	32	(34)	(2)
CWIP written off (note 6)	-	-	-	(16)	-	-	-	(16)	-	(16)
Exploration costs written off	-	-	-	-	-	-	-	-	(89)	(89)
Disposals	(66)	(4)	(255)	(25)	(35)	(2)	(6)	(393)	(8)	(401)
Exchange differences	(79)	(38)	(207)	(45)	-	(3)	(5)	(377)	-	(377)
At 31 March 2024	3,722	1,802	12,346	2,655	20,136	266	164	41,091	1,456	42,547
Accumulated depreciation, amortization and impairment										-
At 01 April 2022	2,603	552	4,683	244	18,136	25	69	26,312	1,108	27,420
Charge for the year	314	51	541	-	443	12	19	1,380	-	1,380
Disposals	-	-	(219)	-	(4)	(1)	(3)	(227)	-	(227)
Transfers (4)	-	-	1	82	-	-	(1)	82	-	82
Impairment Charge/ (reversal) of assets (note 6)	-	-	-	(96)	82	-	-	(14)	75	61
Exchange differences	(225)	(61)	(422)	(13)	-	(2)	(16)	(739)	-	(739)
At 01 April 2023	2,692	542	4,584	217	18,657	34	68	26,794	1,183	27,977
Charge for the year	291	51	568	-	323	24	18	1,275	-	1,275
Disposals	(55)	(1)	(151)	5	(1)	(1)	(6)	(210)	-	(210)
Transfers	-	(3)	3	-	4	-	-	4	(4)	-
Impairment Charge/ (reversal) of assets (note 6)	18	20	21	28	(152)	3	-	(62)	(5)	(67)
Exchange differences	(47)	(19)	(88)	(3)	-	(1)	(4)	(162)	-	(162)
At 31 March 2024	2,899	590	4,937	247	18,831	59	76	27,639	1,174	28,813
Net book value										
At 01 April 2022	823	1,337	7,861	1,551	1,671	134	107	13,484	220	13,704
At 01 April 2023	866	1,233	7,277	1,928	1,246	140	96	12,786	284	13,070
At 31 March 2024	823	1,212	7,409	2,408	1,305	207	88	13,452	282	13,734

1) During the year ended 31 March 2024, interest capitalised was US\$ 116 million (31 March 2023: US\$ 60 million).

2) Oil and Gas properties includes development assets under construction of carrying value US\$ 240 million (31 March 2023: US\$ 267 million).

3) Oil and Gas properties and exploration and evaluation assets net block includes share of jointly owned assets with the joint venture partners US\$ 1,362 million (31 March 2023: US\$ 1,289 million).

4) Transfers/reclassification majorly includes capitalisation of CWIP to respective class of assets.

5) Transfer/reclassification from CWIP Accumulated Impairment to Mining Property Gross block amounting to US\$ 82 million.

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(6) Disclosure of Right of Use (ROU) Assets as per IFRS 16 "Leases"

(US\$ million)

Particulars	Land & Building	Plant and Equipment	Total
Cost			
At 01 April 2022	150	9	159
Additions*	23	5	28
Disposals	(1)	-	(1)
Exchange difference	(11)	(1)	(12)
At 01 April 2023*	161	13	174
Additions	31	66	97
Disposals	(2)	-	(2)
Exchange difference	(2)	(1)	(3)
At 31 March 2024	188	78	266
Accumulated depreciation			
At 01 April 2022	21	4	25
Charge for the year	9	3	12
Disposals	(1)	-	(1)
Exchange difference	(2)	-	(2)
At 01 April 2023	27	7	34
Charge for the year	8	16	24
Disposals	(1)	-	(1)
Transfers	(4)	4	-
Impairment of assets	3	-	3
Exchange difference	(1)	-	(1)
At 31 March 2024	32	27	59
Net book value			
At 01 April 2022	129	5	134
At 01 April 2023	134	6	140
At 31 March 2024	156	51	207

17. Financial asset investments

Financial asset investments represent investments classified and accounted for at fair value through profit or loss or through other comprehensive income (refer note 25).

Financial Asset Investments

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
At 01 April	63	20
Movements in fair value	(2)	(5)
Investment in Optionally Convertible Redeemable Preference Shares at FVTPL - unquoted		
- Serentica Renewable Power Companies (Refer note 32)	58	30
Investment in Bonds at FVOCI - quoted	0	19
Exchange difference	(1)	(1)
At 31 March	118	63



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Financial asset investment represents quoted investments in equity shares, debentures and other investments that present the Group with an opportunity for returns through dividend income and gains in value. These securities are held at fair value. These are classified as non-current as at 31 March 2024 and 31 March 2023.

18. Other non-current assets and trade and other receivables

(US\$ million)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Non-Current	Current	Total	Non-Current	Current	Total
Bank deposits ⁽²⁾	97	-	97	84	-	84
Site restoration assets	171	-	171	149	-	149
Trade receivables ⁽¹⁾	289	455	744	308	488	796
Others ⁽³⁾	62	594	656	237	267	504
Trade receivables from related parties	-	27	27	-	3	3
Cash call / receivables from joint operations ⁽⁴⁾	-	934	934	-	928	928
Receivable from KCM ⁽⁵⁾	654	-	654	655	-	655
Financial (A)	1,273	2,010	3,283	1,433	1,686	3,119
Balance with Government authorities	111	155	266	98	186	284
Advance for supplies	7	186	193	5	258	263
Others ⁽³⁾	112	87	199	117	149	266
Receivable from KCM ⁽⁵⁾	26	-	26	27	-	27
Non-financial (B)	256	428	684	247	593	840
Total (A+B)	1,529	2,438	3,967	1,680	2,279	3,959

The credit period given to customers is upto 180 days. Also refer note 24(d)

- (1) In a matter between TSPL and Punjab State Power Corporation Limited (PSPCL) relating to assessment of whether there has been a change in law following the execution of the Power Purchase Agreement, the Appellate Tribunal for Electricity has dismissed the appeal in July 2017 filed by TSPL. TSPL later filed an appeal before the Honourable Supreme Court to seek relief, which is yet to be listed.

The outstanding trade receivables in relation to this dispute and other matters is US\$ 194 million as of 31 March 2024 (31 March 2023: US\$ 180 Million). The Group, based on external legal opinion and its own assessment of the merits of the case, remains confident that it is highly probable that the Supreme court will uphold TSPL's appeal and has thus continued to treat these balances as recoverable.

Additionally, trade receivables include US\$ 88 Million (net of Provision for expected credit loss ("ECL") recognised during the year on account of time value of money) as at 31 March 2024 (31 March 2023: US\$ 107 million) withheld by GRIDCO Limited ("GRIDCO") primarily on account of reconciliation and disputes relating to computation of power tariffs and alleged short-supply of power by the Group under the terms of long term power supply agreement.

Out of the above, US\$ 44 million (net of ECL recognised during the year on account of time value of money) relates to the amounts withheld by GRIDCO due to tariff adjustments on account of transmission line constraints in respect of which GRIDCO's appeal against order of APTEL is pending before the Hon'ble Supreme Court of India and US\$ 28 million (net of ECL) relates to alleged short supply of power for which the Group's appeal on certain grounds are pending before APTEL.

- (2) Includes US\$ 36 million (31 March 2023: US\$ 28 million) and US\$ 1 million (31 March 2023: US\$ 1 million) under lien with banks and Others respectively, US\$ 0 million (31 March 2023: US\$ 5 million) under margin money, US\$ 49 million (31 March 2023: US\$ 43 million) maintained as debt service reserve account and US\$ 8 million (31 March 2023: US\$ 7 million) held as margin money against bank guarantee
- (3) Includes claim receivables, advance recoverable (oil and gas business), prepaid expenses, export incentive receivables and others.
- (4) Government of India (GOI) vide Office Memorandum ("OM") No. O-19025/10/2005-ONG-DV dated 01 February 2013 allowed for Exploration in the Mining Lease Area after expiry of Exploration period and prescribed the mechanism for recovery of such Exploration Costs incurred. Vide another Memorandum dated 24 October 2019, GOI clarified that all approved Exploration costs incurred on Exploration activities, both successful and unsuccessful, are recoverable in the manner as prescribed in the OM and as per the provisions of PSC. Accordingly, the Group has started recognized revenue for past exploration costs, through increased share in the joint operations revenue as the Group believes that cost recovery mechanism prescribed under OM for profit petroleum payable to GOI is not applicable to its Joint operation partner, a view which is also supported by an independent legal opinion. During the year, the Arbitration Tribunal has issued Final Partial Award which allowed for recovery of exploration costs (refer note 36(a)). Accordingly, the Group has recognized additional US\$ 58 million. At year end, an amount of US\$ 267 million (31 March 2023: US\$ 209 million) is receivable from its joint operation partner on account of this. However, the Joint operation partner carries a different understanding, and the matter is pending resolution.
- (5) Out of total receivables from KCM of US\$ 682 million, US\$ 27 million is on account of advance for supplies and hence classified as non-financial (Refer Note 3(a)).

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19. Inventories

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
Raw materials and consumables	885	1,083
Work-in-progress	560	618
Finished goods	115	129
Total	1,560	1,830

Inventory held at net realizable value amounted to US\$ 220 million (31 March 2023: US\$ 250 million). A write down of inventories amounting to US\$ 20 million (31 March 2023: US\$ 14 million) has been charged to the Consolidated Income Statement.

20. Short-term investments

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
Bank deposits ^{1,2}	221	161
Other investments		
Investments at FVOCI / quoted bonds ³	531	516
Investments at FVTPL	823	1,051
Total	1,575	1,728

- (1) The above bank deposits include US\$ 18 million (31 March 2023: US\$ 15 million) on lien with banks, US\$ 14 million (31 March 2023: US\$ 5 million) of margin money, US\$ 58 million (31 March 2023: US\$ 56 million) maintained as debt service reserve account.
- (2) Restricted funds of US\$ 3 million (31 March 2023: US\$ 3 million) on lien with Others, US\$ 5 million (31 March 2023: US\$ 5 million) of restricted funds held as collateral in respect of closure costs and US\$ 31 million (31 March 2023: US\$ 8 million) held as margin money against bank guarantee.
- (3) Includes investments amounting to US\$ 244 million (31 March 2023: \$ 221 million) are pledged as security for repurchase liability (Refer Note 22(a)). The Group continues to record these investments as it retains rights to contractual cash flows on such investments and thus do not meet the criteria for derecognition or transfer of financial asset as per IFRS 7.

Bank deposits are made for periods of between three months and one year depending on the cash requirements of the companies within the Group and earn interest at the respective fixed deposit rates.

Other investments include mutual fund investments and investments in bonds which are recorded at fair value with changes in fair value reported through the consolidated income statement. These investments do not qualify for recognition as cash and cash equivalents due to their maturity period and risk of change in value of the investments. Refer Note 24 for further details.

21. Cash and cash equivalents

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents consist of the following		
Cash at bank and in hand (1)	349	755
Short-term deposits (2)	16	103
Restricted cash and cash equivalents (3)	19	179
Total	384	1,037



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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

- (1) Including foreign inward remittances aggregating US\$ 2 million (31 March 2023: US\$ 40 million) held by banks in their Nostro accounts on behalf of the Group.
- (2) Short-term deposits are made for periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.
- (3) Restricted cash and cash equivalents include US\$ 19 million (31 March 2023: US\$ 179 million) that are kept in a specified bank account to be utilised solely for the purpose of the payment of dividends to non-controlling shareholders, which are being carried as a current liability.
- (4) Cash and cash equivalents for the purpose of Statement of Cash Flows comprise the following:

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents as above	384	1,037
Less: Restricted cash and cash equivalents	(19)	(179)
Total	365	858

22(a) Borrowings

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
Current borrowings consist of:		
Banks and financial institutions	320	1,616
Non-convertible debentures	192	-
Total short-term borrowings	512	1,616
Add: Current maturities of long-term borrowings	2,866	4,193
Current borrowings (A)	3,378	5,809
Non-current borrowings consist of:		
Banks and financial institutions	8,813	7,813
Non-convertible bonds	2,952	4,641
Non-convertible debentures	1,608	1,223
Redeemable Preference shares	0	0
Others	445	65
Total long-term borrowings	13,818	13,742
Less: Current maturities of long-term borrowings	(2,866)	(4,193)
Non-current borrowings (B)	10,952	9,549
Total (A+B)	14,330	15,358

The Group facilities are subject to certain financial and non-financial covenants. The primary covenants which must be complied with include fixed charge cover ratio, net borrowing to EBITDA ratio, total net assets to borrowings ratio, attributable leverage ratio and EBITDA to net interest expense ratio.

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Details of the non-convertible bonds and non-convertible debentures issued by the Group have been provided below (carrying value):

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
Non-Convertible Bonds:		
0.28 % bonds due October 2032	4	4
13.875% bonds due December 2028*	1,008	-
13.875% bonds due December 2028*	894	-
13.875% bonds due January 2027*	453	-
9.25% bonds due April 2026	593	596
8.95 % bonds due March 2025*	-	1,196
6.13 % bonds due August 2024*	-	947
13.88% bonds due January 2024*	-	998
7.13 % bonds due June 2023	-	500
7.99 % bonds due April 2023	-	400
	2,952	4,641

* During the year ended 31 March 2024, the Management has undertaken a Liquidity Management Exercise ("LM Exercise"), owing to which terms of the bonds have been restructured as below:

Original bonds	Restructured bonds
8.95 % bonds due March 2025	13.875% bonds due December 2028
6.13 % bonds due August 2024	13.875% bonds due December 2028
13.88% bonds due January 2024	13.875% bonds due January 2027

Further, the Management has tested whether this restructuring leads to a substantial modification in accordance with IFRS 9 "Financial Instruments". As a result, 8.95 % bonds due March 2025 and 6.13 % bonds due August 2024 have satisfied the criteria of substantial modification and accordingly, a loss of US\$ 4 million has been recognized as a modification loss in the Consolidated Income Statement for the year ended 31 March 2024.

(US\$ million)

	As at 31 March 2024	As at 31 March 2023
Non-Convertible Debentures		
8.74% due June 2032	491	498
9.20% due February 2030	240	243
0.00% due October 2029 (refer note 3(c))	93	-
12% NCDs due June 2025	380	-
12% due March 2025	284	-
7.68% due December 2024	120	121
11.85% due May 2024	192	-
3m T-bill rate + 240 bp due March 2024*	-	97
0.00% NCDs due March-2024	-	7
5.35% due September 2023	-	257
	1,800	1,223

*The 3-month treasury bill rate in India as at 31 March 2023 was 6.34%.

Security Details

The Group has taken borrowings in various countries towards funding of its acquisitions, capital expenditure and working capital requirements. The borrowings comprise funding arrangements from various banks and financial institutions taken by the parent and subsidiaries. Out of the total borrowings of US\$ 14,330 million (31 March 2023: US\$ 15,358 million) shown above, total secured borrowings are US\$ 7,901 million (31 March 2023: US\$ 6,126 million) and unsecured borrowings are US\$ 6,429 million (31 March 2023: US\$ 9,232 million). The details and carrying amount of security provided by the Group in various countries, to various lenders on the assets of Parent and subsidiaries are as follows:



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(US\$ million)

Facility Category	Security details	As at 31 March 2024	As at 31 March 2023
Working Capital Loans (grouped under banks and financial institutions)	Secured by second pari passu charge on fixed assets of TSPL and first pari passu charge on current assets of TSPL, both present and future	52	13
	First ranking pari passu charge by deed of Hypothecation on 28 March 2023 in favour of Vistra ITCL (India) Limited, security trustees	8	-
	First pari passu charge on current assets of FACOR	3	3
	Other Secured Working Capital loans	-	50
External commercial borrowings (grouped under banks and financial institutions)	A First pari passu charge by way of hypothecation on the specified movable fixed assets of Vedanta Limited pertaining to its manufacturing facilities comprising: (i) alumina refinery having output of 6 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Odisha; (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Odisha	219	248
	First pari passu charge by way of hypothecation on all present and future movable assets of Vedanta Limited with a minimum fixed asset cover of 1.10 times of the outstanding facility during the period of the facility comprising: (i) 1.6 MTPA (proposed capacity of 1.8 MTPA) aluminium smelter along with 1,215 MW CPP (Captive power plant) at Jharsuguda (ii) 1 MTPA (proposed capacity of 6 MTPA) alumina refinery along with CPP of 90 MW (Captive power plant) at Lanjigarh, Odisha (iii) 2,400 MW Power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha and (iv) Oil & Gas division comprising RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay oil fields, Ravva Oil & Gas fields (under PKGM-1 block) and OALP blocks.	131	149
Non convertible debentures	Secured by way of first pari passu charge on whole of the movable fixed assets of: (i) alumina refinery having output of 1 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Odisha; and (ii) aluminum smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Odisha. Additionally, secured by way of mortgage on the freehold land comprising 18.92 acres situated at Jharsuguda, Odisha.	240	243
	Secured by way of first pari passu charge on the specific movable Fixed Assets. The whole of the movable Fixed Assets both present and future, of Vedanta Limited in relation to the aluminium Division, comprising the following facilities: (i) 1 MTPA alumina refinery alongwith 90 MW co-generation captive power plant in Lanjigarh, Odisha; and (ii) 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) power plant in Jharsuguda, Odisha including its movable plant and machinery, capital work in progress, machinery spares, tools and accessories, and other movable fixed assets.	120	121
	First ranking pari passu charge by way of mortgage over 18.92 acres freehold land in Jharsuguda, Odisha together with the building and structures/ erections constructed/ to be constructed thereon and all the plant and machinery and other furniture and fixtures erected/ installed or to be erected/installed thereon and hypothecation over movable fixed assets excluding capital work in progress in relation to the aluminium division comprising 6 MTPA alumina refinery along with 90 MW co-generation captive power plant in Lanjigarh, Odisha; and 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) power plant and 2400 MW power plant in Jharsuguda, Odisha including its movable plant and machinery, machinery spares, tools and accessories and other movable fixed assets.	491	499
	Secured by :- i. first ranking pari passu charge, by way of hypothecation, over the movable fixed assets of the Company to be more particularly set out in the deed of hypothecation; ii. first ranking exclusive charge, by way of hypothecation, over certain charged receivables and designated cash account to be more particularly set out in the deed of hypothecation; and iii. a pledge over shares constituting 100 per cent of the share capital of Sesa Iron and Steel Limited (Pledged Shares); and iv. any other security as may be agreed between the Company and the Trustee, ((i) to (iv) above are collectively referred to as Transaction Security)	380	-

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		(US\$ million)	
Facility Category	Security details	As at 31 March 2024	As at 31 March 2023
	Secured by	284	-
	i) 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha; ii) 6 MTPA Alumina refinery along with 90 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha; iii) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha; iv) Copper plant assets at Silvasaincluding 245,000 MT of blister/ secondary material processing plant, a 216,000 TPA copper refinery plant and a copper rod mill with an installed capacity of 258,000 TPA; v) Oil & gas division comprising of RJ-ON-90/i Oil & Gas Block (Rajasthan); Cambay oil fields and Ravva oil & gas Fields (under PKGM-1 block); OALP blocks; vi) all assets, business and undertaking of every kind (tangible movable assets constituting fixed assets) of the Company related to exploration, mining, processing, and manufacturing of iron ore and its derivatives in Karnataka and Goa. These assets include pig iron plants, metallurgical coke plants, and power plants in Goa.		
	Secured by:	93	-
	first pari-passu charge on all existing fixed assets of the Meenakshi Energy Limited as on the last available audited accounts of the Closing Date, as more particularly set out in, and pursuant to the terms of, the Security Documents (hereinafter referred to as the "Security", with each asset (which shall also include each of the Sale Deeds that may be executed by the Issuer in relation to the relevant Agreement to Sell Assets and the Patta Land). The Security specified above, shall be created as a first ranking security ranking pari passu amongst: (a) the Debenture Holders, to secure the due repayment of the Outstanding Amounts; and (b) the Persons who have provided/shall provide any Additional Financial Indebtedness, to secure such Additional Financial Indebtedness.		
	Secured by:	192	-
	(i) Pledge of shares of Sesa Resources Limited held by the Company (ii) Corporate Guarantee from the Company backed by asset security (movable fixed asset of the Company and certain intangible assets) (iii) Movable fixed assets of Sesa Resources Limited		
	Other Secured Non-Convertible Debentures	-	7
Term loan from banks (grouped under banks and financial institutions)	Secured by first pari passu charge on fixed assets of TSPL and second pari passu charge on current assets of TSPL, both present and future	674	751
	Secured by a pari passu charge by way of hypothecation of all the movable fixed assets of Vedanta limited pertaining to its aluminium division project consisting:	172	195
	(i) alumina refinery having output of 1 MTPA (Refinery) along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Orissa (Power Plant); and (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP at Jharsuguda, Orissa (Smelter) (the Refinery, Power Plant and Smelter). Also, a first pari passu charge by way of equitable mortgage on the land pertaining to the mentioned project of aluminium division.		
	Secured by a pari passu charge by way of hypothecation on the movable fixed assets of the Lanjigarh Refinery Expansion Project including 210 MW Power Project. Lanjigarh Refinery Expansion Project shall specifically exclude the 1 MTPA alumina refinery of the Group along with 90 MW power plant in Lanjigarh and all its related expansions.	37	44
	Secured by a pari passu charge by way of hypothecation on the movable fixed assets of Vedanta Limited pertaining to its aluminium Division comprising 1 MTPA alumina refinery plant with 90 MW captive power plant at Lanjigarh, Odisha and 1.6 MTPA aluminium smelter plant with 1,215 MW captive power plant at Jharsuguda, Odisha.	332	413



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(US\$ million)

Facility Category	Security details	As at 31 March 2024	As at 31 March 2023
	First pari passu charge by way of hypothecation/ equitable mortgage on the movable/ immovable assets of the aluminium Division of Vedanta Limited comprising alumina refinery having output of 1 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Orissa; aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP at Jharsuguda, Orissa and additional charge on Lanjigarh Expansion project, both present and future.	56	95
	Secured by a pari passu charge by way of hypothecation/ equitable mortgage of the movable/ immovable fixed assets of Vedanta Limited pertaining to its aluminium division comprising 1 MTPA alumina refinery plant with 90 MW captive power plant at Lanjigarh, Odisha and 1.6 MTPA aluminium smelter plant with 1,215 MW captive power plant at Jharsuguda, Odisha.	591	714
	Secured by: (i) floating charge on borrower collection account and associated permitted investments and (ii) corporate guarantee from CEHL and floating charge on collection account and current assets of CEHL	220	324
	Secured by first pari passu charge on all present and future movable fixed assets including but not limited to plant & machinery, spares, tools and accessories of BALCO (excluding of coal block assets) by way of a deed of hypothecation	246	101
Term loan from banks (grouped under banks and financial institutions)	First ranking pari passu charge by way of hypothecation/mortgage on all fixed/ immovable assets of ESL Steel Limited but excluding any current assets or pledge over any shares.	221	277
	Secured by a first pari passu charge on the identified fixed assets of Vedanta Limited both present and future, pertaining to its aluminium business (Jharsuguda Plant, Lanjigarh Plant), 2,400 MW power plant assets at Jharsuguda, copper plant assets at Silvassa, iron ore business in the states of Karnataka and Goa, dividends receivable from Hindustan Zinc Limited ("HZL"), a subsidiary of Vedanta limited, and the debt service reserve account to be opened for the facility along with the amount lying to the credit thereof#	766	878
	Secured by first pari passu charge by way of movable fixed assets of the aluminium division of Vedanta Limited comprising: (i) 6 MTPA aluminium refinery along with 90 MW Co-generation captive power plant in Lanjigarh, Orissa; (ii) 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda, (iii) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha and (iv) Oil and gas division comprising RJ-ON-90/91 Oil and Gas Block (Rajasthan), Cambay Oil Fields, Ravva Oil and gas Fields under (PKMGH-1 block) and OALP blocks	87	90
	A first pari passu charge by way of mortgage/ hypothecation over the specified movable fixed assets of Vedanta Limited. Security shall comprise of assets of the aluminium and power division of Vedanta limited, comprising: (i) 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda and (ii) 1 MTPA alumina refinery along with 90 MW CPP at Lanjigarh, Odisha.	118	144
	A first pari passu first charge by way of hypothecation on the specified movable fixed assets of Vedanta Limited pertaining to its Manufacturing facilities comprising: (i) alumina refinery having output of 1 MTPA along with co- generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Orissa (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP at Jharsuguda, Orissa.	113	138
	A first pari passu charged by way of hypothecation on the specified movable fixed assets (present and future) including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicle, Capital work-in progress etc. of Vedanta Limited pertaining to Aluminium division (Jharsuguda plant, Lanjigarh plant) and 2,400 MW power plant at JSG as more particularly described as below: (i) Alumina refinery up to 6 MTPA along with cogeneration captive power plant with aggregate capacity of 90 MW located in Lanjigarh, Odisha (ii) Alumina smelter output of 1.6 MTPA aluminium Smelter including 1,215 (9x135) MW power plant in Jharsuguda, Odisha (iii) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located as Jharsuguda, Odisha	45	58

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		(US\$ million)	
Facility Category	Security details	As at 31 March 2024	As at 31 March 2023
	A first pari passu charge by way of mortgage/ hypothecation over the specified immovable and movable fixed assets of Vedanta Limited. Security shall comprise of assets of the aluminium and power division of Vedanta limited, comprising: (i) 1.6 MTPA Aluminium Smelter along with 1215 MW CPP at Jharsuguda and (ii) 1 MTPA Alumina refinery along with CPP of 90 MW CPP at Lanjigarh, Odisha	98	113
Term loans from banks (Includes rupee term loans and foreign currency term loans)	First pari passu charge by way of hypothecation on all present and future movable fixed assets of Vedanta Limited including but not limited to plant and machinery, spares, tools and accessories of 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda, Odisha and 1 MTPA alumina refinery along with 90 MW CPP at Lanjigarh, Odisha	51	83
	A first pari passu charge by way of hypothecation on all present and future movable Fixed Assets including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles, Capital Work-in-Progress etc. of Vedanta Limited with a minimum fixed asset coverage ratio of 1.10 times as more particularly described as below: (i) Alumina refinery up to 6 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW located at Lanjigarh, Orissa; (ii) Aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP located at Jharsuguda, Orissa. (iii) 2400 MW Power Plant (1800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha; and (iv) Oil & Gas division comprising of RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay Oil Fields and Ravva Oil & Gas Fields (under PKGM-1 block)	24	30
	A first pari passu first charge by way of hypothecation on the Specified movable fixed assets of Vedanta Limited pertaining to its Manufacturing facilities comprising: (i) 1.6 MTPA Aluminium smelter along with 1,215 MW CPP (captive power plant) at Jharsuguda and (ii) 1 MTPA Alumina refinery along with CPP of 90 MW (captive power plant) at Lanjigarh, Odisha	56	60
	Secured by tax free perpetual bonds*	180	182
	First Pari-passu charge by way of hypothecation on all present and future movable assets of the Company with a minimum fixed asset cover of 1.10 times of the outstanding facility during the currency of the facility comprising of – i. 6 MTPA alumina refinery along with 90 MW co-generation captive power plant (operating capacity) in Lanjigarh, Odisha. ii. 1.6 MTPA aluminium smelter plant along with 1215 MW (9*135 MW) captive power plant in Jharsuguda, Odisha. iii. 2,400 MW Power Plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha. iv. Oil & Gas division comprising RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay Oil Fields, Ravva Oil & Gas Fields (under PKGM-1 block) and OALP blocks.	102	-
	Secondary charge by way of hypothecation on all present and future movable assets of the Company comprising – (i) Aluminium business of the Company at its Jharsuguda Plant and Lanjigarh Plant; (ii) 2,400 MW power plant of the Company at Jharsuguda; (iii) Copper Plant of the Company at Silvasa; (iv) Iron ore business of the Company in the state of Goa; and (v) Oil & Gas business of the Company in the states of Rajasthan, Gujarat, Andhra Pradesh and OALP blocks. Pledge of shares of HZL held by the Company with a minimum coverage of 2.29X of the outstanding loan value	131	-
	Exclusive charge by way of hypothecation on all present and future movable assets of the Company comprising – (i) 400 KTPA Copper Smelter Plant along with 246 KTPA Refinery and Ancillary Plants including 96 KTPA Copper Rod Plant, 1,300 KTPA Sulphuric Acid plant and 230 KTPA Phosphoric Acid Plant at Tuticorin; (ii) 160 MW Thermal Power Plant (TPP) at Tuticorin. Pledge of shares of HZL held by the Company with a minimum coverage of 2.2X of the outstanding loan value	179	-



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(US\$ million)

Facility Category	Security details	As at 31 March 2024	As at 31 March 2023
	Secured by first pari pasu charge on all bank accounts, insurance policies and trade receivables of Black Mountain Mining (Pty) Ltd by way of a deed of hypothecation	52	-
	Secured by:	892	-
	i) Exclusive pledge on 3.3% of Hindustan Zinc Limited ("HZL") shares;		
	ii) 100% share pledge of THL Zinc Ventures Limited, THL Zinc Limited, THL Zinc Holding BV and THL Zinc Namibia Holdings (pty) Limited;		
	iii) 100% share pledge of Zinc holding in Black Mountain Mining (Pty) Ltd		
	Secured by:	192	-
	i) Non-deposit Undertaking by FICL on the shares held by it in the Vedanta Limited;		
	ii) Pledge over the shares in FICL held by Richter Holding Limited and Westglobe Limited.		
Others (grouped under banks and financial institutions)	Secured by Fixed asset (platinum) of AvanStrate Inc.	53	60
Total		7,901	6,126

*Repurchase liability as on March 31, 2024 are secured by current investments amounting to US\$ 244 million (March 31, 2023: US\$ 221 million) and are repayable in 365 days (March 31, 2023: 102 to 109 days) from the date of borrowings through repurchase obligation.

In December 2021, Vedanta Limited executed a US\$ 959 million facility agreement with Union Bank of India Limited to take over a long term syndicated facility of US\$ 1,200 million. This loan is secured by the way of pledge over the shares held by Vedanta Limited in HZL equal to minimum 1x outstanding loan value (calculated quarterly at Value Weighted Average Price), currently representing 6.10% (31 March 2023: 6.77%) of the paid-up shares of HZL. Further, Vedanta Limited has also signed a Non-Disposal Undertaking (NDU) in respect of its shareholding in HZL to the extent of 50.1% of the paid-up share capital of HZL. As at 31 March 2024, the outstanding loan amount under the facility is US\$ 768 million (31 March 2023: US\$ 881 million).

22(b). Movement in net debt ⁽¹⁾

(US\$ million)

	Cash and cash equivalents	Short term investments and Non-current Bank Deposits	Total cash and short-term investments	Short-term borrowing Debt carrying value	Long-term borrowing* Debt carrying value	Total Net Debt (4)*
At 01 April 2022	1,266	3,130	4,396	(1,350)	(14,732)	(11,686)
Cash flow from continuing operations ⁽³⁾	(325)	(1,093)	(1,418)	(572)	498	(1,492)
Other non-cash changes ⁽²⁾	-	(60)	(60)	(3)	(34)	(97)
Foreign exchange currency translation differences	(83)	(207)	(290)	309	526	545
At 31 March 2023	858	1,770	2,628	(1,616)	(13,742)	(12,730)
Cash flow from continuing operations ⁽³⁾	(482)	(171)	(653)	1084	(151)	280
Other non-cash changes ⁽²⁾	-	(2)	(2)	5	(25)	(22)
Foreign exchange currency translation differences	(11)	19	8	15	100	123
At 31 March 2024	365	1,616	1,981	(512)	(13,818)	(12,349)

* Includes current maturities of long-term borrowings of US\$ 2,866 million as at 31 March 2024 (31 March 2023: US\$ 4,193 million)

- (1) Net debt is a non-IFRS measure and represents total debt after fair value adjustments under IAS 32 and IFRS 9 as reduced by cash and cash equivalents and short-term investments and changes in liabilities arising from financing activities as per requirements of IAS 7.
- (2) Other non-cash changes comprise amortisation of borrowing costs, foreign exchange difference on net debt. It also includes US\$ 2 million (31 March 2023: US\$ 60 million) of fair value movement in investments and accrued interest on investments.
- (3) Consists of net repayment of working capital loan, proceeds and repayments of short-term and long-term borrowings.
- (4) Total net debt excludes movement in lease liabilities which is separately disclosed in Note 23.

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22(c). Operational buyer's/Supplier's Credit

Operational Buyers' /Suppliers' Credit is availed in foreign currency from offshore branches of Indian banks or foreign banks at an interest rate ranging from 4.85% to 8.43% per annum and in rupee from domestic banks at interest rate ranging from 6.25%-10.00% per annum. These trade credits are largely repayable within 180 days from the date of draw down. Operational Buyers' credit availed in foreign currency is backed by Standby Letter of Credit issued under working capital facilities sanctioned by domestic banks. Part of these facilities are secured by first pari passu charge over the present and future current assets of the Group.

23. Trade and other payables

(US\$ million)

	As at 31 March 2024			As at 31 March 2023		
	Non- Current	Current	Total	Non- Current	Current	Total
Lease liability ⁽⁴⁾	68	59	127	23	39	62
Dividend payable to NCI	-	21	21	-	426	426
Trade payables	-	1,211	1,211	-	1,344	1,344
Liabilities for capital expenditure	19	1,222	1,241	151	1,225	1,376
Profit petroleum payable	-	408	408	-	349	349
Security deposits and retentions	-	39	39	-	37	37
Put option liability with non-controlling interests ⁽¹⁾	-	30	30	5	25	30
Other payables ⁽³⁾	41	546	587	40	492	532
Financial (A)	128	3,536	3,664	219	3,937	4,156
Statutory liabilities	-	342	342	-	463	463
Advance from customers ⁽²⁾	112	969	1,081	-	1,087	1,087
Other payables	-	34	34	-	26	26
Non-financial (B)	112	1,345	1,457	-	1,576	1,576
Total (A+B)	240	4,881	5,121	219	5,513	5,732

Trade payables are majorly non-interest bearing and are normally settled upto 180 days terms.

The fair value of trade and other payables is not materially different from the carrying value presented.

- (1) The non-controlling shareholders of ASI have an option to offload their shareholding to the Group. The option is exercisable at any time within the period of three years following the fifth anniversary of the date of shareholders' agreement (22 December 2017) at a price higher of US\$ 0.757 per share and the fair market value of the share. Therefore, the liability is carried at higher of the two. Subsequent changes to the put option liability are treated as equity transaction and hence accounted for in equity.
- (2) Advance from customers are contract liabilities to be settled through delivery of goods. The amount of such balances as on 01 April 2023: US\$ 1,087 million. During the current year, the Group has recognised revenue of US\$ 1,082 million (31 March 2023: US\$ 546 million) out of such opening balances. All other changes are either due to receipt of fresh advances or exchange differences.
- (3) Includes revenue received in excess of entitlement interest of US\$ 58 million (31 March 2023: US\$ 61 million) of which US\$ 35 million is payable to ONGC, and reimbursement of expenses, interest accrued on other than borrowings, liabilities related to claim, liability for stock options etc.
- (4) Movement in lease liabilities is as follows:

(US\$ million)

At 01 April 2023	62
Payments made	(48)
Other non-cash changes:	
Additions during the year	125
Interest on lease liabilities	7
Deletions	(19)
At 31 March 2024	127



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24 Financial instruments

Financial Assets and Liabilities

The following tables present the carrying value and fair value of each category of financial assets and liabilities as at 31 March 2024 and 31 March 2023:

(US\$ million)

As at 31 March 2024	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	8	-	12	-	20	20
Financial asset investments held at fair value	80	38	-	-	118	118
Short term investments						
- Bank deposits	-	-	-	221	221	221
- Other investments	823	531	-	-	1,354	1,354
Cash and cash equivalents	-	-	-	384	384	384
Other non-current assets and trade and other receivables	24	-	-	3,259	3,283	3,384
Total	935	569	12	3,864	5,380	5,481

(US\$ million)

As at 31 March 2024	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortised cost	Others***	Total carrying value	Total fair value
Financial Liabilities						
Financial instruments (derivatives)	7	10	-	-	17	17
Trade and other payables**	67	-	5,359	30	5,456	5,456
Borrowings	-	-	14,330	-	14,330	14,035
Total	74	10	19,689	30	19,803	19,508

*Represents put option liability accounted for at fair value

**Includes operational buyers' credit/suppliers' credit of US\$ 1,792 million

(US\$ million)

As at 31 March 2023	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	11	-	15	-	26	26
Financial asset investments held at fair value	35	28	-	-	63	63
Short term investments						
- Bank deposits	-	-	-	161	161	161
- Other investments	1,051	516	-	-	1,567	1,567
Cash and cash equivalents	-	-	-	1,037	1,037	1,037
Other non-current assets and trade and other receivables	47	-	-	3,072	3,119	3,215
Total	1,144	544	15	4,270	5,973	6,069

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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

(US\$ million)

As at 31 March 2023	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortised cost	Others***	Total carrying value	Total fair value
Financial Liabilities						
Financial instruments (derivatives)	9	16	-	-	25	25
Trade and other payables**	120	-	5,673	30	5,823	5,823
Borrowings	-	-	15,358	-	15,358	14,024
Total	129	16	21,031	30	21,206	19,872

*Represents put option liability accounted for at fair value

**Includes operational buyers' credit/suppliers' credit of US\$ 1,667 million

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The below tables summarise the categories of financial assets and liabilities as at 31 March 2024 and 31 March 2023 measured at fair value:

As at 31 March 2024

(US\$ million)

Financial Assets	Level 1	Level 2	Level 3
At fair value through profit or loss			
- Short term investments	319	504	-
- Financial asset investments held at fair value	-	-	80
- Financial instruments (derivatives)	-	8	-
- Other non-current assets and trade and other receivables	-	24	-
At fair value through other comprehensive income			
- Financial asset investments held at fair value	6	551	12
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	12	-
Total	325	1,099	92

(US\$ million)

Financial Liabilities	Level 1	Level 2	Level 3
At fair value through profit or loss			
- Financial instruments (derivatives)	-	7	-
- Trade and other payables	-	67	-
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	10	-
- Trade and other payables- Put option liability with non- controlling interest	-	-	30
Total	-	84	30



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As at 31 March 2023

(US\$ million)

Financial Assets	Level 1	Level 2	Level 3
At fair value through profit or loss			
- Short term investments	556	495	-
- Financial asset investments held at fair value	-	-	35
- Financial instruments (derivatives)	-	11	-
- Other non-current assets and trade and other receivables	-	47	-
At fair value through other comprehensive income			
- Financial asset investments held at fair value	9	534	1
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	15	-
Total	565	1,102	36

(US\$ million)

Financial Liabilities	Level 1	Level 2	Level 3
At fair value through profit or loss			
- Financial instruments (derivatives)	-	9	-
- Trade and other payables	-	120	-
Derivatives designated as hedging instruments			
- Financial instruments (derivatives)	-	16	-
Trade and other payables- Put option liability with non- controlling interest	-	-	30
Total	-	145	30

The below table summarizes the fair value of borrowings and Loans, receivables and obligations relating to KCM which are carried at amortised cost as at 31 March 2024 and 31 March 2023:

(US\$ million)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Level 1	Level 2	Level 1	Level 2
Borrowings	2,645	11,390	3,306	10,718
Total	2,645	11,390	3,306	10,718

(US\$ million)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Loans, receivables and obligations of KCM towards the Group	-	-	756	-	-	751
Total	-	-	756	-	-	751

The changes in fair value of Level 3 items for the year ended 31 March 2024 and 31 March 2023 are set out in the table below:

Loans, receivables and obligations of KCM towards the Group

(US\$ million)

Particulars	As at 31 March 2024	As at 31 March 2023
01 April	751	720
Fair value change during the year	5	31
31 March	756	751

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Reconciliation of Level 3 financial assets fair value measurement

		(US\$ million)
Particulars		As at 31 March 2023
At 01 April 2022		5
Investments made during the year		31
At 31 March 2023		36
Investments made during the year		58
Investments redeemed during the year		(1)
Exchange difference during the year		(1)
At 31 March 2024		92

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- Investments traded in active markets are determined by reference to quoted prices in an active market in case of listed securities and by quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house. For other listed securities traded in markets which are not active, the quoted price is used wherever the pricing mechanism is same as for other marketable securities traded in active markets. Other investments, inputs for which are not based on observable market data (unobservable inputs), are valued on the basis of net assets value method.

Other current investments are valued on the basis of market trades, poll and primary issuances for securities issued by the same or similar issuer and for similar maturities or based on the applicable spread movement for the security derived based on the aforementioned factor(s). Financial assets forming part of Trade and other receivables, cash and cash equivalents (including restricted cash and cash equivalents), bank deposits, financial liabilities forming part of trade and other payables and short-term borrowings: Approximate their carrying amounts largely due to the short-term maturities of these instruments.

- Other non-current financial assets and financial liabilities: Fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value.
- Long-term fixed-rate and variable rate borrowings: Listed bonds are fair valued based on the prevailing market price. For all other long-term fixed-rate and variable-rate borrowings, fair value has been determined using discounted cash flow model based on parameters such as interest rates, specific country risk factors, and the risk characteristics of the financed project.
- Quoted financial asset investments: Fair value is derived from quoted market prices in active markets.
- Derivative financial assets/liabilities: The Group enters into derivative financial instruments with various counterparties. Interest rate swaps, foreign exchange forward contracts and commodity forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques by the Group include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. Commodity contracts are valued using the forward LME rates of commodities actively traded on the listed metal exchange, i.e., London Metal Exchange, United Kingdom (UK).

For all other financial instruments, the carrying amount is either the fair value, or approximates the fair value.

The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and the value of other financial instruments recognised at fair value.

The estimated fair value amounts as at 31 March 2024 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each year-end.

There were no significant transfers between level 1, level 2 and level 3 during the current year.



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Risk management framework

The Group's businesses are subject to several risks and uncertainties including financial risks.

The Group's documented risk management policies act as an effective tool in mitigating the various financial risks to which the businesses are exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty credit risk and capital management.

Risks are identified at both the corporate and individual subsidiary level with active involvement of senior management. Each operating subsidiary in the Group has in place risk management processes which are in line with the Group's policy. Each significant risk has a designated 'owner' within the Group at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The risk management process is coordinated by the Group's Management Assurance function and is regularly reviewed by the Board. The Board is aided by the other Group committees including the Risk Management Committee, which meets regularly to review risks as well as the progress against the planned actions. Key business decisions are discussed at the periodic meetings of the Executive Committee. The overall internal control environment and risk management programme including financial risk management is reviewed by the Risk Management Committee and Finance Management committee. The Company's independent non-executive director meets the auditors to discuss the audit process and audit findings and observations.

The risk management framework aims to:

- improve financial risk awareness and risk transparency
- identify, control and monitor key risks
- identify risk accumulations
- provide management with reliable information on the Group's risk situation
- improve financial returns

Treasury management

Treasury management focuses on liability management, capital protection, liquidity maintenance and yield maximization. The treasury policies are approved by the Committee of the Board. Daily treasury operations of the subsidiary companies are managed by their respective finance teams within the framework of the overall Group treasury policies. Long-term fund raising including strategic treasury initiatives are managed jointly by the business treasury team and the central team at corporate treasury while short-term funding for routine working capital requirements is delegated to subsidiary companies. A monthly reporting system exists to inform senior management of the Group's investments and debt position, exposure to currency, commodity and interest rate risk and their mitigants including the derivative position. The Group has a strong system of internal control which enables effective monitoring of adherence to Group's policies. The internal control measures are effectively supplemented by regular internal audits.

The Group uses derivative instruments to manage the exposure in foreign currency exchange rates, interest rates and commodity prices. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the treasury and commodity risks. Both treasury and commodities derivative transactions are normally in the form of forward contracts, interest rate and currency swaps and these are in line with the Group's policies.

Commodity Price risk

The Group is exposed to the movement of base metal commodity prices on the London Metal Exchange. Any decline in the prices of the base metals that the Group produces and sells will have an immediate and direct impact on the profitability of the businesses. As a general policy, the Group aims to sell the products at prevailing market prices. The commodity price risk in import of input commodities such as Copper Concentrate & Alumina, for our Copper and Aluminium business respectively, is hedged on back-to-back basis ensuring no price risk for the business. Hedging is used primarily as a risk management tool and, in some cases, to secure future cash flows in cases of high volatility by entering into forward contracts or similar instruments. The hedging activities are subject to strict limits set out by the Board and to a strictly defined internal control and monitoring mechanism. Decisions relating to hedging of commodities are taken at the Executive Committee level, basis clearly laid down guidelines.

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Whilst the Group aims to achieve average LME prices for a month or a year, average realised prices may not necessarily reflect the LME price movements because of a variety of reasons such as uneven sales during the year and timing of shipments.

The Group is also exposed to the movement of international crude oil price and the discount in the price of Rajasthan crude oil to Brent price.

Financial instruments with commodity price risk are entered into in relation to following activities:

- economic hedging of prices realised on commodity contracts
- cash flow hedging of revenues, forecasted highly probable transactions

Aluminium

The requirement of the primary raw material, alumina, is partly met from own sources and the rest is purchased primarily on negotiated price terms. Sales prices are linked to the LME prices. At present the Group on selective basis hedges the aluminium content in outsourced alumina to protect its margins. The Group also executes into hedging arrangements for its aluminium sales to realise average month of sale LME prices.

Copper

The Group's custom smelting copper operations at Silvassa is benefitted by a natural hedge except to the extent of a possible mismatch in quotational periods between the purchase of concentrate and the sale of finished copper. The Group's policy on custom smelting is to generate margins from Refining Charges or "RC", improving operational efficiencies, minimising conversion cost, generating a premium over LME on sale of finished copper, sale of by-products and from achieving import parity on domestic sales. Hence, mismatches in quotational periods are managed to ensure that the gains or losses are minimised. The Group hedges this variability of LME prices through forward contracts and tries to make the LME price a pass-through cost between purchases of anodes/blisters and sales of finished products, both of which are linked to the LME price.

RC is a major source of income for the Indian copper smelting operations. Fluctuation in RC is influenced by factors including demand and supply conditions prevailing in the market for mine output. The Group's copper business has a strategy of securing a majority of its anodes/blisters requirement under long-term contracts with mines.

Zinc, lead and silver

The sales prices are linked to the LME prices. The Group also executes hedging arrangements for its Zinc, Lead and Silver sales to realise average month of sale LME prices.

Zinc International

Raw material for zinc and lead is mined in South Africa with sales prices linked to the LME prices.

Iron ore

The Group sells its Iron Ore production from Goa on the prevailing market prices and from Karnataka through e-auction route as mandated by State Government of Karnataka in India.

Oil and Gas

The prices of various crude oils are based upon the price of the key physical benchmark crude oil such as Dated Brent, West Texas Intermediate, and Dubai/Oman etc. The crude oil prices move based upon market factors like supply and demand. The regional producers price their crude basis these benchmark crudes with a premium or discount over the benchmark based upon quality differential and competitiveness of various grades.

Natural gas markets are evolving differently in important geographical markets. There is no single global market for natural gas. This could be owing to difficulties in large-scale transportation over long distances as compared to crude oil. Globally, there are three main regional hubs for pricing of natural gas, which are USA (Henry Hub Prices), UK (NBP Price) and Japan (imported gas price, mostly linked to crude oil).

Provisionally priced financial instruments

On 31 March 2024, the value of net financial liabilities linked to commodities (excluding derivatives) accounted for on provisional prices was US\$ 43 million (31 March 2023: liabilities of US\$ 73 million). These instruments are subject to price movements at the time of final settlement and the final price of these instruments will be determined in the financial year beginning 01 April 2023.



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Set out below is the impact of 10% increase in LME prices on pre-tax profit/ (loss) for the year and pre-tax equity as a result of changes in value of the Group's commodity financial instruments:

For the year ended 31 March 2024

(US\$ million)

Commodity price sensitivity	Total Exposure	Effect on pre-tax profit/(loss) of a 10% increase in the LME	Effect on pre-tax equity of a 10% increase in the LME
Copper	(71)	(7)	-

For the year ended 31 March 2023

(US\$ million)

Commodity price sensitivity	Total Exposure	Effect on pre-tax profit/(loss) of a 10% increase in the LME	Effect on pre-tax equity of a 10% increase in the LME
Copper	(106)	(11)	-

The above sensitivities are based on volumes, costs, exchange rates and other variables and provide the estimated impact of a change in LME prices on profit and equity assuming that all other variables remain constant. A 10% decrease in LME prices would have an equal and opposite effect on the Group's financial statements.

The impact on pre-tax profit/(loss) mentioned above includes the impact of a 10% increase in closing copper LME for provisionally priced copper concentrate purchased at Vedanta Limited Copper division custom smelting operations of US\$ 12 million (31 March 2023: US\$ 16 million), which is pass through in nature and as such will not have any impact on the profitability.

Financial risk:

The Group's Board approved financial risk policies include monitoring, measuring and mitigating the liquidity, currency, interest rate and counterparty risk. The Group does not engage in speculative treasury activity but seeks to manage risk and optimise interest and commodity pricing through proven financial instruments.

(a) Liquidity risk

The Group requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects. The Group is currently forecasting to generate sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short term as well as in the long term (refer note 1(c)). Anticipated future cash flows, together with undrawn fund based committed facilities of US\$ 809 million, and cash and short-term investments of US\$ 1,981 million as at 31 March 2024, are expected to be sufficient to meet the liquidity requirement of the Group in the near future.

As on 31 March 2024, credit ratings of Vedanta Resources Ltd is 'CCC+ with stable outlook'. On 03 August 2023, S&P Global Ratings revised outlook of the ratings from 'B- with stable outlook' to 'B- with negative outlook'. On 29 September 2023, the ratings were revised to 'CCC with Watch Negative' and on 13 December 2023 to 'CC with Watch negative'. The long-term issuer credit ratings were further revised to 'SD' on 11 January 2024 while the ratings on the Company's bonds due in January 2024, August 2024 and March 2025 were revised to 'D' due to the successful completion of the liability management exercise to extend the maturities of three US \$ denominated bonds as this transaction was considered distressed under S&P's criteria. On 15 January 2024, the credit ratings were upgraded to 'CCC+ with Stable outlook' with the view that Vedanta Resources Ltd has a more manageable debt maturity profile following the extension of three bond maturities in liability management exercise and the stable outlook reflects the high prospects that the Company will meet its debt obligations.

The Group remains in a very comfortable position to address all its debt maturities with a strong balance sheet, robust liquidity at its operating subsidiaries and strong track record of raising funds through relationship banks. The Group remains committed to maintaining a healthy liquidity, a low gearing ratio, deleveraging and strengthening our balance sheet. The maturity profile of the Group's financial liabilities based on the remaining period from the balance sheet date to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Group:

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At 31 March 2024

(US\$ million)

Payment due by period	<1 year	1-3 years	3-5 years	>5 years	Total
Trade and other payables ⁽¹⁾	5,094	57	-	-	5,151
Bank and other borrowings ⁽²⁾	6,911	6,745	4,233	2,759	20,648
Lease liability	56	55	12	15	138
Derivative liabilities	17	0	-	-	17
Total	12,078	6,857	4,245	2,774	25,954

At 31 March 2023

(US\$ million)

Payments due by year	<1 year	1-3 years	3-5 years	>5 years	Total
Trade and other payables ⁽¹⁾	5,407	43	-	-	5,450
Bank and other borrowings ⁽²⁾	6,945	6,738	3,122	1,723	18,528
Lease liability	39	17	2	4	62
Derivative liabilities	23	2	-	-	25
Total	12,414	6,800	3,124	1,727	24,065

(1) Excludes accrued interest which has been included with borrowings

(2) Includes current and non-current borrowings and committed interest payments

At 31 March 2024, the Group had access to following funding facilities:

(US\$ million)

As at 31 March 2024	Total facility	Drawn	Undrawn
Fund/non-fund based	14,376	12,592	1,784

(US\$ million)

As at 31 March 2023	Total facility	Drawn	Undrawn
Fund/Non-fund based	14,342	12,526	1,816

(b) Foreign exchange risk

Fluctuations in foreign currency exchange rates may have an impact on the consolidated income statement, the consolidated statements of change in equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective consolidated entities.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from the fluctuations primarily in the US dollar (USD), Australian dollar (AUD), Namibian dollar (NAD), Emirati Dirham (AED), South African Rand (ZAR), Great British Pound (GBP), Indian Rupee (INR), Japanese Yen (JPY) and Euro against the functional currencies of its subsidiaries.

Exposures on foreign currency loans are managed through the Group wide hedging policy, which is reviewed periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed. The Group strives to achieve asset liability offset of foreign currency exposures and only the net position is hedged.

The Group's presentation currency is the US dollar. The majority of the assets are located in India and the Indian Rupee is the functional currency for the Indian operating subsidiaries except for Oil and Gas business operations which have a US dollar functional currency. Natural hedges available in the business are identified at each entity level and hedges are placed only for the net exposure. Short-term net exposures are hedged progressively based on their maturity. A more conservative approach has been adopted for project expenditures to avoid budget overruns, where cost of the project is calculated taking into account the hedge cost. The hedge mechanisms are reviewed periodically to ensure that the risk from fluctuating currency exchange rates is appropriately managed.



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The following analysis is based on the gross exposure as at the reporting date which could affect the consolidated income statement. The exposure summarised below is mitigated by some of the derivative contracts entered into by the Group as disclosed under the section on “Derivative financial instruments”.

The carrying amount of the Group’s financial assets and liabilities in different currencies are as follows:

(US\$ million)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Financial Asset	Financial liabilities	Financial Asset	Financial liabilities
USD	2,342	9,662	1,823	11,117
INR	2,898	9,623	4,025	9,697
Others	140	518	125	392
Total	5,380	19,803	5,973	21,206

The Group’s exposure to foreign currency arises where a Group company holds monetary assets and liabilities denominated in a currency different to the functional currency of that entity, with USD (US Dollar) being the major non-functional currency of the Group’s main operating subsidiaries.

The foreign exchange rate sensitivity is calculated by the aggregation of the net foreign exchange rate exposure with a simultaneous parallel foreign exchange rates shift in the currencies by 10 % against the functional currencies of the respective entities.

Set out below is the impact of a 10% strengthening in the functional currencies of the respective entities on pre-tax profit/(loss) and pre-tax equity arising as a result of the revaluation of the Group’s foreign currency monetary financial assets/liabilities:

For the year ended 31 March 2024

(US\$ million)

	Closing exchange rate	Effect on pre-tax profit/(loss) of 10% strengthening in currency	Effect on pre-tax equity of 10% increase in currency
USD	83.3416	142	-

For the year ended 31 March 2023

(US\$ million)

	Closing exchange rate	Effect on pre-tax profit/(loss) of 10% strengthening in currency	Effect on pre-tax equity of 10% increase in currency
USD	82.1643	186	-

A 10% weakening of the functional currencies of the respective entities would have an equal and opposite effect on the Group’s financial statements.

(c) Interest rate risk

At 31 March 2024, the Group’s net debt of US\$ 12,349 million (31 March 2023: US\$ 12,730 million net debt) comprises debt of US\$ 14,330 million (31 March 2023: US\$ 15,358 million) offset by cash, cash equivalents, short-term investments and non-current bank deposit of US\$ 1,981 million (31 March 2023: US\$ 2,628 million).

The Group is exposed to interest rate risk on short-term and long-term floating rate instruments and on the refinancing of fixed rate debt. The Group’s policy is to maintain a balance of fixed and floating interest rate borrowings and the proportion of fixed and floating rate debt is determined by current market interest rates. The borrowings of the Group are principally denominated in Indian Rupees and US dollars with mix of fixed and floating rates of interest. The USD floating rate debt is linked to US dollar LIBOR and INR Floating rate debt to Bank’s base rate. The Group has a policy of selectively using interest rate swaps, option contracts and other derivative instruments to manage its exposure to interest rate movements. These exposures are reviewed by appropriate levels of management on a monthly basis.

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The Group invests cash and short-term investments in short-term deposits and debt mutual funds, some of which generate a tax-free return, to achieve the Group's goal of maintaining liquidity, carrying manageable risk and achieving satisfactory returns.

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however, the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the Group's financial assets to interest rate risk is as follows:

(US\$ million)

	As at 31 March 2024			As at 31 March 2023		
	Floating rate financial assets	Fixed rate financial assets	Non-interest bearing financial assets	Floating rate financial assets	Fixed rate financial assets	Non-interest bearing financial assets
Financial assets	323	1,964	3,093	569	1,596	3,808

The exposure of the Group's financial liabilities to interest rate risk is as follows:

(US\$ million)

	As at 31 March 2024			As at 31 March 2023		
	Floating rate financial liabilities	Fixed rate financial liabilities	Non-interest bearing financial liabilities	Floating rate financial liabilities	Fixed rate financial liabilities	Non-interest bearing financial liabilities
Financial liabilities	7,415	8,802	3,586	7,780	9,270	4,156

Considering the net debt position as at 31 March 2024 and the investment in bank deposits, corporate bonds and debt mutual funds, any increase in interest rates would result in a net loss and any decrease in interest rates would result in a net gain. The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments at the balance sheet date.

The below table illustrates the impact of a 0.5% to 2.0% movement in interest rate of floating rate financial assets/liabilities (net) on profit/(loss) and equity assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

(US\$ million)

Increase in interest rates	Effect on pre-tax profit/(loss) during the year ended 31 March 2024	Effect on pre-tax profit/(loss) during the year ended 31 March 2023
0.5%	(35)	(36)
1.0%	(71)	(72)
2.0%	(142)	(144)

A reduction in interest rates would have an equal and opposite effect on the Group's financial statements.

(d) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group is exposed to credit risk from trade receivables, cash and cash equivalents, short term investments and other financial instruments.

The Group has clearly defined policies to mitigate counterparty risks. For short-term investments, counterparty limits are in place to limit the amount of credit exposure to any one counterparty. This, therefore, results in diversification of credit risk



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for our mutual fund and bond investments. For derivative and financial instruments, the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions.

Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of national standing. Moreover, given the diverse nature of the Group's businesses trade receivables are spread over a number of customers with no significant concentration of credit risk. No single customer accounted for 10% or more of revenue on a consolidated basis in the current year and previous year. The history of trade receivables shows a negligible expected credit loss for bad and doubtful debts. Therefore, the Group does not expect any material risk on account of non-performance by any of our counterparties.

The Group's maximum gross exposure to credit risk as at 31 March 2024 is US\$ 5,380 million (31 March 2023: US\$ 5,973 million).

Of the year end trade and other receivable balances, the following, though overdue, are expected to be realised in the normal course of business and hence, are not considered impaired as at:

(US\$ million)		
Particulars	As at 31 March 2024	As at 31 March 2023
Neither past due nor impaired	1,792	2,142
Past due but not impaired		
- Less than 1 month	149	136
- Between 1 - 3 months	56	29
- Between 3 - 12 months	400	40
- Greater than 12 months	618	539
Total	3,015	2,886

Receivables are deemed to be past due or impaired with reference to the Group's normal terms and conditions of business. These terms and conditions are determined on a case-to-case basis with reference to the customer's credit quality and prevailing market conditions. Receivables that are classified as 'past due' in the above table are those that have not been settled within the terms and conditions that have been agreed with that customer.

The credit quality of the Group's customers is monitored on an ongoing basis. Where receivables have been impaired, the Group actively seeks to recover the amounts in question and enforce compliance with credit terms.

Movement in allowances for Financial Assets (other non-current assets, loans and trade and other receivables)

Particulars	US\$ million
As at 01 April 2022	263
Allowance made during the year	44
Reversals/write off during the year	(28)
Foreign Exchange difference	(17)
As at 01 April 2023	262
Allowance made during the year	60
Reversals/write off during the year	(70)
Foreign Exchange difference	0
As at 31 March 2024	252

Derivative financial instruments

The Group uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates, interest rates and commodity prices. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the treasury and commodity risks. Both treasury and commodities derivative transactions are normally in the form of forward contracts and these are subject to the Group guidelines and policies.

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The fair values of all derivatives are separately recorded on the balance sheet within other financial assets (derivatives) and other financial liabilities (derivatives), current and non-current. Derivatives that are designated as hedges are classified as current or non-current depending on the maturity of the derivative.

The use of derivatives can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

Cash flow hedges

The Group enters into forward exchange and commodity price contracts for hedging highly probable forecast transaction and account for them as cash flow hedges and states them at fair value. Subsequent changes in fair value are recognised in consolidated statement of comprehensive income until the hedged transaction occurs, at which time, the respective gain or losses are reclassified to the consolidated income statement. These hedges have been effective for the year ended 31 March 2024.

The Group uses foreign exchange contracts from time to time to optimize currency risk exposure on its foreign currency transactions. The Group hedged part of its foreign currency exposure on capital commitments during fiscal year 2024. Fair value changes on such forward contracts are recognised in the consolidated statement of comprehensive income.

The majority of cash flow hedges taken out by the Group during the year comprise non-derivative hedging instruments for hedging the foreign exchange rate of highly probable forecast transactions and commodity price contracts for hedging the commodity price risk of highly probable forecast transactions.

The cash flows related to above are expected to occur during the year ending 31 March 2025 and consequently may impact the consolidated income statement for that year depending upon the change in the commodity prices and foreign exchange rates movements. For cash flow hedges regarded as basis adjustments to initial carrying value of the property, plant and equipment, the depreciation on the basis adjustments made is expected to affect the consolidated income statement over the expected useful life of the property, plant and equipment.

Fair value hedges

The fair value hedges relate to forward covers taken to hedge currency exposure and commodity price risks.

The Group's sales are on a quotational period basis, generally one month to three months after the date of delivery at a customer's facility. The Group enters into forward contracts for the respective quotational period to hedge its commodity price risk based on average LME prices. Gains and losses on these hedge transactions are substantially offset by the amount of gains or losses on the underlying sales. Net gains and losses are recognised in the consolidated income statement.

The Group uses foreign exchange contracts from time to time to optimize currency risk exposure on its foreign currency transactions. Fair value changes on such forward contracts are recognised in the consolidated income statement.

Non-qualifying/economic hedge

The Group enters into derivative contracts which are not designated as hedges for accounting purposes but provide an economic hedge of a particular transaction risk or a risk component of a transaction. Hedging instruments include copper, aluminium and zinc future contracts on the LME and certain other derivative instruments. Fair value changes on such derivative instruments are recognised in the consolidated income statement.



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The fair value of the Group's open derivative positions as at the year end, recorded within financial instruments (derivative) is as follows:

(US\$ million)

Derivative Financial Instruments	As at 31 March 2024		As at 31 March 2023	
	Liability	Asset	Liability	Asset
Current				
Cash flow hedges				
- Commodity contracts	3	0	4	5
- Interest rate swap	-	-	-	-
Fair value hedges				
- Commodity contracts	6	11	8	10
- Forward foreign currency contracts	1	1	2	0
Non-Qualifying hedges				
- Commodity contracts	-	7	-	6
- Forward foreign currency contracts	7	1	9	5
Total	17	20	23	26
Non-current				
Fair value hedges				
- Forward foreign currency contracts	-	0	2	-
Total	-	0	2	-
Grand Total	17	20	25	26

* Refer the Consolidated Statement of Profit and Loss and the Consolidated Statement of Changes in Equity for the change in the fair value of cash flow hedges.

25 Provisions

(US\$ million)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Current	Non-current	Total	Current	Non-current	Total
Provision for restoration, rehabilitation and environmental	3	343	346	4	388	392
Provision for employee benefits	22	1	23	20	2	22
Others	10	0	10	14	0	14
Total	35	344	379	38	390	428

(US\$ million)

Particulars	Restoration, rehabilitation and environmental*	Other
As at 01 April 2022	429	14
Additions	6	1
Utilized	(2)	-
Unwinding of discount (note 8)	12	-
Revision in estimates	(37)	-
Exchange differences	(16)	(1)
As at 01 April 2023	392	14
Additions	1	1
Utilized	(2)	-
Unwinding of discount (note 8)	16	-
Revision in estimates	(40)	-
Exchange differences	(4)	(1)
Reclassifications	-	-
Disposals	(17)	(4)
As at 31 March 2024	346	10

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Restoration, rehabilitation and environmental costs

The provisions for restoration, rehabilitation and environmental liabilities represent the management's best estimate of the costs which will be incurred in the future to meet the Group's obligations under existing Indian, Australian, Namibian, South African and Irish law and the terms of the Group's mining and other licences and contractual arrangements.

Within India, the principal restoration and rehabilitation provisions are recorded within Cairn India where a legal obligation exists relating to the oil and gas fields, where costs are expected to be incurred in restoring the site of production facilities at the end of the producing life of an oil field. The Group recognises the full cost of site restoration as a liability when the obligation to rectify environmental damage arises.

These amounts are calculated by considering discount rates within the range of 1% to 15% and are payable upon mine closure. These costs are expected to be spread out over a period of one to forty-seven years. The lower end of the discount rate is seen at ASI, Oil and Gas business, and Zinc International operations in Ireland, while the higher end is observed at ESL Steels and Zinc International operations in African countries.

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production from a producing field.

Other

Others mainly include provision for disputed cases and claims.

26. Retirement benefits

The Group participates in defined contribution and benefit plans, the assets of which are held (where funded) in separately administered funds.

For defined contribution plans the amount charged to the consolidated income statement is the total amount of contributions payable in the year.

For defined benefit plans, the cost of providing benefits under the plans is determined by actuarial valuation separately each year for each plan using the projected unit credit method by independent qualified actuaries as at the year end. Re-measurement gains and losses arising in the year are recognized in full in Consolidated Statement of Comprehensive Income for the year.

(i) Defined contribution plans

The Group contributed a total of US\$ 18 million and US\$ 18 million for the years ended 31 March 2024 and 31 March 2023 respectively, to the following defined contribution plans.

Particulars	(US\$ million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Employer's contribution to recognized Provident fund and family pension fund	14	15
Employer's contribution to superannuation	3	2
Employer's contribution to National Pension Scheme	1	1
Total	18	18

Indian pension plans

Central recognised provident fund

In accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (12% for the year ended 31 March 2024 and 31 March 2023) of an employee's basic salary and includes contributions made to Family Pension Fund as explained below. All employees have an option to make additional voluntary contributions. These contributions are made to the fund administered and managed by the Government of India (GoI) or to independently managed and approved funds. The Group has no further obligations under the fund managed by the GoI beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.



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Family Pension Fund

The Pension Fund was established in 1995 and is managed by the Government of India. The employee makes no contribution to this fund but the employer makes a contribution of 8.33% of salary each month (included in the 12% rate specified above) subject to a specified ceiling per employee. This is provided for every permanent employee on the payroll.

At the age of superannuation, contributions ceases and the individual receives a monthly payment based on the level of contributions through the years, and on their salary scale at the time they retire, subject to a maximum ceiling of salary level. The Government funds these payments, thus the Group has no additional liability beyond the contributions that it makes, regardless of whether the central fund is in surplus or deficit.

Superannuation

Superannuation, another pension scheme applicable in India, is applicable only to executives above certain grade. However, in case of oil & gas (applicable from the second year of employment) and Iron Ore Segment, the benefit is applicable to all executives. Vedanta Limited and each relevant Indian subsidiary holds policy with the Life Insurance Corporation of India ("LIC"), to which each of these entities contributes a fixed amount relating to superannuation and the pension annuity is met by the LIC as required, taking into consideration the contributions made. The Group has no further obligations under the scheme beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.

National Pension Scheme

National Pension Scheme is a retirement savings account for social security and welfare applicable for executives covered under the superannuation benefit of Vedanta Limited and each relevant Indian subsidiary, on a choice basis. It was introduced to enable employees to select the treatment of superannuation component of their fixed salaries and avail the benefits offered by National Pension Scheme launched by Government of India. Vedanta Limited and each relevant entity holds a corporate account with one of the pension fund managers authorized by the Government of India to which each of the entity contributes a fixed amount relating to superannuation and the pension annuity will be met by the fund manager as per rules of National Pension Scheme. The Group has no further obligations under the scheme beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.

Non-Indian plans

Australian pension scheme

The Group also participates in defined contribution superannuation schemes in Australia. The contribution of a proportion of an employee's salary into a superannuation fund is a compulsory legal requirement in Australia. The employer contributes, into the employee's fund of choice 10.00% (2023: 10.00%) of the employee's gross remuneration where the employee is covered by the industrial agreement and 13.00% (2023: 13.00%) of the basic remuneration for all other employees. All employees have an option to make additional voluntary contributions. The Group has no further obligations under the scheme beyond its monthly contributions which are charged to the consolidated income statement in the year they are incurred.

Skorpion Zinc Provident Fund, Namibia

The Skorpion Zinc Provident Fund is a defined contribution fund and is compulsory to all full-time employees under the age of 60. The contribution to the fund is a fixed percentage of 9% per month of pensionable salary, whilst the employee contributes 7% with the option of making additional contributions, over and above the normal contribution, up to a maximum of 12%.

Normal retirement age is 60 years and benefit payable is the member's fund credit which is equal to all employer and employee contributions plus interest. The same applies when an employee resigns from Skorpion Zinc. The Fund provides disability cover which is equal to the member's fund credit and a death cover of two times annual salary in the event of death before retirement.

The Group has no additional liability beyond the contributions that it makes. Accordingly, this scheme has been accounted for on a defined contribution basis and contributions are charged directly to the consolidated income statement in the year they are incurred.

Black Mountain (Pty) Limited, South Africa Pension & Provident Funds

Black Mountain Mining (Pty) Ltd has two retirement funds, both administered by Alexander Forbes, a registered financial service provider. The purpose of the funds is to provide retirement and death benefits to all eligible employees. Group contributes at a fixed percentage of 15% for pension fund and 12.5% for provident fund.

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Membership of both funds is compulsory for all permanent employees under the age of 60 years.

The Group has no additional liability beyond the contributions that it makes. Accordingly, this scheme has been accounted for on a defined contribution basis and contributions are charged directly to the consolidated income statement in the year they are incurred.

(ii) Defined benefit plans

(a) Contribution to provident fund trust (the "trusts") of Iron ore division, Bharat Aluminium Company Limited (BALCO), Hindustan Zinc Limited (HZL), Sesa Resources Limited (SRL) and Sesa Mining Corporation Limited (SMCL)

The provident funds of Iron ore division, BALCO, HZL, SRL and SMCL are exempted under section 17 of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. Conditions for grant of exemption stipulates that the employer shall make good deficiency, if any, between the return guaranteed by the statute and actual earning of the Fund. Based on actuarial valuation in accordance with IAS 19 and Guidance note issued by Institute of Actuaries of India for interest rate guarantee of exempted provident fund liability of employees. Having regard to the assets of the fund and the return on investments, the Group does not expect any deficiency in the foreseeable future except as mentioned below. The Group contributed a total of US\$ 8 million and US\$ 10 million for the years ended 31 March 2024 and 2023 respectively in relation to the independently managed and approved funds.

The present value of obligation and the fair value of plan assets of the trust are summarized below.

(US\$ million)		
Particulars	As at 31 March 2024	As at 31 March 2023
Fair value of plan assets of trusts	324	318
Present value of defined benefit obligation	(318)	(317)
Net liability arising from defined benefit obligation	-	-

Percentage allocation of Plan assets of the trust

(US\$ million)		
Assets by Category	As at 31 March 2024	As at 31 March 2023
Government Securities	21.09%	45.15%
Debentures / Bonds	69.67%	38.32%
Equity	8.70%	16.53%
Money Market Instruments	0.00%	0.00%
Fixed Deposits	0.54%	-

(b) Post-Retirement Medical Benefits:

The Group has a scheme of medical benefits for employees at BMM and BALCO subsequent to their retirement on completion of tenure including retirement on medical grounds and voluntary retirement on contributory basis. The scheme includes employee's spouses as well. Based on an actuarial valuation conducted as at year-end, a provision is recognised in full for the benefit obligation. The obligation relating to post-retirement medical benefits as at 31 March 2024 was US\$ 11 million (31 March 2023: US\$ 13 million). The obligation under this plan is unfunded. The Group considers these amounts as not material and accordingly has not provided further disclosures as required by IAS 19 'Employee benefits'. The current service cost for the year ending 31 March 2024 of US\$ 0 million (31 March 2023: US\$ 0 million) has been recognised in consolidated income statement. The remeasurement (gain)/loss and net interest on the obligation of post-retirement medical benefits of US\$ (1) million (31 March 2023: US\$ 0 million) and US\$ 1 million (31 March 2023: US\$ 1 million) for the year ended 31 March 2024 have been recognised in other comprehensive income and finance cost respectively.

(c) Other Post-employment Benefits:

India - Gratuity Plan

In accordance with the Payment of Gratuity Act of 1972, Vedanta Limited and its Indian subsidiaries contribute to a defined benefit plan (the "Gratuity Plan") covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the Group.



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Based on actuarial valuations conducted as at year end using the projected unit credit method, a provision is recognized in full for the benefit obligation over and above the funds held in the Gratuity Plan. For entities where the plan is unfunded, full provision is recognized in the consolidated statements of financial position.

The iron ore and oil & gas division of Vedanta Limited, SRL, SMCL, HZL and FACOR have constituted a trust recognized by Indian Income Tax Authorities for gratuity to employees, contributions to the trust are funded with the LIC, ICICI Prudential Life Insurance Company Limited ("ICICI PL") and HDFC Standard Life Insurance Company Limited ("HDFC SL").

Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of Other post-employment benefit plan obligation are as follows:

(US\$ million)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Discount rate	7.10%	7.39%
Expected rate of increase in compensation level of covered employees	2.0%-15.0%	2.0%-15.0%

Assumptions regarding mortality for Indian entities are based on mortality table of 'Indian Assured Lives Mortality (2012-2014)' published by the Institute of Actuaries of India.

Amount recognised in the Consolidated Statement of Financial Position consists of:

(US\$ million)		
Particulars	As at 31 March 2024	As at 31 March 2023
Fair value of plan assets	55	53
Present value of defined benefit obligation	(78)	(75)
Net liability arising from defined benefit obligation	(23)	(22)

Amounts recognised in Consolidated income statement in respect of Other post-employment benefit plan are as follows:

(US\$ million)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Current service cost	6	5
Net Interest cost	2	1
Components of defined benefit costs recognised in consolidated income statement	8	6

Amounts recognised in the Consolidated Statement of Comprehensive Income in respect of Other post-employment benefit plan are as follows:

(US\$ million)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Remeasurement of the net defined benefit obligation:		
Actuarial losses/ (gains) arising from changes in demographic assumptions	0	(0)
Actuarial losses arising from changes in financial assumptions	1	0
Actuarial losses arising from experience adjustments	1	1
Actuarial losses on plan assets (excluding amounts included in net interest cost)	0	0
Components of defined benefit costs recognised in consolidated statement of comprehensive income- losses	2	1

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The movement of the present value of Other post-employment benefit plan obligation is as follows:

(US\$ million)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	(75)	(81)
Current service cost	(6)	(5)
Benefits paid	10	9
Interest cost	(6)	(5)
Actuarial loss arising from changes in assumptions	(2)	(1)
Foreign currency translation	1	8
Closing balance	(78)	(75)

The movement in the fair value of Other post-employment benefit plan assets is as follows:

(US\$ million)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	53	59
Contributions received	8	4
Benefits paid	(9)	(7)
Remeasurement (loss)/ gain arising from return on plan assets	(0)	0
Interest income	4	4
Foreign currency translation	(1)	(7)
Closing balance	55	53

The above plan assets have been invested in the qualified insurance policies.

The actual return on plan assets was US\$ 4 million and US\$ 3 million for the year ended 31 March 2024 and 31 March 2023 respectively.

The weighted average duration of the defined benefit obligation is 12.45 years and 11.58 years as at 31 March 2024 and 31 March 2023 respectively.

The Group expects to contribute US\$ 4 million to the funded Gratuity plan during the year ending 31 March 2025.

Sensitivity analysis for Defined Benefit Plan

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of reporting year while holding all other assumptions constant.

(US\$ million)	
	Increase/(Decrease) in defined benefit obligation
Discount rate	
Increase by 0.50 %	(3)
Decrease by 0.50%	4
Change in salary assumption	
Increase by 0.50 %	3
Decrease by 0.50%	(3)

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the consolidated statement of financial position.



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Maturity analysis of defined benefit obligation

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Less than 1 year	8	9
1-2 years	7	8
2-5 years	17	19
More than 5 years	46	40
	78	75

Risk analysis

The Group is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Investment risk

Most of the Indian defined benefit plans are funded with the LIC, ICICI PL and HDFC SL. The Group does not have any liberty to manage the fund provided to the LIC, ICICI PL and HDFC SL.

The present value of the defined benefit plan obligation is calculated using a discount rate determined by reference to the Government of India bonds for the Group's Indian operations. If the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the interest rate on plan assets will increase the net plan obligation.

Longevity risk/ Life expectancy

The present value of the defined benefit plan obligation is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan obligation.

Salary growth risk

The present value of the defined benefit plan obligation is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan obligation.

27. Employee numbers and costs

Average number of persons employed by the Group in the year*

Class of business	Year ended 31 March 2024	Year ended 31 March 2023
Zinc	4,536	4,541
- India	3,537	3,567
- International	999	974
Iron ore	2,323	2,361
Copper India/Australia	541	539
Aluminium	6,179	5,547
Power	132	65
Oil & Gas	1,475	1,459
Other	3,108	3,215
	18,294	17,727

*Non IFRS measure

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Costs incurred during the year in respect of Employees and Executive Directors recognized in the Consolidated Income Statement:

Class of business	(US\$ million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and wages	435	422
Defined contribution pension scheme costs (refer note 26)	18	18
Defined benefit pension scheme costs (refer note 26)	14	15
Share-based payments charge (refer note 28)	14	11
Voluntary retirement scheme cost	0	0
Less: Cost allocated/directly booked in joint ventures	(67)	(71)
	414	395

28. Share-based payments

Employee share schemes The Group aims to provide superior rewards for outstanding performance and a high proportion of 'at risk' remuneration for Executive Directors. The Group offers equity based and cash based option plans to its employees, officers and directors through Vedanta Limited (VEDL) Employee Stock Option Scheme 2016 ("ESOS"), which was introduced and approved by the VEDL shareholders in 2016.

The Vedanta Limited Plans

Employee Stock Option Scheme (ESOS) 2016

During the year 2016, VEDL introduced an Employee Stock Option Scheme 2016 ("ESOS"), which was approved by the VEDL shareholders to provide equity settled incentive to all employees of the Group including subsidiary companies. The ESOS scheme includes tenure based, business performance based (EBITDA) and market performance-based stock options. The maximum value of shares that can be conditionally awarded to an Executive Committee in a year is 125% of annual salary. The maximum value of options that can be awarded to members of the wider management group is calculated by reference to the grade average cost-to-company ("CTC") and individual grade of the employee. The performance conditions attached to the award is measured by comparing VEDL's performance in terms of TSR over the performance period with the performance of the companies as defined in the scheme. The extent to which an award vests will depend on the VEDL's TSR rank against a group or groups of peer companies at the end of the performance period and as moderated by the Remuneration Committee. Dependent on the level of employee, part of these awards will be subject to a continued service condition only with the remainder measured in terms of TSR. Further in some schemes under the plan, business performance set against business plan for the financial year is included as an additional condition.

Options granted during the year ended 31 March 2024 and 31 March 2023 includes business performance based, sustained individual performance based, management discretion and fatality multiplier based stock options. Business performances will be measured using Volume, Cost, Net Sales Realisation, EBITDA, Free Cash Flows, ESG & Carbon footprint or a combination of these for the respective business/ SBU entities.

The exercise price of the options is ₹ 1 per share and the performance period is three years, with no re-testing being allowed.

The details of share options for the year ended 31 March 2024 and 31 March 2023 is presented below:

Financial Year of Grant	Exercise Period	Options outstanding 01 April 2023	Options granted during the year	Options forfeited during the year	Options exercised during the year	Options outstanding 31 March 2024	Options exercisable 31 March 2024
2018-19	01 November 2021 – 30 April 2022	41,450	-	-	1,094	40,356	40,356*
2019-20	29 November 2022 – 28 May 2023	1,152,087	-	70,526	1,081,561	-	-
2020-21	06 November 2023 – 05 May 2024	8,325,751	-	4,153,161	2,654,818	1,517,772	1,517,772
2020-21	Cash settled	1,836,011	-	305,955	1,530,056	-	-
2021-22	01 November 2024 – 30 April 2025	9,521,390	-	1,296,015	-	8,225,375	-
2021-22	Cash settled	1,570,000	-	96,000	-	1,474,000	-
2022-23	01 November 2025 – 30 April 2026	13,526,444	-	1,859,759	-	11,666,685	-
2022-23	Cash settled	2,182,171	-	302,791	-	1,879,380	-
2023-24	04 November 2026 - 04 May 2027	-	18,138,912	961,371	-	17,177,541	-
2023-24	Cash Settled	-	5,116,353	308,056	-	4,808,297	-
		38,155,304	23,255,265	9,353,634	5,267,529	46,789,406	1,558,128



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Financial Year of Grant	Exercise Period	Options outstanding 01 April 2022	Options granted during the year	Options forfeited during the year	Options exercised during the year	Options outstanding 31 March 2023	Options exercisable 31 March 2023
2018-19	01 November 2021 – 30 April 2022	323,015	-	-	281,565	41,450	41,450*
2019-20	29 November 2022 – 28 May 2023	11,481,718	-	6,153,328	4,176,303	1,152,087	1,152,087
2019-20	Cash settled	2,025,891	-	807,752	1,218,139	-	-
2020-21	06 November 2023 – 05 May 2024	10,807,521	-	2,481,770	-	8,325,751	-
2020-21	Cash settled	1,943,293	-	107,282	-	1,836,011	-
2021-22	01 November 2024 – 30 April 2025	11,304,599	-	1,783,209	-	9,521,390	-
2021-22	Cash settled	1,704,067	-	134,067	-	1,570,000	-
2022-23	01 November 2025 – 30 April 2026	-	14,437,268	910,824	-	13,526,444	-
2022-23	Cash settled	-	2,317,332	135,161	-	2,182,171	-
		39,590,104	16,754,600	12,513,393	5,676,007	38,155,304	1,193,537

*Options for some employees could not be exercised within exercise period due to technical issues.

The fair value of all awards has been determined at the date of grant of the award allowing for the effect of any market-based performance conditions. This fair value, adjusted by the Group's estimate of the number of awards that will eventually vest as a result of non-market conditions, is expensed on a straight-line basis over the vesting period.

Business Performance-Based and Sustained Individual Performance-Based Options:

The fair value of stock options following these types of vesting conditions have been estimated using the Black-Scholes-Merton Option Pricing model. The value arrived at under this model has been then multiplied by the expected % vesting based on business performance conditions (only for business performance-based options) and the expected multiplier on account of sustained individual performance (for both type of options). The inputs used in the Black-Scholes-Merton Option Pricing model include the share price considered as of the valuation date, exercise price as per the scheme/ plan of the options, expected dividend yield (estimated based on actual/ expected dividend trend of the Company), expected tenure (estimated as the remaining vesting period of the options), the risk-free rate (considered as the zero coupon yield as of the valuation date for a term commensurate with the expected tenure of the options) and expected volatility (estimated based on the historical volatility of the return in company's share prices for a term commensurate with the expected tenure of the options). The exercise period of 6 months post vesting period has not been considered as the options are expected to be exercised immediately post the completion of the vesting period.

The assumptions used in the calculations of the charge in respect of the ESOS awards granted during the year ended 31 March 2024 and 31 March 2023 are set out below:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
	ESOS 2023	ESOS 2022
Number of instruments	51,16,353 (Cash settled) 18,138,912 (Equity Settled)	2,317,332 (Cash settled) 14,437,268 (Equity Settled)
Exercise price	₹ 1	₹ 1
Share price at the date of grant	₹ 232.75	₹ 286.09
Contractual life	3 years	3 years
Expected volatility	41.16%	50.95%
Expected option life	3 years	3 years
Expected dividends	14.94%	7.11%
Risk free interest rate	7.18%	7.07%
Expected annual forfeitures	10%p.a.	10%p.a.
Fair value per option granted (Non-market performance based)	₹ 121.98	₹ 182.46

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Weighted average share price at the date of exercise of stock options was ₹ 210.15 (2023: ₹ 303.80)

The weighted average remaining contractual life for the share options outstanding was 1.87 years (2023: 1.74 years).

The Group recognized total expenses of US\$ 11 million (2023: US\$ 11 million) related to equity settled share-based plans under the above scheme in the year ended 31 March 2024.

The total expense recognised on account of the cash settled option plans during the year ended 31 March 2024 is US\$ 4 million (2023: US\$ 1 million) and the carrying value of cash settled share based compensation liability as at 31 March 2024 is sUS\$ 4 million (2023: US\$ 4 million).

The Group has awarded certain other cash settled option plans indexed to shares of its subsidiaries. As the amounts under these plans are not material, accordingly no further disclosures have been provided.

Out of the total expense pertaining to equity settled and cash settled options for the year ended 31 March 2024, the Group has capitalised US\$ 0 million (2023: US\$ 0 million) expense for the year ended 31 March 2024.

29. Share capital

CIESOP Plan	Year ended 31 March 2024		Year ended 31 March 2023	
	Number	Paid up amount (US\$ million)	Number	Paid up amount (US\$ million)
Ordinary shares of 10 US cents each	285,246,698	29	285,246,698	29
Deferred shares of £1 each	50,000	0	50,000	0
Total	285,296,698	29	285,296,698	29

Rights and obligations attaching to shares

The rights and obligations attaching to the ordinary and deferred shares are set out in the Articles.

Each ordinary share carries the right to one vote at general meetings of the Company and is entitled to dividends. the Company did not issue any shares during the year ended 31 March 2024.

The holders of deferred shares do not have the right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting. The deferred shares have no rights to dividends and, on a winding-up or other return of capital, entitle the holder only to the payment of the amounts paid on such shares after repayment to the holders of Ordinary Shares of the nominal amount paid up on the Ordinary Shares plus the payment of £100,000 per Ordinary Share. Of the 50,000 deferred shares, one deferred share was issued at par and has been fully paid, and 49,999 deferred shares were each paid up as to one-quarter of their nominal value.

30. Non-controlling interests ('NCI')

The Group consists of a parent Company, Vedanta Resources Limited, incorporated in UK and a number of subsidiaries held directly and indirectly by the Group which operate and are incorporated around the world. Note 38 to the financial statements lists details of the interests in the subsidiaries.

Non-controlling interests that are material to the Group relate to Hindustan Zinc Limited (HZL), Cairn India Holdings Limited (CIHL) and its subsidiaries and Vedanta Limited.

As at 31 March 2024, NCIs hold an economic interest of 59.71%, 37.94%, 68.35%, 54.08%, 67.96%, 40.74%, 37.94% and 37.94% respectively in HZL, CIHL and its wholly owned subsidiaries, Bharat Aluminium Company Limited (BALCO), Black Mountain Mining (BMM), ASI (partly owned subsidiary of CIHL), ESL Steel Limited (ESL), Facor Alloys Corporation Limited (FACOR) and Vedanta Limited.

As at 31 March 2023, NCIs hold an economic interest of 55.74%, 31.82%, 65.23%, 49.55%, 64.80%, 34.89%, 31.82% and 31.82% respectively in HZL, CIHL and its wholly owned subsidiaries, Bharat Aluminium Company Limited (BALCO), Black Mountain Mining (BMM), ASI (partly owned subsidiary of CIHL), ESL Steel Limited (ESL), Facor Alloys Corporation Limited (FACOR) and Vedanta Limited.

Principal place of business of HZL, CIHL and its subsidiaries and Vedanta Limited is set out under note 38.

The table below shows summarised financial information of subsidiaries of the Group that have material non-controlling interests. The amounts are presented before intercompany elimination.



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(US\$ million)

Particulars	Year ended 31 March 2024					Year ended 31 March 2023				
	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total
Profit/ (loss) Attributable to NCI	540	76	253	(370)	499	714	20	995	(886)	843
Equity Attributable to NCI **	1,106	323	3,300	(2,149)	2,580	895	322	2,895	(1,636)	2,476
Dividends paid / payable to NCI	(233)	-	(443)	-	(676)	(1,394)	-	(1,431)	-	(2,825)

* Others consist of investment subsidiaries of Vedanta Limited, other individual non-material subsidiaries and consolidation adjustments.

** Loss of US\$ 2 million (31 March 2023: loss of US\$ 5 million) attributable to NCI of ASI transferred to put option liability. Refer note 23.

(US\$ million)

Particulars	Year ended 31 March 2024					Year ended 31 March 2023				
	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total
Non-current assets	2,461	938	15,456	(2,510)	16,345	2,411	1,189	15,836	(2,951)	16,485
Current assets	1,515	1,331	3,071	68	5,985	1,802	1,237	4,031	(125)	6,945
Current liabilities	1,280	740	6,002	2,386	10,408	2,104	686	6,626	3,833	13,249
Non-current liabilities	845	600	3,825	7,500	12,770	503	701	4,144	5,705	11,053
Net assets	1,851	929	8,700	(12,328)	(848)	1,606	1,039	9,097	(12,614)	(872)

* Others consist of investment subsidiaries of Vedanta Limited, Vedanta Resources Limited, other individual non-material subsidiaries and consolidation adjustments.

(US\$ million)

Particulars	Year ended 31 March 2024					Year ended 31 March 2023				
	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total	HZL	CIHL and its subsidiaries	Vedanta Limited	Others*	Total
Revenue	3,392	1,029	8,415	4,292	17,128	4,145	962	8,474	4,702	18,283
Profit/ (loss) for the year	934	217	776	(1,828)	99	1,306	53	3,299	(3,820)	838
Other comprehensive income / (loss)**	(0)	1	(11)	(1)	(11)	5	-	(17)	6	(6)
Net cash inflow/ (outflow) from operating activities	1,552	224	(699)	1,407	2,484	2,032	106	(188)	836	2,786
Net cash inflow/ (outflow) from investing activities	(477)	(175)	113	(455)	(994)	634	81	(501)	(851)	(637)
Net cash inflow/ (outflow) from financing activities	(1,075)	(101)	145	(941)	(1,972)	(2,857)	(159)	642	(100)	(2,474)

* Others consist of investment subsidiaries of Vedanta Limited, Vedanta Resources Limited, other Individual non-material subsidiaries and consolidation adjustments.

**Excluding exchange differences arising on translation of foreign operations.

The effect of changes in ownership interests in subsidiaries that did not result in a loss of control is as follows:

(US\$ million)

For the year ended 31 March 2024	HZL	CIHL and its subsidiaries	Vedanta Limited	Others	Total
Other changes in non-controlling interests	-	-	323	0	323

(US\$ million)

For the year ended 31 March 2023	HZL	CIHL and its subsidiaries	Vedanta Limited	Others	Total
Changes in NCI due to merger	-	-	-	6	6
Other changes in non-controlling interests	-	-	126	5	131

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31. Capital management

The Group's objectives when managing capital are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirement is met through a mixture of equity, internal accruals and other borrowings. The Group's policy is to use current and non-current borrowings to meet anticipated funding requirements.

The Group monitors capital using a gearing ratio, being the ratio of net debt as a percentage of total capital. The Group is not subject to any externally imposed capital requirements.

Particulars	(US\$ million)	
	As at 31 March 2024	As at 31 March 2023
Total equity	(848)	(872)
Net debt (Refer note 22(b))	12,349	12,730
Total capital	11,501	11,858
Gearing Ratio	107%	107%

32. Commitments, guarantees, contingencies and other disclosures

A. Commitments

The Group has a number of continuing commitments in the normal course of business including:

- Exploratory mining commitments;
- Oil and gas commitments;
- Mining commitments arising under production sharing agreements; and
- Completion of the construction of certain assets.

	(US\$ million)	
	As at 31 March 2024	As at 31 March 2023
Capital commitments contracted but not provided	2,784	2,730

Estimated amounts of contracts remaining to be executed on capital accounts and not provided for:

Particulars	(US\$ million)	
	As at 31 March 2024	As at 31 March 2023
Oil & Gas sector		
Cairn Oil & Gas	129	172
Aluminium sector		
Lanjigarh Refinery (Phase II)	187	297
Jharsuguda 1.25 MTPA smelter	65	154
BALCO Smelter Expansion from 0.57 MTPA to 1 MTPA	622	816
Zinc sector		
Zinc India (mines expansion, solar and smelter)	241	213
Gamsberg mining and milling project (Phase II)	196	237
Copper sector		
Tuticorin Smelter 400 KTPA*	-	373
Others	798	468
Total	2,238	2,730

*currently contracts are under suspension under the force majeure clause as per the contract



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Committed work programme (Other than capital commitment):

	(US\$ million)	
	As at 31 March 2024	As at 31 March 2023
Oil & Gas sector		
Cairn Oil & Gas (OALP blocks)	609	631

Other Commitments

- (i) The Power Division of the Group has signed a long-term power purchase agreement (PPA) with GRIDCO Limited for supply of 25% of power generated from the power station, in addition 5%/7% of the power to be supplied at variable cost as per the conditions referred to in PPA. The PPA has a tenure of twenty-five years, expiring in FY 2037. The Group received favourable order from Odisha Electricity Regulatory Commission ("OERC") dated 05 October 2021 for conversion of Independent Power Plant ("IPP") to Captive Power Plant ("CPP") w.e.f, from 01 January 2022 subject to certain terms and conditions. However, OERC vide order dated 19 February 2022 directed the Group to supply power to GRIDCO from 19 February 2022 onwards. Thereafter, the Group has resumed supplying power to GRIDCO from 01 April 2022 as per GRIDCO's requisition. The OERC vide its order dated 03 May 2023 has reviewed its previous order dated 05 October 2021 and directed the Group to operate Unit 2 as an IPP. The Group has filed an appeal against the said order before APTEL.
- (ii) TSPL has signed a long term PPA with the Punjab State Power Corporation Limited (PSPCL) for supply of power generated from the power plant. The PPA has tenure of twenty five years, expiring in FY 2042.
- (iii) During the year ended 31 March 2023, the Group has executed Power Delivery Agreements ("PDA") with Serentica group companies (Serentica Renewables India 1 Private Limited, Serentica Renewables India 3 Private Limited, Serentica Renewables India 4 Private Limited, Serentica Renewables India 5 Private Limited, Serentica Renewables India 6 Private Limited, Serentica Renewables India 7 Private Limited, Serentica Renewables India 8 Private Limited and Serentica Renewables India 9 Private Limited), which are associates of Vedanta Inc, for procuring renewable power over twenty five years from date of commissioning of the combined renewable energy power projects ("the Projects") on a group captive basis. These Serentica group companies were incorporated for building the Projects of approximately 1,826 MW (31 March 2023: 1246 MW). During the current year, the Group has invested US\$ 58 million in Optionally Convertible Redeemable Preference shares ("OCRPS") of US\$ 1 (INR 10) each of Serentica group companies. These OCRPS will be converted into equity basis conversion terms of the PDA, resulting in Vedanta Group holding twenty six percent stake in its equity. As at 31 March 2024, total outstanding commitments related to PDA with Serentica Group Companies are US\$ 147 million (31 March 2023: US\$ 194 million).

B. Guarantees

The aggregate amount of indemnities and other guarantees on which the Group does not expect any material losses, was US\$ 1,122 million (31 March 2023: US\$ 1,031 million).

The Group has given guarantees in the normal course of business as stated below:

- i. Guarantees and bonds advanced to the Indian customs authorities of US\$ 206 million (31 March 2023: US\$ 163 million) relating to the export and payment of import duties on purchases of raw material and capital goods.
- ii. Guarantees issued for the Group's share of minimum work programme commitments of US\$ 368 million (31 March 2023: US\$ 334 million).
- iii. Guarantees of US\$ 19 million (31 March 2023: US\$ 10 million) issued under bid bond for placing bids.
- iv. Bank guarantees of US\$ 15 million (31 March 2023: US\$ 14 million) has been provided by the Group on behalf of Vedanta Inc to the Indian Income tax department, as a collateral in respect of certain tax disputes.
- v. Other guarantees worth US\$ 515 million (31 March 2023: US\$ 510 million) issued for securing supplies of materials and services, in lieu of advances received from customers, litigation, for provisional valuation of custom duty and also to various agencies, suppliers and government authorities for various purposes. The Group does not anticipate any liability on these guarantees.

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C. Export Obligations

The Indian entities of the Group have export obligations of US\$ 323 million (31 March 2023: US\$ 168 million) on account of concessional rates of import duty paid on capital goods under the Export Promotion Capital Goods Scheme and under the Advance Licence Scheme for the import of raw material prescribed by the Government of India.

In the event of the Group's inability to meet its obligations, the Group's liability would be US\$ 70 million (31 March 2023: US\$ 39 million) plus applicable interest.

The Group has given bonds of US\$ 124 million (31 March 2023: US\$ 98 million) to custom authorities against these export obligations.

D. Contingencies

The Group discloses the following legal and tax cases as contingent liabilities.

Hindustan Zinc Limited ('HZL'): Department of Mines and Geology

The Department of Mines and Geology of the State of Rajasthan issued several show cause notices to HZL in August, September and October 2006, aggregating US\$ 41 million as at 31 March 2023 (31 March 2023: US\$ 41 million) claiming unlawful occupation and unauthorised mining of associated minerals other than zinc and lead at HZL's Rampura Agucha, Rajpura Dariba and Zawar mines in Rajasthan during the period from July 1968 to March 2006. In response, HZL filed a writ petition against these show cause notices before the High Court of Rajasthan in Jodhpur. In October 2006, the High Court issued an order granting a stay and restrained the Department of Mines and Geology from undertaking any coercive measures to recover the penalty. In January 2007, the High Court issued another order granting the Department of Mines and Geology additional time to file their reply and also ordered the Department of Mines and Geology not to issue any orders cancelling the lease. The State Government filed for an early hearing application in the High Court. The High Court has passed an order rejecting the application stating that Central Government should file their replies. HZL believes it is unlikely that the claim will lead to a future obligation and thus no provision has been made in the financial statements.

Ravva Joint Operations arbitration proceedings

ONGC Carry

The Ravva Production Sharing Contract (PSC) obliges the contractor parties to pay a proportionate share of ONGC's exploration, development, production and contract costs in consideration for ONGC's payment of costs related to the construction and other activities it conducted in Ravva prior to the effective date of the Ravva PSC (the ONGC Carry). The question as to how the ONGC Carry is to be recovered and calculated, along with other issues, was submitted to an International Arbitration Tribunal in August 2002 which rendered a decision on the ONGC Carry in favour of the contractor parties (including Vedanta Limited (Cairn India Limited which subsequently merged with Vedanta Limited, accordingly now referred to as Vedanta Limited)) whereas four other issues were decided in favour of Government of India (GOI) in October 2004 (Partial Award).

The GOI then proceeded to challenge the ONGC Carry decision before the Malaysian courts, as Kuala Lumpur was the seat of the arbitration. The Federal Court of Malaysia upheld the Partial Award. As the Partial Award did not quantify the sums, therefore, contractor parties approached the same Arbitration Tribunal to pass a Final Award in the subject matter since it had retained the jurisdiction to do so. The Arbitral Tribunal was reconstituted and the Final Award was passed in October 2016 in Vedanta Limited's favour. GOI's challenge of the Final Award has been dismissed by the Malaysian High Court and the next appellate court in Malaysia, i.e., Malaysian Court of Appeal. GOI then filed an appeal at Federal Court of Malaysia. The matter was heard on 28 February 2019 and the Federal Court dismissed GOI's leave to appeal. Vedanta Limited has also filed for the enforcement of the Partial Award and Final Award before the Hon'ble Delhi High Court. The matter is currently being heard.

While the Group does not believe the GOI will be successful in its challenge, if the Arbitral Awards in above matters are reversed and such reversals are binding, Group would be liable for approximately US\$ 64 million plus interest (31 March 2023: US\$ 64 million plus interest).

Proceedings related to the imposition of entry tax

Vedanta Limited and other Group companies, challenged the constitutional validity of the local statutes and related notifications in the states of Chhattisgarh, Odisha and Rajasthan pertaining to the levy of entry tax on the entry of goods brought into the respective states from outside.



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Post some contradictory orders of High Courts across India adjudicating on similar challenges, the Supreme Court referred the matters to a nine judge bench. Consequent to a detailed hearing, although the bench rejected the compensatory nature of tax as a ground of challenge, it maintained status quo with respect to all other issues which have been left open for adjudication by regular benches hearing the matters.

Following the order of the nine judge bench, the regular bench of the Supreme Court proceeded with hearing the matters. The regular bench remanded the entry tax matters relating to the issue of discrimination against domestic goods bought from other States to the respective High Courts for final determination but retained the issue of jurisdiction for levy on imported goods, for determination by the regular bench of the Supreme Court. Following the order of the Supreme Court, the Group filed writ petitions in respective High Courts.

On 09 October 2017, the Supreme Court has held that states have the jurisdiction to levy entry tax on imported goods. With this Supreme Court judgement, imported goods will rank pari passu with domestic goods for the purpose of levy of Entry tax. Vedanta Limited and its subsidiaries have amended their appeals (writ petitions) in Odisha and Chhattisgarh to include imported goods as well.

The issue pertaining to the levy of entry tax on the movement of goods into a Special Economic Zone (SEZ) remains pending before the Odisha High Court. The Group has challenged the levy of entry tax on any movement of goods into SEZ based on the definition of 'local area' under the Odisha Entry Tax Act, 1999 which is very clear and does not include a SEZ. In addition, the Government of Odisha, further through its SEZ Policy 2015 and the operational guidelines for administration of this policy dated 22 August 2016, exempted the entry tax levy on SEZ operations.

The total claims against Vedanta Limited and its subsidiaries (net of provisions made) are US\$ 96 million (31 March 2023: US\$ 100 million) including interest and penalty till the date of order. Further interest and penalty if any, would be additional.

BALCO: Challenge against imposition of Energy Development Cess

BALCO challenged the imposition of Energy Development Cess levied on generators and distributors of electrical energy @ 10 paise per unit on the electrical energy sold or supplied before the High Court on the grounds that the Cess is effectively on production and not on consumption or sale since the figures of consumption are not taken into account and the Cess is discriminatory since captive power plants are required to pay @ 10 paise while the State Electricity Board is required to pay @ 5 paise. The High Court of Chhattisgarh by order dated 15 December 2006 declared the provisions imposing ED Cess on CPPs as discriminatory and therefore ultra vires the Constitution. BALCO has sought refund of ED Cess paid till March 2006 amounting to US\$ 4 million.

The State of Chhattisgarh moved an SLP in the Supreme Court and whilst issuing notice has stayed the refund of the Cess already deposited and the Supreme Court has also directed the State of Chhattisgarh to raise the bills but no coercive action be taken for recovery for the same. Final argument in this matter started before the Supreme Court. In case the Supreme Court overturns the decision of the High Court, the Group would be liable to pay an additional amount of US\$ 141 million (31 March 2023: US\$ 133 million). As at 31 March 2024, an amount of US\$ 146 million relating to principal has been considered as a contingent liability (31 March 2023: US\$ 137 million).

BALCO: Electricity Duty

The Group operates a 1,200 MW power plant ("the Plant") which commenced production in July 2015. Based on the Memorandum of Understanding signed between the Group and the Chhattisgarh State Government, the management believes that the Plant is covered under the Chhattisgarh Industrial policy 2004-09 which provides exemption of electricity duty for 15 years. In June 2021, the Chief Electrical Inspectorate, Raipur ("CEI") issued a demand notice for electricity duty and interest thereon of US\$ 108 million and US\$ 72 million respectively for the period March 2015 to March 2021.

The Group carries an accrual for electricity duty of US\$ 55 million (31 March 2023: US\$ 77 million), net of US\$ 113 million (31 March 2023: US\$ 69 million) paid under protest. The Group has requested the CEI to allow payment of the principal amount over a period of 5 years along with a waiver of interest demand. BALCO has received the reply from CIE that the matter will be discussed with appropriate authorities. As at 31 March 2024, no confirmation has been received on this matter and therefore, amount of US\$ 126 million (INR 10,510 million) (31 March 2023: US\$ 111 million (INR 9,160 million)) relating to interest has been considered as a contingent liability.

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ESL: MDPA

Mine Development and Production Agreement (MDPA) entered into by ESL with respect to the Nadidihi Iron Ore Block (74.50 Ha) and the Nadidihi Iron & Manganese Ore Block (117.206 Ha) in Orissa obligates certain minimum despatch requirement for each year from the commencement of mining, as prescribed under Sub Rule-1 of Rule 12(A) of the Minerals (other than Atomic and Hydrocarbon Energy Minerals) Concession Rules, 2016 (MCR 2016).

ESL has received demand notices dated 03 December 2022 aggregating US\$ 208 million (INR 17,078 million) towards penalty for annual shortfall in minimum despatch required under Sub Rule-1 of Rule 12(A) of MCR 2016, for the first year of the lease for both the mines. Management believes that the aforesaid demands are unreasonable and arbitrary to the law on various grounds including the fact that the State Government has erroneously considered the wrong period to calculate the MDPA requirement as per Sub Rule 1 of Rule 12 (A) of MCR 2016. Further, ESL was unable to carry out mining operation for significant part of the first year owing to reasons beyond its control (Force Majeure) and for the said the period, is entitled to be afforded an additional period in terms of Section 12(1)(ff) of the Mineral (Other than Atomic and Hydrocarbons Energy Minerals) Concession Rules, to meet the said minimum despatch requirement. Based on aforesaid grounds that are supported by a legal opinion obtained in this regard, Inter-alia, the Group has filed the Revision Application under Section 30 of the Mines and Minerals (Development and Regulation) Act, 1957 (MMDR Act) to keep the above demand notice in abeyance during the pendency of the proceedings before the Revisional Authority, Ministry of Mines and the same has been informed to Office of the Deputy Director of mines through intimation letter. The Revisional Authority vide its order dated 14 March 2023 has put stay on the impugned demand notices and directed the State Government not to take any coercive action to realize the demand till further orders.

Also, ESL has received the demand notices dated 11 April 2023 aggregating US\$ 6 million for the first quarter of the second-year lease period from 20 November 2022 till 19 November 2023 for both the mines, to which ESL has replied stating that these demand notices shall be kept in abeyance till the pendency of the proceedings before the Revisionary Authority, Ministry of Mines as the similar contentions were taken by the Management in the revision application filed against the earlier demand notices for shortfall in the first year of lease period. Management believes that the aforesaid demands are unreasonable and arbitrary to the law on various grounds including the fact that the State Government has erroneously considered the wrong period to calculate the MDPA requirement as per Sub Rule 1 of Rule 12 (A) of MCR 2016.

Basis MDPA and legal opinion received, any obligation in this regard can be termed as a remote. As a matter of prudence, aforesaid demand notices of US\$ 211 million (31 March 2023: US\$ 214 million) have been disclosed as contingent liability in the financial statements.

Miscellaneous disputes- Income tax

The Group is involved in various tax disputes amounting to US\$ 162 million (31 March 2023: US\$ 177 million) relating to income tax. It also includes similar matters where initial assessment is pending for subsequent periods and where the Group has made claims and assessments are in progress. These mainly relate to the disallowance of tax holidays and depreciation under the Income-tax Act, 1961 and interest thereon which are pending at various appellate levels. Penalties, if any, may be additional.

Based on detailed evaluations and supported by external legal advice, where necessary, the Group believes that it has strong merits and no material adverse impact is expected.

Miscellaneous disputes- Others

The Group is subject to various claims and exposures which arise in the ordinary course of conducting and financing its business from the excise, indirect tax authorities and others. These claims and exposures mostly relate to the assessable values of sales and purchases or to incomplete documentation supporting the companies' returns or other claims.

The approximate value of claims (excluding the items as set out separately above) against the Group companies total US\$ 562 million (31 March 2023: US\$ 598 million).

Based on evaluations of the matters and legal advice obtained, the Group believes that it has strong merits in its favor. Accordingly, no provision is considered at this stage.

Except as described above, there are no pending litigations which the Group believes could reasonably be expected to have a material adverse effect on the results of operations, cash flows or the financial position of the Group.



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33. Other matters

i) Share transactions Call options

a. HZL

Pursuant to the Government of India's policy of divestment, the Group in April 2002 acquired 26% equity interest in HZL from the Government of India. Under the terms of the Shareholder's Agreement ('SHA'), the Group had two call options to purchase all of the Government of India's shares in HZL at fair market value. The Group also acquired an additional 20% of the equity capital in HZL through an open offer. The Group exercised the first call option on 29 August 2003 and acquired an additional 18.9% of HZL's issued share capital, increasing its shareholding to 64.9%. The second call option provides the Group the right to acquire the Government of India's remaining 29.5% share in HZL. This call option is subject to the right of the Government of India to sell 3.5% of HZL shares to HZL employees. The Group exercised the second call option on 21 July 2009. The Government of India disputed the validity of the call option and has refused to act upon the second call option. Consequently, the Group invoked arbitration which is in the early stages. The next date of hearing is to be notified. The Government of India without prejudice to the position on the Put / Call option issue has received approval from the Cabinet for divestment and the Government is looking to divest through the auction route. Meanwhile, the Supreme Court has, in January 2016, directed status quo pertaining to disinvestment of Government of India's residual shareholding in a public interest petition filed.

On 13 August 2020, the Supreme Court passed an order partially removing the status quo order in place and has allowed the arbitration proceedings to continue via its order passed on 18 November 2021, the Supreme Court of India allowed the GOI's proposal to divest its entire stake in HZL in the open market in accordance with the rules and regulations of SEBI and also directed the Central Bureau of India to register a regular case in relation to the process followed for the disinvestment of HZL in the year 2002 by the GOI. In line with the said order, the Group has withdrawn its arbitration proceedings.

b. BALCO

Pursuant to the Government of India's policy of divestment, the Group in March 2001 acquired 51% equity interest in BALCO from the Government of India. Under the terms of the SHA, the Group has a call option to purchase the Government of India's remaining ownership interest in BALCO at any point from 02 March 2004. However, the Government of India has contested the valuation and validity of the option and contended that the clauses of the SHA violate the (erstwhile) Indian Companies Act, 1956 by restricting the rights of the Government of India to transfer its shares and that as a result such provisions of the SHA were null and void. In the arbitration filed by the Group, the arbitral tribunal by a majority award rejected the claims of the Group on the grounds that the clauses relating to the call option, the right of first refusal, the "tag-along" rights and the restriction on the transfer of shares violate the said Act and are not enforceable.

The Group has challenged the validity of the majority award before the High Court of Delhi and sought for setting aside the arbitration award to the extent that it holds these clauses ineffective and inoperative. The Government of India also filed an application before the High Court of Delhi to partially set aside the arbitral award in respect of certain matters involving valuation. The matter will be listed for hearing in due course. The matter is currently scheduled for hearing at the Delhi High Court. Meanwhile, the Government of India without prejudice to its position on the Put/Call option issue has received approval from the Cabinet for divestment and the Government is looking to divest through the auction route.

On 9 January 2012, the Group offered to acquire the Government of India's interests in HZL and BALCO for US\$ 1,885 million and US\$ 217 million respectively. This offer was separate from the contested exercise of the call options, and Group proposed to withdraw the ongoing litigations in relation to the contested exercise of the options should the offer be accepted. To date, the offer has not been accepted by the Government of India and therefore, there is no certainty that the acquisition will proceed.

In view of the lack of resolution on the options, the non-response to the exercise and valuation request from the Government of India, the resultant uncertainty surrounding the potential transaction and the valuation of the consideration payable, the Group considers the strike price of the options to be at the fair value, which is effectively nil, and hence the call options have not been recognised in the financial statements.

ii) The Department of Mines and Geology (DMG) of the State of Rajasthan initiated the royalty assessment process from January 2008 to 2019 and issued a show cause notice vide an office order dated 31 January 2020 amounting to US\$ 234 million (INR 19,250 million), further an additional demand was issued vide an office order dated 14 December 2020 for US\$ 38 million on similar questions of law. The Group has challenged (the show cause notice or/and) computation mechanism of the royalty itself and the High Court has granted a stay on the notice and directed DMG not to take any coercive action.

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State Government has also been directed to not take any coercive action in order to recover such miscomputed dues. Further, Revisionary Authority (RA), has granted a stay on the recovery under the March 2022 notice of US\$ 173 million and recovery of US\$ 38 million vide its order dated 15 June 2022. and 07 September 2022, respectively. Based on the opinion of external council, the Group believes that it has strong grounds of a successful appeal, and the chances of an outcome which is not in favour of the Group is remote.

iii) Vedanta Limited is purchasing bauxite under long term linkage arrangement ("LTL") with Orissa Mining Corporation Ltd (OMC) at provisional price of US\$ 12/MT (INR 1000/MT) from October 2020 onwards based on interim order dated 08 October 2020 of the Hon'ble High Court of Odisha, which is subject to final outcome of the writ petition filed by Vedanta Limited.

The last successful e-auction based price discovery was done by OMC in April 2019 at US\$ 8/MT (INR 673/MT) and supplied bauxite at this rate from September 2019 to September 2020 with an undertaking from Vedanta Limited to compensate the differential price discovered through successful national e-auction. Though the OMC conducted the next e-auction on 31 August 2020 with floor price of US\$ 21/MT (INR 1707/MT) determined on the basis of Rule 45 of Minerals Concession Rules, 2016 (hereafter referred as the Rules), there was no bidder at that floor price and hence, the auction could not be conducted. However, OMC issued a demand of US\$ 34 million on Vedanta Limited towards differential pricing and interest for bauxite supplied till September 2020 considering the auction base price of US\$ 21/MT (INR 1707/MT).

Vedanta Limited had then filed a writ petition before Hon'ble High Court of Odisha in September 2020 which issued interim Order dated 8 October 2020 directing that the petitioner shall be permitted to lift the quantity of bauxite mutually agreed on payment of US\$ 12/MT (INR 1000/MT) and furnishing an undertaking for the differential amount with the floor price arrived at by OMC under the Rules, subject to final outcome of the writ petition.

OMC re-conducted e-auction on 09 March 2021 with floor price of US\$ 25/MT (INR 2,011/MT) which was not successful. On 18 March 2021, Cuttack HC issued an order disposing off the writ petition, directing that the current arrangement of bauxite price at US\$ 12/MT (INR 1,000/MT) will continue for FY 2021-22. Further, on 06 April 2022, the Hon'ble Cuttack HC directed that the current arrangement will continue for FY 2022-23 also.

An interim application was filed on 11 May 2023 in Odisha High Court seeking directions for OMC to continue the supplies for FY 2023-24 and extend the LTL agreement. The Honorable High Court vide order dated 15 May 2023, passed an order that unless the fresh agreement is not executed interim arrangement cannot be granted. Accordingly, post the direction of honorable court, LTL was executed with OMC on 16 of May for supply of 2.4 MnT bauxite annually at US\$ 12/MT – (INR 1,000/MT). On 26 September 2023, OMC conducted the 10th National E-auction tender for sale of 300 KT bauxite at floor price of US\$ 29.24/MT (INR 2,429/MT) after considering the pricing as per Rule 45. On 27th March 2024, OMC conducted the 11th National E-auction tender for sale of 300 KT bauxite at floor price of Rs. 2,740/MT after considering the pricing as per Rule 45. The said auction failed since no participation was observed in the bidding. Supported by legal opinions obtained, management believes that the provisions of Rule 45 of the Rules are not applicable to sale of bauxite and hence, it is not probable that Vedanta Limited will have any material obligation towards the aforesaid commitments over and above the price of US\$ 8/MT (INR 673/MT) discovered vide last successful e-auction.

However, as an abundant precaution, the Group has recognised purchase of Bauxite from September 2019 onwards at the aforesaid rate of US\$ 12/MT (INR 1,000/MT).

iv) The Scheme of Amalgamation and Arrangement amongst Sterlite Energy Limited ('SEL'), Sterlite Industries (India) Limited ('Sterlite'), Vedanta Aluminium Limited ('VAL'), Ekaterina Limited ('Ekaterina'), Madras Aluminium Company Limited ('Malco') and Vedanta Limited (the "Scheme") had been sanctioned by the Honourable High Court of Madras and the Honourable High Court of Judicature of Bombay at Goa and was given effect to in the year ended 31 March 2014.

Subsequently, the above orders of the Honourable High Court of Bombay and Madras have been challenged by the Commissioner of Income Tax, Goa and the Ministry of Corporate Affairs through a Special Leave Petition before the Honourable Supreme Court and also by a creditor and a shareholder of Vedanta Limited. The said petitions are currently pending for hearing.



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v) Flue-gas desulfurization (FGD) implementation:

The Ministry of Environment, Forest and Climate Change (MOEFCC) has revised emission norms for coal-based power plants in India. Accordingly, both captive and independent coal-based power plants in India are required to comply with these revised norms for reduction of sulphur oxide (SOx) emissions for which the current plant infrastructure is to be modified or new equipment have to be installed. Timelines for compliance to the revised norm for various plants in the Group range from December 2024 to December 2026. Different power plants are at different stages of the implementation process.

TSPL filed a petition before Punjab State Electricity Regulatory Commission (PSERC) for approval of MoEFCC notification as change in law in terms of Article 13 of PPA on 30 June 2017. PSERC vide its order dated 21 December 2018 has held that MoEFCC notification is not a change in law as it does not impose any new requirements. TSPL had filed an appeal before Hon'ble Appellate Tribunal for Electricity (APTEL) challenging the said order of PSERC. APTEL has pronounced the order 28 August 2020 in favour of TSPL allowing the cost pass through.

PSPCL has filed an appeal against this order in the Supreme Court. The matter was listed on 03 February 2022, wherein respondents including TSPL have been directed to file counter affidavits in the matter. TSPL filed Counter Affidavit on 09 November 2022. PSPCL filed Stay Application seeking relief to stay PSERC proceedings. On 7 August 2023, the stay application was listed, and the bench directed the PSERC proceedings to continue however, the execution of the proceedings have been stayed. PSPCL filed its Rejoinder and Application to file Additional Documents on 22 April 2024. The next date is yet to be notified.

34. Related party Disclosures

Related party transactions

The information below sets out transactions and balances between the Group and various related parties in the normal course of business for the year ended 31 March 2024.

HOLDING COMPANIES

Vedanta Incorporated (formerly known as Volcan Investments Limited) *

Volcan Investments Cyprus Limited

FELLOW SUBSIDIARY (with whom transactions have taken place)

Sterlite Technologies Limited

Sterlite Power Transmission limited

Sterlite Iron and Steel Company Limited

Sterlite Convergence Limited

Twin Star Technologies Limited

Sterlite Power Grid Ventures Limited

Sterlite Grid 16 Limited

STL Digital Limited

ASSOCIATE OF ULTIMATE PARENT (with whom transactions have taken place)

Serentica Renewables India 1 Private Limited[#]

Serentica Renewables India 3 Private Limited[#]

Serentica Renewables India 4 Private Limited[#]

Serentica Renewables India 5 Private Limited[#]

Serentica Renewables India 6 Private Limited[#]

Serentica Renewables India 7 Private Limited[#]

Serentica Renewables India 8 Private Limited[#]

Serentica Renewables India 9 Private Limited[#]

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ASSOCIATES / JOINT VENTURES (with whom transactions have taken place)

RoshSkor Township (Pty) Limited
Gaurav Overseas Private Limited
Goa Maritime Private Limited
Madanpur South Coal Company Limited
Gergarub Exploration and Mining (Pty) Limited

Post-retirement benefit plan

Sesa Group Employees Provident Fund Trust
Sesa Group Employees Gratuity Fund and Sesa Group Executives Gratuity Fund
Sesa Group Executives Superannuation Scheme Fund
Sesa Resources Limited Employees Provident Fund Trust
Sesa Resources Limited Employees Gratuity Fund
Sesa Mining Corporation Limited Employees Provident Fund Trust
Sesa Mining Corporation Limited Employees Gratuity Fund
Sesa Resources Limited and Sesa Mining Corporation Limited Employees Superannuation Fund
Hindustan Zinc Limited Employees Contributory Provident Fund Trust
HZL Employee Group Gratuity Trust
HZL Superannuation Trust
Balco Employees Provident Fund Trust
FACOR Superannuation Trust
FACOR Employees Gratuity Scheme

OTHERS (with whom transactions have taken place)**Enterprises over which key management personnel / their relatives have control or significant influence**

Anil Agarwal Foundation
Cairn Foundation
Caitlyn India Private Limited
Fujairah Metals LLC
Janhit Electoral Trust
Minova Runaya Private Limited
Runaya Refining LLP
Runaya Green Tech Limited
Sesa Community Development Foundation
Vedanta Foundation
Vedanta Limited ESOS Trust
Radha Madhav Investments Private Limited
Vedanta Medical Research Foundation
Voorspoed Trust

* The name of ultimate holding Company "Volcan Investments Limited" has been changed to 'Vedanta Incorporated' effective 13 October 2023.

During the year ended 31 March 2023, due to change in shareholding of the intermediate holding company of Serentica group companies, the relationship of Vedanta group with these companies was changed from fellow subsidiaries to associates of Vedanta Inc.



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Details of transactions for the year ended 31 March 2024 are as follows:

(US\$ million)

Particulars	Holding Company/ Fellow Subsidiaries	Associates / Joint Ventures	Others	Total
Income:				
(i) Revenue from operations	207	-	13	220
(ii) Dividend income	0	-	-	0
(iii) Net interest received	3	-	0	3
(iv) Miscellaneous income	-	-	0	0
Expenditure:				
(i) Purchases of goods/services	14	0	47	61
(ii) Purchase/(sale) of fixed assets	0	-	(5)	(5)
(iii) Management fees paid	1	-	-	1
(iv) Reimbursement for other expenses (net of recovery)	0	-	(1)	(1)
(v) Donation	-	-	18	18
(vi) Interest paid	1	-	-	1
(vii) Contribution to post retirement employees benefit trust/fund	-	-	12	12
Other transactions during the year:				
(i) Loans given/ (repayment thereof)	0	-	-	0
(ii) Loans taken during the year	1	-	-	1
(iii) Bond redeemed during the year	2	-	-	2
(iv) Investments made during the year (refer note 32)	-	-	58	58

Details of balances as at 31 March 2024 are as follows:

(US\$ million)

Particulars	Holding Company/ Fellow Subsidiaries	Associates / Joint Ventures	Others	Total
(i) Net amounts receivable at year end	2	1	4	7
(ii) Net amounts payable at year end	1	-	12	13
(iii) Investment in equity Share and OCRPS	8	-	88	96
(iv) Value of bonds held by Vedanta Inc	7	-	-	7
(v) Interest payable	0	-	-	0
(vi) Dividend payable	2	-	-	2
(vii) Net advance given at year end	1	1	7	9
(viii) Bank guarantee given *	14	-	-	14
(x) Loans given**	0	1	-	1
(xi) Loan taken	1	-	-	1

* Bank guarantee has been provided by the Group on behalf of Vedanta Incorporated ("Vedanta Inc") in favour of Income tax department, India as collateral in respect of certain tax disputes of Vedanta Inc. The guarantee amount is US\$ 14 million (31 March 2023: US\$ 14 million).

** During the current year ended 31 March 2024, the Group has renewed loan provided to Sterlite Iron and Steel Company Limited for a further period of 12 months. The loan balance as at 31 March 2024 is US\$ 1 million (31 March 2023: US\$ 1 million). The loan is unsecured in nature and carries an interest rate of 12.80% per annum. The said loan including accrued interest thereon have been fully provided for in the books of accounts.

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Details of transactions for the year ended 31 March 2023 are as follows:

(US\$ million)

Particulars	Holding Company/ Fellow Subsidiaries	Associates / Joint Ventures	Others	Total
Income:				
(i) Revenue from operations	228	-	6	234
(ii) Dividend income	0	-	-	0
(iii) Net interest received	4	-	-	4
(iv) Miscellaneous income	-	-	0	0
Expenditure:				
(i) Purchases of goods/services	1	0	35	36
(ii) Purchase/(sale) of fixed assets	2	-	-	2
(iii) Management fees paid	1	-	-	1
(iv) Reimbursement for other expenses (net of recovery)	0	-	(0)	(0)
(v) Donation	-	-	10	10
(vi) Interest paid	1	-	-	1
(vii) Dividend Paid	19	-	0	19
(viii) Contribution to post retirement employees benefit trust/fund	-	-	10	10
Other transactions during the year:				
(i) Loans given/ (repayment thereof)	-	1	-	1
(ii) Loans taken during the year	-	-	(0)	(0)
(iii) Bond redeemed during the year	2	-	-	2
(iv) Investments made during the year (refer note 32)	-	-	30	30

Details of balances as at 31 March 2023 are as follows:

(US\$ million)

Particulars	Holding Company/ Fellow Subsidiaries	Associates / Joint Ventures	Others	Total
(i) Net amounts receivable at year end *	2	-	0	2
(ii) Net amounts payable at year end	2	-	9	11
(iii) Investment in equity Share	10	-	30	40
(iv) Value of bonds held by Vedanta Inc	9	-	-	9
(v) Interest payable	0	-	-	0
(vi) Dividend payable	2	-	-	2
(vii) Net advance given at year end	-	1	4	5
(viii) Financial guarantee given *	14	-	-	14
(x) Loans given**	-	1	-	1

Remuneration of Key Management Personnel

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Short-term employee benefits	12	8
Post-employment benefits*	0	1
Share-based payments	0	4
	12	13
Compensation for Non-Executive Directors	0	0
Commission/Sitting Fees to KMP	0	0

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise).

*Does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

Other related party#

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Remuneration to relatives	3	3
Commission/ sitting fees to relatives of KMP	0	0

close relatives of the Executive Chairman



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35. Subsequent events

- (i) Subsequent to the year end, the Board of Directors of Vedanta Limited approved the acquisition of an additional 46.57% stake in AvanStrate Inc. ('ASI') from HOYA Corporation, Japan ('HOYA') through Cairn India Holdings Limited ('CIHL'), a wholly-owned subsidiary of the Company, on May 10, 2024. Following the completion of this transaction, CIHL will hold 98.2% of ASI, resulting in VRL holding 60.94% of ASI.

There are no other material adjusting or non-adjusting subsequent events, except already disclosed.

36. Auditor's remuneration

The table below shows the fees payable globally to the Company's auditor, MHA and their associate firms, for statutory external audit and audit related services, as well as fees paid to other accountancy firms for statutory external audit and audit related services for the year ended 31 March 2024:

(US\$ million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Fees payable to the Company's auditor for the audit of Vedanta Resources Limited annual accounts	1	1
The audit of the Company's subsidiaries pursuant to legislation	0	0
Total audit fees	1	1
Fees payable to the Company's auditor and their associates for other services to the Group	0	0
Other services pursuant to legislation (1)	0	0
Corporate finance services (2)	0	-
Total non-audit fees	0	0
Total fees paid to the Company's auditor	1	1
Audit fees payable to other auditors of the Group's subsidiaries	4	2
Non-audit fees payable to other auditors of the Group's subsidiaries	1	1
Total fees paid to other auditors	5	3

- (1) Other services pursuant to legislation principally comprise assurance services and the half year review of the Group's results.
- (2) Corporate finance services principally comprise services in connection with debt raising transactions. These assurance-related services are ordinarily provided by the auditor.

37. Joint Arrangements

Joint Operations

The Group's principal licence interests in oil and gas business are joint operations. The principal licence interests for the years ended 31 March 2024 and 31 March 2023 are as follows:

Oil & Gas blocks/ fields (a)	Area	Participating Interest
Operating blocks		
Ravva block-Exploration, Development & production	Krishna Godavari	22.50%
CB-OS/2 – Exploration	Cambay Offshore	60.00%
CB-OS/2 - Development & production	Cambay Offshore	40.00%
RJ-ON-90/1 – Exploration	Rajasthan Onshore	100.00%
RJ-ON-90/1 – Development & production	Rajasthan Onshore	70.00%
KG-OSN-2009/3 – Exploration	Krishna Godavari Offshore	100.00%
Non-operating blocks		
KG-ONN-2003/1	Krishna Godavari Onshore	49.00%

38. List of Subsidiaries

The Group owns directly or indirectly through subsidiaries, more than half of the voting power of all of its subsidiaries as mentioned in the list below, and has power over the subsidiaries, is exposed or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries.

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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		The Company's immediate percentage holding	
				31 March 2024	31 March 2023	31 March 2024	31 March 2023
Direct Subsidiaries of the Parent Company							
Vedanta Resources Jersey Limited ("VRJL")	Investment company	47 Esplanade, St Helier JE1 0BD	Jersey (CI)	100%	100%	100%	100%
Vedanta Resources Jersey II Limited ("VRJL-II")	Investment company	47 Esplanade, St Helier JE1 0BD	Jersey (CI)	100%	100%	100%	100%
Vedanta Holdings Jersey Limited	Investment company	47 Esplanade, St Helier JE1 0BD	Jersey (CI)	100%	100%	100%	100%
Vedanta Resources Holdings Limited ("VRHL")	Holding company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	100%	100%
Vedanta UK Holdings Limited ("VUHL") ^(a)	Investment Company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	-	100%	-
Vedanta Resources Investments Limited ("VRIL") ^(b)	Investment Company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	-	100%	-
Indirect Subsidiaries of the Parent Company							
Richter Holding Limited ("Richter")	Investment company	221 Christodoulou Chatzipavlou, Helios Court, 3 rd Floor, 3036 Limassol, Cyprus	Cyprus	100%	100%	100%	100%
Vedanta Resources Cyprus Limited ("VRCL")	Investment company	221 Christodoulou Chatzipavlou, Helios Court, 3 rd Floor, 3036 Limassol, Cyprus	Cyprus	100%	100%	100%	100%
Welter Trading Limited ("Welter")	Investment company	28 th Oktovriou Street, 205 Louloupis Court, 1 st Floor P.C. 3035, Limassol, Cyprus	Cyprus	100%	100%	100%	100%
Valliant (Jersey) Limited	Investment company	47 Esplanade, St Helier JE1 0BD, Jersey	Jersey (CI)	100%	100%	100%	100%
Twin Star Holdings Limited ("TSHL")	Holding company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324 Mauritius	Mauritius	100%	100%	100%	100%
Vedanta Twinstar Holdings Limited ^(c)	Investment company	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street, Port Louis, 11324, Mauritius	Mauritius	100%	-	100.00	-
Vedanta Twinstar Holdings II Limited ^(d)	Investment company	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street, Port Louis, 11324, Mauritius	Mauritius	100%	-	100.00	-



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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		The Company's immediate percentage holding	
				31 March 2024	31 March 2023	31 March 2024	31 March 2023
Westglobe Limited ('Westglobe')	Investment company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324 Mauritius	Mauritius	100%	100%	100%	100%
Vedanta Holdings Mauritius Limited ('VHML')	Investment company	Amicorp (Mauritius) Limited, 6 th Floor, Tower 1, Nexteracom	Mauritius	100%	100%	100%	100%
Vedanta Holdings Mauritius II Limited ('VHM2L')	Investment company	Amicorp (Mauritius) Limited, 6 th Floor, Tower 1, Nexteracom	Mauritius	100%	100%	100%	100%
Vedanta Resources Mauritius Limited	Investment Company	Amicorp Mauritius, 6 th Floor, Tower 1, Nextera Building, Ebene, Mauritius	Mauritius	100%	100%	100%	100%
Vedanta Netherlands Investments BV ('VNIBV')	Investment Company	Strawinskylaan 1143, 1077XX Amsterdam, Netherlands	The Netherlands	100%	100%	100%	100%
Vedanta Netherlands Investments II BV	Investment Company	Strawinskylaan 1143, 1077XX Amsterdam, Netherlands	The Netherlands	100%	100%	100%	100%
Vedanta Resources Finance II Plc	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	100%	100%
Vedanta Resources Finance Limited ('VRFL')	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	100%	100%
Finsider International Company Limited ('FICL')	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	100%	100%
Vedanta Finance UK Limited	Investment company	8 th Floor, 20 Farringdon Street, London EC4A 4AB, United Kingdom	United Kingdom	100%	100%	100%	100%
Vedanta UK Investments Limited ('VUIL')	Investment Company	8 th Floor 20 Farringdon Street, London, United Kingdom, EC4A 4AB	United Kingdom	100%	100%	100%	100%
Vedanta Limited	Copper smelting, Iron ore mining, Aluminium mining, refining, and smelting, Power generation, Oil and Gas exploration, and production	Vedanta Limited 1 st Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai-400093, Maharashtra	India	62.06%	68.18%	63.72%	68.18%
Copper Mines of Tasmania Pty Limited ('CMT') ^(e)	Copper Mining	c/o McCullough Robertson, lawyers 44 martin place, Sydney NSW 2000	Australia	-	68.18%	-	100%

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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		Immediate holding company		The Company's immediate percentage holding	
				31 March 2024	31 March 2023			31 March 2024	31 March 2023
Thalanga Copper Mines Pty Limited ("TCM")	Copper Mining	c/o McCullough Robertson lawyers 44 martin place, Sydney NSW 2000	Australia	62.06%	68.18%	Monte Cello BV		100%	100%
Bharat Aluminium Company Limited ("BALCO")	Aluminium mining and smelting	Aluminium Sadan Core -6 Scope Office Complex 7 Lodhi Road New Delhi 110003	India	31.65%	34.77%	Vedanta Limited		51%	51%
Desai Cement Company Private Limited	Cement	Survey no. 184, Maina, Navelim, Bicholim North Goa 403505, Goa	India	62.06%	68.18%	Sesa Mining Corporation Limited		100%	100%
ESL Steel Limited	Manufacturing of Steel & DI Pipe	Village -Siyaljori, Post – Jogidih, O.P. – Bangaria, PS- Chandankyari Bokaro Steel City Bokaro JH 828303 IN	India	59.26%	65.11%	Vedanta Limited		95.49%	95.49%
Ferro Alloy Corporation Limited ("FACOR")	Manufacturing of Ferro Alloys and Mining and generation of power	D P Nagar, Randia, Bhadrak-756135, Odisha	India	62.06%	68.18%	Vedanta Limited		100%	99.99%
Goa Sea Port Private Limited ⁽ⁱ⁾	Infrastructure	SIPCOT Industrial Complex, Madurai Bypass Road, T.V. Puram P.O., Tuticorin, Thoothukudi, Tuticorin Thoothukudi TN – 628 002 IN	India	-	68.18%	Sterlite Ports Limited		-	100%
Hindustan Zinc Alloys Private Limited	Manufacturing of metals and its alloys	Yashad Bhawan, Udaipur, Rajasthan 313004	India	40.29%	44.26%	Hindustan Zinc Limited		100%	100%
Hindustan Zinc Fertilisers Private Limited	Manufacturing of phosphatic fertilisers	Yashad Bhawan, Udaipur, Rajasthan 313004	India	40.29%	44.26%	Hindustan Zinc Limited		100%	100%
Hindustan Zinc Limited ("HZL")	Exploring, extracting, processing of minerals and manufacturing of metals	Yashad Bhawan, Udaipur, Rajasthan 313004	India	40.29%	44.26%	Vedanta Limited		64.92%	64.92%
MALCO Energy Limited ("MEL")	Power Generation	SIPCOT Industrial Complex, Madurai Bypass Road, Thoothukudi (Tamil Nadu) 628002	India	62.06%	68.18%	Vedanta Limited		100%	100%
Maritime Ventures Private Limited (MVPL) ⁽ⁱ⁾	Infrastructure	SIPCOT Industrial Complex, Madurai Bypass Road, T V Puram PO, Tuticorin Thoothukudi Thoothukudi TN 628002 IN	India	-	68.18%	Sterlite Ports Limited		-	100%



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Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		The Company's immediate percentage holding	
				31 March 2024	31 March 2023	31 March 2024	31 March 2023
Paradip Multi Cargo Berth Private Limited ^(f)	Infrastructure	SIPCOT Industrial Complex, Madurai Bypass Road, T. V. Puram P.O., Tuticorin, Thoothukudi TN 628002 IN	India	-	68.18%	Sesa Resources Limited	100%
Sesa Mining Corporation Limited ^(f)	Iron ore mining	Sesa Ghor, 20 EDC Complex, Patto Panaji (Goa) - 403001	India	62.06%	68.18%	Sesa Resources Limited	100%
Sesa Resources Limited ("SRL")	Iron ore mining	Sesa Ghor, 20 EDC Complex, Patto Panaji (Goa) - 403001	India	62.06%	68.18%	Vedanta Limited	100%
Sterlite Ports Limited ("SPL") ^(f)	Infrastructure	Malco Power Company Limited, Sipcot Industrial Complex, Madurai Bye Pass Road Tuticorin, Thoothukudi TN 628002	India	-	68.18%	Sesa Resources Limited	100%
Talwandi Sabo Power Limited ("TSPL")	Power Generation	Vill. Banawala, Mansa - Talwandi Sabo Road, Mansa, Punjab - 151302	India	62.06%	68.18%	Vedanta Limited	100%
Vedanta Zinc Football & Sports Foundation	Sports Foundation	Yashad Bhawan, Udaipur, Rajasthan 313004	India	40.29%	44.26%	Hindustan Zinc Limited	100%
Vizag General Cargo Berth Private Limited	Infrastructure	SIPCOT Industrial Complex Madurai Bye Pass Road, T. V. Puram P.O Thoothukudi TN 628002 IN	India	62.06%	68.18%	Vedanta Limited	100%
Zinc India Foundation	CSR Activities	Yashad Bhawan, Udaipur, Rajasthan 313004	India	40.29%	44.26%	Hindustan Zinc Limited	100%
AvanStrate Inc. ("ASI")	Manufacturing of LCD Glass Substrate	1-11-1, Nishi - Gotanda, Shinagwa-Ku, Tokyo, Japan	Japan	32.04%	35.20%	Cairn India Holdings Limited	51.63
Cairn India Holdings Limited	Investment company	22-24 Seale Street, St Helier, Jersey, JE2 3QG	Jersey	62.06%	68.18%	Vedanta Limited	100%
AvanStrate Taiwan Inc	Manufacturing of LCD Glass Substrate	No.8, Industry III Road Annan, Tainan 709-55, Taiwan, R.O.C.	Taiwan	32.04%	35.20%	AvanStrate Inc. ("ASI")	100%
Western Cluster Limited	Iron ore mining	Amir Building, 18 th Street, Sinkor, Tubman Boulevard, Sinkor, Monrovia, Liberia, West Africa	Liberia	62.06%	68.18%	Bloom Fountain Limited	100%
Bloom Fountain Limited	Operating (Iron ore) and Investment Company	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port Louis, 11324 Mauritius	Mauritius	62.06%	68.18%	Vedanta Limited	100%

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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		The Company's immediate percentage holding	
				31 March 2024	31 March 2023	31 March 2024	31 March 2023
THL Zinc Ltd	Investment Company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street Port Louis, 11324, Mauritius	Mauritius	62.06%	68.18%	100%	100%
THL Zinc Ventures Limited	Investment Company	IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius	Mauritius	62.06%	68.18%	100%	100%
Amica Guesthouse (Proprietary) Limited	Accommodation and catering services	Unit 1, Hartmann Suites, Cnr Robert Mugabe Avenue & Ballot Street, Windhoek, Namibia	Namibia	62.06%	68.18%	100%	100%
Namzinc (Proprietary) Limited	Owens and operates a zinc refinery	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Namibia	62.06%	68.18%	100%	100%
Skorpion Mining Company (Proprietary) Limited (NZ)	Exploration, development, treatment, production and sale of zinc ore	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Namibia	62.06%	68.18%	100%	100%
Skorpion Zinc (Proprietary) Limited ("SZPL")	Operating (zinc) and investing company	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Namibia	62.06%	68.18%	100%	100%
THL Zinc Namibia Holdings (Proprietary) Limited ("VNHL")	Mining and Exploration and Investment company	24 Orban Street, Klein Windhoek, Windhoek, Namibia	Namibia	62.06%	68.18%	100%	100%
Vedanta Lisheen Holdings Limited	Investment company	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	62.06%	68.18%	100%	100%
Killoran Lisheen Mining Limited	Development of a zinc/lead mine	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	62.06%	68.18%	100%	100%
Lisheen Milling Limited	Manufacturing (m)	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	62.06%	68.18%	100%	100%



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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		The Company's immediate percentage holding	
				31 March 2024	31 March 2023	31 March 2024	31 March 2023
Lisheen Mine Partnership	Development and operation of a zinc/lead mine	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	62.06%	68.18%	100%	100%
Vedanta Lisheen Mining Limited	Development of a zinc/lead mine	Deloitte & Touche House, Charlottes Quay, Ireland	Republic of Ireland	62.06%	68.18%	100%	100%
Cairn Energy Hydrocarbons Limited	Oil and gas exploration, development and production	272 Bath Street, Glasgow, United Kingdom, G2 4JR	Scotland (n)	62.06%	68.18%	100%	100%
Black Mountain Mining (Proprietary) Limited	Exploration, development, production and sale of zinc, lead, copper and associated mineral concentrates	Penge Road, Aggeneys	South Africa	45.92%	50.45%	70.66%	74%
Cairn Lanka Private Limited ^(a)	Oil and gas exploration, development and production	Lanka Shipping Tower No. 99, St Michael's Road, Colombo 3, Sri Lanka	Sri Lanka	62.06%	68.18%	100%	100%
AvanStrate Korea Inc	Manufacturing of LCD Glass Substrate	84, Hyeongsandsan-ro, Cheongbuk-eup, Pyeongtaek-si, Gyeonggi-do, 17812, Republic of Korea	Taiwan	32.04%	35.20%	100%	100%
Monte Cello BV ("MCBV")	Holding company	Atrium Building, 8 th Floor, Strawinskylaan, 3127, Amsterdam, Netherlands	The Netherlands	62.06%	68.18%	100%	100%
THL Zinc Holding BV	Investment company	Atrium Building, 8 th Floor, Strawinskylaan, 3127, Amsterdam, Netherlands	The Netherlands	62.06%	68.18%	100%	100%

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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

Subsidiaries	Principal activities	Registered Address	Country of incorporation	The Company's economic percentage holding		The Company's immediate percentage holding	
				31 March 2024	31 March 2023	31 March 2024	31 March 2023
Fujairah Gold FZC	Manufacturing of Copper Rod and Refining of Precious Metals (Gold & Silver)	P.O. Box 3992, Fujairah, United Arab Emirates	United Arab Emirates	62.06%	68.18%	100%	100%
Meenakshi Energy Limited ⁽⁹⁾	Power Generation	405, Saptagiri Towers, 1-10-75/1/1 to 6, Begumpet, Hyderabad, Secunderabad, Telangana, India, 500016	India	62.06%	-	100%	-
Sesa Iron and Steel Limited ⁽¹⁰⁾	Manufacturing of Steel	Sesa Ghor, EDC Complex 20, Patto, Panaji, North Goa, Tiswadi, Goa, India, 403001	India	62.06%	-	100%	-
Vedanta Aluminium Metal Limited ⁽¹⁾	Aluminium Business	C-103 Atul Projects, Corporate Avenue New Link, Chakala Midc, Mumbai, Maharashtra, India, 400093	India	62.06%	-	100%	-
Vedanta Base Metals Limited ⁽¹⁾	Metal business	C-103 Atul Projects, Corporate Avenue New Link, Chakala Midc, Mumbai, Maharashtra, India, 400093	India	62.06%	-	100%	-
Vedanta Iron and Steel Limited ⁽¹⁾	Iron and Steel Business	C-103 ATUL PROJECTS, CORPORATE AVENUE NEW LINK, Chakala Midc, Mumbai, Maharashtra, India, 400093	India	62.06%	-	100%	-
Vedanta Displays Limited (k)	LCD Panel	ASF Centre, Plot 362-363 Udyog Vihar Phase-4, Gurgaon, Haryana, India, 122016	India	62.06%	-	100%	-
Vedanta Semiconductors Private Limited (k)	Semiconductor	ASF Centre, Plot 362-363 Udyog Vihar Phase-4, Gurgaon, Haryana, India, 122016	India	62.06%	-	100%	-
Vedanta Copper International VCI Company Limited (o)	Manufacturing of copper rod	Ras-Al-Khair, Saudi Arabia	Saudi Arabia	62.06%	-	100%	-
Hindmetal Exploration Services Private Limited (p)	Exploration of metals	Yashad Bhawan, Udaipur, Rajasthan 313004	India	40.29%	-	100%	-



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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

- (a) Vedanta UK Holdings Limited- 100% subsidiary of Vedanta Resources Limited, incorporated w.e.f. 06 September 2023.
- (b) Vedanta Resources Investments Limited, 100% Subsidiary of Vedanta UK Investments Limited, incorporated w.e.f. 28 July 2023. The shareholding was transferred on 07 September 2023 to Vedanta UK Holdings Limited.
- (c) Vedanta Twinstar Holdings Limited- 100% subsidiary of Twin Star Holdings Limited, incorporated w.e.f. 01 September 2023. Further, shares of Vedanta Twinstar Holdings Limited transferred from Twin Star Holdings Limited to Vedanta Resources Limited w.e.f. 13 March 2024.
- (c) Vedanta Twinstar Holdings II Limited- 100% subsidiary of Vedanta Twinstar Holdings Limited, incorporated w.e.f. 01 September 2023.
- (d) Vedanta UK Holdings Limited- 100% subsidiary of Vedanta Resources Limited, incorporated w.e.f. 06 September 2023.
- (e) Copper Mines of Tasmania (CMT), wholly owned subsidiary of Vedanta Limited through intermediate holding company Monte Cello B.V. (MCBV) was sold on 17 November 2023.
- (f) The Mumbai NCLT and Chennai NCLT had passed orders dated 06 June 2022 and 22 March 2023 respectively to sanction the scheme of amalgamation of Sterlite Ports Limited ('SPL'), Paradip Multi Cargo Berth Private Limited ('PMCB'), Maritime Ventures Private Limited ('MVPL'), Goa Sea Port Private Limited ('GSPL'), wholly owned subsidiaries/step down subsidiaries of Sesa Resources Limited ('SRL'), with Sesa Mining Corporation Limited ('SMCL'). MCA statutory filing has completed on 18 January 2024 which is the effective date of merger.
- (g) Meenakshi energy limited has been acquired on 27 December 2023 under the liquidation proceedings of the Insolvency and Bankruptcy Code, 2016 as a 100% subsidiary of Vedanta Limited.
- (h) Sesa Iron and Steel Limited incorporated on 06 September 2023 as a 100% subsidiary of Vedanta Limited.
- (i) Vedanta Aluminium Metal Limited incorporated on 06 October 2023 as a 100% subsidiary of Vedanta Limited.
- (j) Vedanta Base Metals Limited incorporated on 09 October 2023 as a 100% subsidiary of Vedanta Limited.
- (k) Vedanta Displays Limited & Vedanta Semiconductors Private Limited has been acquired on 27 July 2023 from Twin star Technologies Ltd via share purchase agreement.
- (l) Vedanta Iron and Steel Limited incorporated on 10 October 2023 as a 100% subsidiary of Vedanta Limited.
- (m) Activity of the Company ceased in February 2016.
- (n) Principal place of business in India.
- (o) Vedanta Copper International VCI Company Limited incorporated on 14 November 2023 as a 100% subsidiary of Vedanta Limited.
- (p) Hindmetal Exploration Services Private Limited incorporated on 26 February 2024 as a 100% subsidiary of Hindustan Zinc Limited.
- (q) Cairn Lanka Private Limited is under process of liquidation.

39. Ultimate controlling party

At 31 March 2024, all of the issued shares of the Company were held by Vedanta Incorporated (formerly known as Volcan Investments Limited) ("Vedanta Inc") and its wholly owned subsidiary. Accordingly, the ultimate controlling party of the Group is Vedanta Inc, which is beneficially owned by the Anil Agarwal Discretionary Trust. Vedanta Inc is incorporated in the Bahamas and does not produce Group accounts.

COMPANY BALANCE SHEET

As at 31 March 2024

		(US\$ million)	
Particulars	Note	As at 31 March 2024	As at 31 March 2023
Fixed assets			
Tangible assets	2	8	10
Investments in subsidiaries	3	1,731	1,731
Financial asset investment	4	0	0
		1,739	1,741
Current assets			
Debtors due within one year	5	2,507	2,977
Debtors due after one year	5	2,013	2,345
Investments	6	92	79
Cash and cash equivalents		8	9
Current tax asset		2	22
		4,622	5,432
Creditors: amounts falling due within one year			
Trade and other creditors	7	222	464
Lease liability	9	2	2
External borrowings	7	683	774
Loan from subsidiary	7	793	698
		1,700	1,938
Net current assets		2,922	3,494
Total assets less current liabilities		4,661	5,235
Creditors: amounts falling due after one year			
External borrowings	8	1,473	1,883
Loan from subsidiary	8	2,340	2,638
Other creditors	8	2	3
Lease liability	9	4	5
		3,819	4,529
Net assets		842	706
Capital and reserves			
Called up share capital		29	29
Capital reduction reserve		2	(2)
Other reserves		(2)	2
Retained earnings		813	677
Equity shareholders' funds		842	706

The Company has taken an advantage of the disclosure exemption permitted by section 408 of the Companies Act 2006 and has not presented a profit and loss account. The profit after tax for the year of the Company amounted to US\$ 136 million (2023: US\$ 156 million)

The separate Financial Statements of the Company, registration number 4740415 were approved and authorised for issue by the Board of Directors on 30 May 2024 and signed on their behalf by

AR Narayanaswamy

Director

Deepak Kumar

Company Secretary



COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2024

(US\$ million)

	Share capital*	Capital redemption Reserve	Retained earnings	Other Reserves	Total
Equity shareholders' funds at 01 April 2023	29	2	677	(2)	706
Profit for the year	-	-	136	-	136
Dividends paid (note 13 of Group financial statements)	-	-	-	-	-
Movement in fair value of Financial Investment	-	-	-	(0)	(0)
Equity shareholders' funds at 31 March 2024	29	2	813	(2)	842

For the year ended 31 March 2023

(US\$ million)

	Share capital*	Capital redemption Reserve	Retained earnings	Other Reserves	Total
Equity shareholders' funds at 01 April 2022	29	2	540	(2)	569
Profit for the year	-	-	156	-	156
Dividends paid (note 13 of Group financial statements)	-	-	(19)	-	(19)
Movement in fair value of Financial Investment	-	-	-	(0)	(0)
Equity shareholders' funds at 31 March 2023	29	2	677	(2)	706

* For details, refer note 30 of Group financial statements

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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

1. Company material accounting policies

Basis of Accounting

The Company meets the definition of a qualifying entity in accordance with Financial Reporting Standard 100 'Application of Financial Reporting Requirements' (FRS 100) issued by the Financial Reporting Council and in accordance with 101 Reduced Disclosure Framework (FRS 101). Accordingly, these financial statements have been prepared on a going concern basis and in accordance with the provisions of the UK Companies Act, 2006 and applicable UK accounting standards.

These financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are presented in US dollars being the functional currency of the Company and all values are rounded off to the nearest million except when indicated otherwise. Amounts less than US\$ 0.5 million have been presented as "0".

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- The requirements of paragraph 38, 134 and 136 of IAS 1 'Presentation of Financial Statements';
- The requirements of IAS 7 'Statement of Cash Flows';
- Paragraphs 45 (b) and 46 to 52 of IFRS 2, "Share-based payment" (details of the number and weighted average exercise prices of share options and how the fair value of goods and services received was determined);
- The requirements of IFRS 7 'Financial Instruments: Disclosures';
- The requirements of Paragraph 17 of IAS 24 "Related party disclosures";
- The requirements of IAS 24, "Related party disclosures" to disclose related-party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- Paragraphs 91-99 of IFRS 13 "Fair value measurement" (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);
- The requirements of Paragraph 30 and 31 of IAS 8 "Accounting policies, changes in accounting estimates and errors" in relation to standards not yet effective.

Material accounting policies

Investments in subsidiaries

Investments in subsidiaries represent equity holdings in subsidiaries except preference shares, valued at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term money market deposits which have a maturity of three months or less from the date of acquisition, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Currency translation

Transactions in currencies other than the functional currency of the Company, being US dollars, are translated into US dollars at the spot exchange rates ruling at the date of transaction. Monetary assets and liabilities denominated in other currencies at the balance sheet date are translated into US dollars at year end exchange rates, or at a contractual rate if applicable.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and provision for impairment.

Depreciation on tangible fixed assets is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management) as given below. Management's assessment takes into account, inter alia, the nature of the assets, the estimated usage of the assets and the operating conditions of the assets.

Estimated useful life of assets are as follows:

Asset	Useful life (in years)
IT equipment	5
Office equipment	10
Furniture and fixtures	10
Leasehold improvement	10

The Company reviews the residual value and useful life of an asset at least at each financial year end and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.



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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

Deferred taxation

Deferred taxation is provided in full on all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, subject to the recoverability of deferred tax assets. Deferred tax assets and liabilities are not discounted.

Borrowings

Interest bearing loans are recorded at the net proceeds received i.e. net of direct transaction costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on accruals basis and charged to the profit and loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial Assets – Recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset on the trade date.

For purposes of subsequent measurement, financial assets are classified in the following categories:

Debt instruments at amortised cost

A 'debt instrument' is measured at amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method.

Equity instruments

All equity investments in scope of IFRS 9 are measured at fair value. For all equity instruments not held for trading, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

Dividends

Dividend income is recognised in the income statement only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(b) Financial Asset – Derecognition

The Company derecognises a financial asset when the contractual rights to cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

(c) Impairment of financial assets

In accordance with IFRS 9, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The Company recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

At each reporting date, for recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is used instead of 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR.

(d) Financial liabilities – Recognition & Subsequent measurement

The Company's financial liabilities include trade and other payables and loans and borrowings. All financial liabilities are recognised initially at fair value, and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings and trade and other payables are subsequently measured at amortised cost using the EIR method.

(e) Financial liabilities – Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

2. Company tangible fixed assets

	(US\$ million)
Cost	
At 01 April 2022	8
ROU Asset	10
Additions	0
At 31 March 2023	18
Additions	0
At 31 March 2024	18
Accumulated depreciation	
At 01 April 2022	6
Charge for the period	2
ROU assets	1
Other assets	1
At 31 March 2023	8
Charge for the period	2
ROU assets	1
Other assets	1
At 31 March 2024	10
Net book value	
At 01 April 2022	12
At 31 March 2023	10
At 31 March 2024	8

Details of Right of Use (ROU) Assets

Particulars	Building
Net book value as at 01 April 2022	7
Depreciation	(1)
Net book value as at 31 March 2023	6
Depreciation	(1)
Net book value as at 31 March 2024	5

3. Investments in subsidiaries

	(US\$ million)
Cost	
At 01 April 2022	1,731
Investment written off during the year**	(0)
At 31 March 2023	1,731
At 01 April 2023	1,731
Addition during the year*	0
At 31 March 2024	1,731

* During the current year, the Company acquired one share in Vedanta UK Holdings Limited ('VUHL'), being 100% of its issued equity share capital for a consideration of US\$ 1000 and one share in Vedanta Twinstar Holdings Limited ('VTHL'), being 100% of its issued equity share capital for a consideration of US\$ 1.

**During the previous year, VRIL has been liquidated. Accordingly, the Company has written off its investment in VRIL.



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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

At 31 March 2024, the Company held 662,073,200 shares in Vedanta Resources Holdings Limited ('VRHL') (March 2023: 662,073,200 shares), being 100% of VRHL's issued equity share capital. The Company also held one deferred share in VRHL (31 March 2023: one). At 31 March 2024, the Company held two shares in Vedanta Resources Jersey Limited ('VRJL') (31 March 2023: two), two shares in Vedanta Resources Jersey II Limited ('VRJL-II') (31 March 2023: two), one share in Vedanta Twinstar Holdings ('VTHL') (31 March 2023: Nil), one thousand share in Vedanta UK Holdings Limited ('VUHL') (31 March 2023: Nil), and one share in Vedanta Holdings Jersey Limited ('VHJL') (31 March 2023: one), being 100% of its issued equity share capital.

VRHL is an intermediary holding company incorporated in the United Kingdom (note 39 of the financial statements of the Group) and registered in England and Wales. VRJL, VHJL and VRJL-II are companies, registered and incorporated in Jersey, established to raise funds for the Vedanta Group.

4. Financial asset investment

(US\$ million)

Fair value	
As at 01 April 2022	0
Fair value movement	0
As at 31 March 2023	0
As at 01 April 2023	0
Fair value movement	(0)
As at 31 March 2024	0

The investment relates to an equity investment in the shares of Victoria Gold Corporation. As at 31 March 2024, the investment in Victoria Gold Corporation was revalued and loss of US\$ 0 million (2023: loss of US\$ 0 million) was recognised in equity.

5. Company debtors

(US\$ million)

	As at 31 March 2024	As at 31 March 2023
Amounts due from subsidiary undertakings	5,270	6,072
Amounts due from Konkola Copper Mines (note 3(a) of Group financial statements)*	305	305
Advance to vendors and deposit	0	0
Prepayments and accrued income	0	0
Other taxes	0	0
Less: Provision for impairment*	(1,055)	(1,055)
Total	4,520	5,322
Debtors due within one year	2,507	2,977
Debtors due after one year	2,013	2,345
Total	4,520	5,322

Amounts due from subsidiary undertakings

- At 31 March 2024, the Company had loans of US\$ 1,863 million (31 March 2023: US\$ 2,447 million) due from VRHL which represented the funds being loaned for funding the subsidiaries. Out of the total loans, US\$ 581 million bears interest at 11.07%, US\$ 476 million at 7.80%, US\$ 806 million at 9.70%.
- At 31 March 2024, the Company had loans of US\$ 1,981 million (31 March 2023: US\$ 1,133 million) due from Vedanta Resources Jersey II Limited (VRJL-II). Out of the total loans, US\$ 1,514 million (Impairment provision US\$ 1055 million bears interest at 8.05%, US\$ 295 million at 11.07%, and US\$ 172 million at 7.64%.
- At 31 March 2024, the Company had loans of US\$ 303 million (31 March 2023: US\$ 303 million) due from Vedanta Holdings Mauritius Limited (VHML). Out of the total loans, US\$ 104 million bears interest at 8.10%, US\$ 20 million bears interest at 11.07% and US\$ 179 million at 8.13%.

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forming part of the consolidated financial statements as at and for the year ended 31 March 2024

- iv. At 31 March 2024, the Company had loan of US\$ NIL (31 March 2023: US\$ 5 million) due from Vedanta Netherlands Investment BV (VNIBV) at 7.95% which is repaid during the year.
- v. At 31 March 2024, the Company had loan of US\$ 333 million (31 March 2023: US\$ 333 million) due from Twin Star Holdings Limited (THL) at 11.07%, during the current year loan was reclassified from Current maturities to Non-Current Loan and Advances due to extension of repayment term.
- vi. At 31 March 2024, the Company had loans of US\$ NIL (31 March 2023: US\$ 8 million) due from Vedanta Resources Financial Limited (VRFL) which is fully repaid in April 2023.
- vii. The Company was owed US\$ 723 million (31 March 2024: US\$ 743 million) of accrued interest from VRHL, VRJL-II, VHML and THL, Out of total accrued interest 25 million represents non-current portion receivable from VHML and rest 698 million represents current portion.
- viii. The Company had given a corporate guarantee for loan facilities/ trade advances on behalf of Konkola Copper Mines Plc (KCM), an erstwhile subsidiary of Vedanta Resources Holding Limited (VRHL). During the year ended 31 March 2020, due to loss of control over KCM and the resulting developments (for details refer note 3 (a) of group financial statements), the Company had recognised a liability of US\$ 355 million (inclusive of interest), towards the guarantee liability and a corresponding receivable from KCM. Of the said liability, the Company had paid an amount of US\$ 250 million to the lenders of KCM. During the year ended 31 March 2021, the Company has made further payments of US\$ 23 million to lenders of KCM. The Company has also reversed the amount of corporate guarantees which have expired, from the amount receivable and from the corresponding liability. The balance is presented as creditors due within one year.
- ix. Additionally, the Company was owed US\$ 16 million (31 March 2023: US\$ 16 million) from KCM in the form guarantee commission and other receivables.
- x. In addition to the loans, the Company also owes US\$ 48 million (31 March 2023: US\$ 46 million) of other receivables from Group companies. The above amounts include brand fee receivable from subsidiaries (refer note 11).

* The Company had given loans to its subsidiary, VRJL - II in previous years, which was further advanced as inter-company loans to its then fellow subsidiary, (KCM). With the loss of control over KCM w.e.f. 21 May 2019 and the ensuing recoverability assessment (Refer note 3 (a) of Group Financial Statements for details), VRJL- II had impaired its receivables from KCM in the year ended 31 March 2020. Consequently, the Company had also carried out an impairment assessment of its receivables from VRJL- II and had recognised an impairment of US\$ 1,102 million during the year ended 31 March 2020. During the year ended 31 March 2021, VRJL- II has reversed the previously recognised impairment on its receivables from KCM, amounting to \$ 118 million. Consequently, the Company has also carried out an impairment assessment of its receivables from VRJL- II and had recognised an impairment reversal of US\$ 118 million during the year ended 31 March 2021. During the current year, the directors have assessed receivables from KCM for indicators of impairment and are of opinion that no further impairment has to be provided on these receivables. (For details refer Group Financial Statements).

6. Company current asset investments

	(US\$ million)	
	As at 31 March 2024	As at 31 March 2023
Liquid investments	49	30
Bank term deposits	43	49
Total	92	79

7. Company creditors: amounts falling due within one year

	(US\$ million)	
	As at 31 March 2024	As at 31 March 2023
Accruals	155	246
Advance from related parties	29	201
Loan from subsidiary (Note 8)	793	698
Term Loans (Note 8)	683	274
Bonds	-	500
Guarantee amount payable on behalf of KCM (Refer note 5)	15	15
Dividend payable	2	2
Others	21	-
Total	1,698	1,936



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8. Company creditors: amounts falling due after one year

(US\$ million)

	As at 31 March 2024	As at 31 March 2023
Loan from subsidiaries	2,340	2,638
Advance from related parties	2	3
Term loans	1,262	1,210
Bonds:		
13.875% bonds due December 2028	894	947
7.13% bonds due June 2023	-	500
Less: Current Maturities (Note 7)		
Term Loans	(683)	(274)
Bonds	-	(500)
Total	3,815	4,524

- i. As at 31 March 2024, loans from subsidiaries includes US\$ 1,233 million (31 March 2023: US\$ 1,203 million) due to Vedanta Finance UK Limited. During the year 2019-20, its maturity was extended to January 2022 and the rate of interest was amended to US\$ LIBOR plus 410 basis points. During the year 2020-21, maturity of the said loan was further extended to October 2023 and rate of interest was amended to 7.84%. During the current year, \$ 178 million loan is reclassified to Long term Borrowings and maturity of the said loan was further extended to October 2028 and rate of interest was amended to 11.07%.
- ii. Loan from subsidiaries also includes US\$ 793 million (31 March 2023: US\$ 1,749 million) due to Vedanta Resources Finance II Plc (VRF2) which bears an interest at the rate 9.2% and is repayable in March 2025.
- iii. Loan from subsidiaries also includes US\$ 421 million (31 March 2023: US\$ 384 million) due to Finsider Limited (FI) which bears an interest at the rate of 6.82% and is repayable in November 2027.
- iv. Loan from subsidiaries also includes US\$ 57 million (31 March 2023: US\$ NIL) due to Vedanta Resources Finance Ltd (VRFL) which bears an interest at the rate 11.07% and is repayable in January 2028.
- v. Loan from subsidiaries also includes US\$ 629 million (31 March 2023: US\$ NIL) due to Vedanta UK Holding Limited (VHUL) which bears an interest at the rate 18.5% and is repayable in February 2029.

Terms loans are made up of the following loan arrangements that the Company has executed:

- i. During the year 2017-18, the Company executed facility agreements with State Bank of India for borrowings up to US\$ 200 million in different tranches and bears interest at a rate of LIBOR plus 389 basis points. The loan is repayable in January 2025. During the year margin rate has been revised as 431 basis points As at 31 March 2024, the outstanding amount under this facility is US\$ 200 million. The unamortized expense on this loan as at 31 March 2024 is US\$ 5 million.
- ii. During the year 2018-2019, the Company executed facility agreements with ICICI Bank Limited for borrowings up to US\$ 200 million in different tranches and bears interest at a rate of LIBOR plus 390 basis points. During the previous year, US \$ 120 million has been repaid. The loan is repaid in various instalments till September 2023. As at 31 March 2024, the outstanding amount under this facility is US\$ NIL (31 March 2023: US\$ 120 million). The unamortized expense on this loan as at 31 March 2024 is US\$ NIL.
- iii. During the year 2018-2019, the Company executed facility agreements with Bank of Baroda for borrowings up to US\$ 200 million in different tranches and bears interest at a rate of LIBOR plus 350 basis points. The loan is repaid in various instalments till June 2024. During the previous year, US\$ 20 million has been repaid. During the current year complete loan was repaid. As at 31 March 2024, the outstanding amount under this facility is US\$ NIL (31 March 2023: US\$ 145 million). The unamortized expense on this loan as at 31 March 2024 is US\$ NIL.
- iv. During the year 2019-20, the Company executed facility agreements with Syndicate Bank (since amalgamated into Canara Bank) for borrowings up to US\$ 200 million in different tranches and bears interest at a rate of LIBOR plus 375 basis points. The loan is repayable in various instalments till December 2024. During the year LIBOR has been revised. As at 31 March

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2024, the outstanding amount under this facility is US\$ 120 million (31 March 2023: US\$ 180 million). The unamortized expense on this loan as at 31 March 2024 is US\$ 1.5 million.

- v. During the previous year 2022-23, the Company executed into facility agreements with DBS RCF Bank for borrowings up to US\$ 100 million and bears interest at a rate of LIBOR plus 450 basis points repayable as US\$ 55 million in April 2023 and US\$ 45 million in May 2023. During the year loan was fully repaid. As at 31 March 2024, the outstanding amount under this facility is US\$ NIL (31 March 2023: US\$ 100 million).
- vi. During the previous year, the Company executed into facility agreements with State Bank of India for borrowings up to US\$ 500 million and bears interest at a rate of LIBOR plus 506 basis points repayable as US\$ 25 million in June 2023, US\$ 100 million in June 2024, US\$ 100 million in June 2025, US\$ 125 million in June 2026 and US\$ 150 million in June 2027. During the year US\$ 25 million was been repaid. As at 31 March 2024, the outstanding amount under this facility is US\$ 475 million (31st March 2023: US\$ 500 million). The unamortized expense on this loan as at 31 March 2024 is US\$ 14 million.
- vii. During the previous year, the Company executed into facility agreements with Canara Bank for borrowings up to US\$ 100 million and bears interest at a rate of LIBOR plus 350 basis points repayable in September 2025. As at 31 March 2024, the outstanding amount under this facility is US\$ 100 million (31 March 2023: US\$ 100 million). The unamortized expense on this loan as at 31 March 2024 is US\$ 2 million.
- viii. During the previous year, the Company has repaid bond amount of US\$ 999 million bearing interest at the rate of 6.375% which was repayable in July 2022 and US\$ 49 million bearing interest at the rate of 6.125% which was repayable in August 2024. During the year additional US\$ 57mn has been repaid bearing interest at the rate of 6.125%.
- ix. During the current year, the Company has repaid bond amount of US\$ 500 million bearing interest at the rate of 7.125% which was repayable in May 2023.
- x. During the current year, bond agreement has been amended of US\$ 950mn with revise ROI 13.875% & repayable in 3 tranches of US\$ 298 million each as Aug 2027, Aug 2028 & Dec 2028 respectively.
- xi. During the current year, the Company executed a facility agreement with Glencore for an amount of US\$ 250 million bearing an interest at a rate of SOFR plus 550 basis points repayable in 8 tranches as- US\$ 31.25 million each as August 2024, November 2024, February 2025, May 2025, August 2025, November 2025, February 2026, May 2026. During the current year, US\$ 55 million was repaid. As at 31 March 2024, the outstanding amount under this facility is US\$ 195 million (31 March 2023: NIL). The unamortized expense on this loan as at 31 March 2024 is US\$ 4 million.
- xii. During the current year, the Company executed a facility agreement with Trafigura for an amount of US\$ 200 million, bearing an interest at a rate of 12% repayable in May 2024. As at 31 March 2024, the outstanding amount under this facility is US\$ 200 million (31 March 2023: NIL). The unamortized expense on this loan as at 31 March 2024 is US\$ 1 million.

9. Lease liability

Movement in Lease liabilities is as follows:

		(US\$ million)
Particulars		Amount
At 01 April 2022		8
Interest on Lease Liabilities		0
Payments made		(1)
At 31 March 2023/ 01 April 2023		7
Interest on Lease Liabilities		0
Payments made		(1)
As at 31 March 2024		6



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10. Company contingent liabilities

- i. Vedanta Resources Limited ("VRL" or "the Company") has provided a financial and performance guarantee to the Government of India for erstwhile Vedanta Limited's ("VEDL") obligation under the Production Sharing Contract ("PSC") provided for onshore block RJ-ON-90/1, for making available financial resources equivalent to VEDL's share for its obligations under the PSC, personnel and technical services in accordance with industry practices and any other resources in case VEDL is unable to fulfil its obligations under the PSC. Similarly, the Company has also provided financial and performance guarantee to the Government of India for VEDL's obligations under the Revenue Sharing Contract ("RSC") in respect of 51 Blocks awarded under the Open Acreage Licensing Policy ("OALP") by the Government of India.
- ii. During the year 2019-20, Vedanta Resources Finance II Plc (VRFII Plc) issued US\$ 1,000 million bonds which were guaranteed by the Company. During the current year \$ 400 million was repaid and \$ 600 million is outstanding as at 31 March 2024. During the year 2020-21, VRFII Plc further issued US\$ 1,000 million and US\$ 1,200 million bonds which were guaranteed by the Company along with Twin Star Holdings Limited and Welter Trading Ltd as co-guarantors. As at 31 March 2023, the entire amount is outstanding. During the year ended 31 March 2023, US\$ 530 million and US\$ 192 million was repaid from Facility I and Facility II respectively. Outstanding amount as at 31 March 2024 is US\$ 470 million and US\$ 1,008 million respectively. (31 March 2023: US\$ 1,000 million and US\$ 1,200 million).
- iii. During the year 2022-23, the Company, along with Finsider International Company Limited and Westglobe Limited as co-guarantors, has guaranteed US\$ 1,000 million for a facility agreement entered by Vedanta Holdings Mauritius II Limited with OCM Verde XI Investments Pte. Limited as facility agent. US\$ 427 million and US\$ 323 million have been drawn under this facility during the years 2020-21 and 2021-22 respectively. During the current year loan was been fully repaid by VHM2L. Outstanding amount as at 31 March 2024 is US\$ NIL (31 March 2023: US\$ 255 million).
- iv. During the year 2021-22, the Company has guaranteed US\$ 400 million and \$150 million for facility agreement entered by Twin Star Holdings Limited and Vedanta Netherlands Investments BV, respectively with Standard Chartered Bank. During the current year, both loans have been fully repaid by entities. As at 31 March 2024, amount outstanding under the said facility is US\$ NIL (31 March 2023:US\$ 250 million) by Twin Star Holdings Limited and US\$ NIL (31 March 2023: US\$ 150 million) by Vedanta Netherlands Investments BV.
- v. During the previous year, the Company has guaranteed, jointly with Welter Trading Limited, US\$ 200 million for a facility agreement executed by Twin Star Holdings Limited with Canara Bank. As at 31 March 2023, US\$ 200 million has been drawn under the facility. The amount of loan outstanding as at 31 March 2024 is US\$ 200 million (31 March 2023: US\$ 200 million).
- vi. During the previous year, the Company has guaranteed, jointly with Welter Trading Limited, US\$ 150 million for a facility agreement executed by Twin Star Holdings Limited with Union Bank of India. As at 31 March 2023, US\$ 150 million has been drawn under the facility. The amount of loan outstanding as at 31 March 2024 is US\$ 135 million (31 March 2023: US\$ 150 million).
- vii. During the previous year, the Company has guaranteed, jointly with Welter Trading Limited, US\$ 200 million for a facility agreement executed by Twin Star Holdings Limited with Standard Chartered Bank. During the year loan has been fully repaid. As at 31 March 2024, US\$ NIL (31 March 2023: US\$ 100 million) is outstanding in the books of Twin Star Holdings Limited.
- viii. During the current year, certain subsidiaries of the Company has taken loan facilities aggregating to \$1,250 million from Standard Chartered Bank which has been guaranteed by the company.

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11. Related party transactions

During the year, the Company executed transactions, in the ordinary course of business, with other related parties. The Company has taken advantage of the exemption under paragraph 8(k) of FRS101 not to disclose transactions with wholly-owned subsidiaries. Transactions entered into and trading balances outstanding at 31 March 2024 with other related parties, are as follows:

			(US\$ million)	
Name of Company	Relationship	Nature of transaction	Year Ended 2024	Year Ended 2023
Vedanta Limited	Subsidiary	PCO Income and Management & Brand fees charged	296	217
Vedanta Limited	Subsidiary	Receipt of service	(1)	(1)
Vedanta Limited	Subsidiary	Agency Commission	1	0
Vedanta Limited	Subsidiary	Guarantee commission income	14	20
Vedanta Limited	Subsidiary	(Reimbursement) of expenses	(0)	(0)
Vedanta Incorporated {Erstwhile Volcan Investments Limited}	Holding Company	Dividend declared	-	12
Volcan Investments Cyprus Limited	Holding Company	Dividend declared	-	6
ESL Steels Ltd (ESL)	Subsidiary	Brand fee charged	13	13
Talwandi Sabo Power Ltd	Subsidiary	Brand fee charged	5	5
Black Mountain Mining (Pty) Limited	Subsidiary	Brand fee charged	6	10
Cairn Energy Hydrocarbons Limited	Subsidiary	Brand fee charged	30	18
Cairn Energy Hydrocarbons Limited	Subsidiary	Payment of expenses	-	0
Cairn Energy Hydrocarbons Limited	Subsidiary	Guarantee commission income	3	3
Fujairah Gold FZC	Subsidiary	(Reimbursement) of expenses	-	(0)

Outstanding balances

			(US\$ million)	
Name of Company	Relationship	Nature of transaction	As at 31 March 24	As at 31 March 2023
Vedanta Limited	Subsidiary	Receivable	3	31
Vedanta Limited	Subsidiary	Advance received	23	177
Namzinc Pty Limited	Subsidiary	(Payable)/Receivable	(0)	0
Sterlite Technologies Limited	Fellow Subsidiary	Receivable	0	0
Cairn India Holdings Limited	Subsidiary	Receivable	0	0
ESL Steels Ltd (ESL)	Subsidiary	(Payable)	(8)	(7)
Black Mountain Mining (Pty) Limited	Subsidiary	Receivable	1	2
Talwandi Sabo Power Ltd	Subsidiary	Receivable	1	1
Western Cluster Limited	Subsidiary	(Payable)/Receivable	(0)	0
Monte Cello BV	Subsidiary	(Payable)	(1)	(1)
Bloom Fountain Limited	Subsidiary	Receivable	0	0
THL Zinc Limited	Subsidiary	Receivable	0	0
THL Zinc Ventures Limited	Subsidiary	Receivable	0	0
Cairn Energy Hydrocarbon Limited	Subsidiary	Receivable/(Payable)	7	(15)
Vedanta Incorporated {Erstwhile Volcan Investments Limited}	Holding Company	Dividend payable	(1)	(1)
Volcan Investments Cyprus limited	Holding Company	Dividend payable	(1)	(1)

12. Subsequent Events

There have been no material events after reporting date, other than those already reported, which would require disclosure or adjustment to the financial statements for the year ended 31 March 2024.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VEDANTA RESOURCES LIMITED

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Vedanta Resources Limited. For the purposes of the table in this report that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Vedanta Resources Limited and its subsidiaries (the "Group"). The "Parent Company" is defined as Vedanta Resources Limited, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Vedanta Resources Limited for the year ended 31 March 2023.

The financial statements that we have audited comprise:

- the Consolidated Income Statement
- the Consolidated Statement of Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Cash Flow Statement
- the Consolidated Statement of Changes in Equity
- Notes 1 to 39 to the consolidated financial statements, including significant accounting policies
- the Company Balance Sheet
- the Company Statement of Changes in Equity and
- Notes 1 to 12 to the company financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group's and parent company's financial statements is applicable law and International Financial Reporting Standards and International Accounting Standards as adopted in the United Kingdom (UK adopted IFRS). The financial reporting framework that has been applied in preparation of the Parent Company financial statements is United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2023 and of the Group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted IFRS;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the Group's and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company's operations and specifically its business model.
- The evaluation of how those risks might impact on the Company's available financial resources.
- Where additional resources may be required the reasonableness and practicality of the assumptions made by the Directors when assessing the probability and likelihood of those resources becoming available.



- Liquidity and solvency considerations including examination of budgets and forecasts and their basis of preparation, including review and assessment of the model's mechanical accuracy and the reasonableness of assumptions included within.
- Consideration of terms and conditions attaching to financing facilities in place as at the date of the approval of the financial statements and compliance with covenants attaching to those facilities both up to the date of the approval of the financial statements and into the forecast period.
- Consideration of availability of funds required to settle funding facilities due for repayment during the going concern review period. Assessing the reasonableness and practicality of the mitigation measures identified by management in their conservative case scenario and considered by them in arriving at their conclusions about the existence of any uncertainties in respect of going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Scope

Our audit was scoped by obtaining an understanding of the Group, including the Parent Company, and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial

statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

We, and our component auditors acting on specific group instructions, undertook full scope audits on the complete financial information of 21 components, specified audit procedures on particular aspects and balances on another 5 components and analytical procedures were undertaken on the remaining components.

Overall materiality	2023	2022	Benchmark used
Group	US\$114m	US\$145m	2.5% (2022: 2.5%) of EBITDA
Parent Company	US\$17.8m	US\$18.2m	0.25% (2022: 0.25%) of gross assets

Key audit matters

Recurring group

- Valuation of Konkola Copper Mines plc (KCM) receivables and equity investment
- Taxation claims and exposures
- Deferred taxation and Minimum Alternative Tax (MAT) credit recoverability
- Completeness of related party relationships and transactions
- Management override of controls in relation to revenue recognition

Our assessment of the Group's key audit matters is consistent with 2022 except for:

- The removal of the key audit matter in relation to the Rajasthan block Profit Sharing Contract (PSC) extension, as a result of extension agreement execution during the year.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

Valuation of Konkola Copper Mines plc (KCM) receivables and equity investment

Key audit matter description	As at 31 March 2023, KCM related receivables with a carrying value of US\$682 million (2022: US\$682 million) were recognised in the financial statements of Vedanta Resources Limited, whilst the value of the equity investment in KCM was US\$Nil (2022 \$Nil). We draw attention to note 3a of the accompanying consolidated financial statements which describes the uncertainty arising in respect of the valuation of KCM related receivables and equity interests under IFRS 9, as a result of the liquidation proceedings initiated by KCM's minority shareholder, ZCCM Investments Holdings Plc ("ZCCM"), against KCM. Due to the high level of subjectivity and material nature of this receivable, we have designated this as a key audit matter.
How the scope of our audit responded to the key audit matter	We have obtained an understanding of the liquidation proceedings through inquiries of the Company's management and review internal reports in relation to the matter. We have obtained and reviewed legal opinions obtained in the year from management, and assessed the competency of those providing legal opinions, and have considered how this has impacted on the fair value calculation. We engaged in discussion and challenged the approach of management appointed experts appointed to perform a fair value exercise in relation to the KCM economic interest. We performed procedures to assess the reasonableness of the key assumptions included in the valuation report, and the view taken by management in respect of the final value to be included in the financial statements. We engaged directly with third party valuation specialists, who formed their own opinion on the matter, to ensure that the conclusions reached by management and their experts were in line with those of an independent party.
Key observations communicated to the Group's Board of Directors	We concluded that the value determined is reasonable and in line with the requirements of IFRS 9, and that the uncertainties surrounding the valuation have been appropriately disclosed in the financial statements. Our opinion is not modified in respect of this matter.

Taxation claims and exposures

Key audit matter description	The Group is subject to various tax disputes, mainly with the Indian authorities, which have been ongoing for numerous years. A material risk exists that the provision for these disputes is insufficient, or the contingent liability disclosed is understated, due to the inherent uncertainty in such disputes and the requirement for management judgements on whether the tax risk is remote, possible, or probable. The most material disputes relate to: 1. Recomputed tax holiday claim on plants engaged in processing and casting zinc and lead ingots from zinc and lead cathodes and silver from silver mud. The majority of this dispute was classified as possible, which is the same classification as the prior year. 2. Rajasthan VAT Matter - Writ petition relating to sales tax. This was deemed as a remote tax risk by management.
How the scope of our audit responded to the key audit matter	We have engaged internal tax specialists to assist the audit team in performing work over all tax related matters. We have obtained an understanding of the processes in place to identify and assess risk in relation to tax disputes. We have critically reviewed detailed papers prepared by management assessing such risks and concluding on the appropriate accounting treatment of any potential liabilities. We have, along with local component auditors, reviewed the positions taken by management, and the relevant legal opinions, in respect of the major material taxation matters.
Key observations communicated to the Group's Board of Directors	We concluded that management's assessment is appropriate and as detailed in notes 11 and 32d.



Deferred tax and Minimum Alternative Tax (MAT) credit recoverability

Key audit matter description	The assessment and recoverability of deferred tax assets and MAT assets requires key management judgement regarding future suitable profits arising within a relevant timeframe, thus an inherent uncertainty and significant risk exists. The three most material elements of the recognised net deferred tax asset are MAT Credit Entitlement (US\$1,148m asset), Unabsorbed Depreciation and Business Losses (US\$597m asset) and Property, Plant and Equipment, Exploration and Evaluation and other intangible assets (US\$1,317m liability). During the year there has been additional US\$332m MAT credit recognised.
How the scope of our audit responded to the key audit matter	We have obtained an understanding of the relevant controls in relation to the Group's deferred tax and MAT calculations. We have reviewed the completeness and accuracy of movements in deferred tax balances in light of the relevant accounting requirements. We have critically assessed the MAT recoverability information provided to us regarding the key risk in Vedanta Limited. We have challenged management's judgements and significant assumptions in relation to the movements in the deferred tax and MAT balances by way of inquiry of management, including at local component level, and inspection of relevant documentation involving our tax specialists. We have analysed the Group income tax reconciliation and determined whether there were any unidentified temporary tax differences, (including where certain material losses have not been recognised historically). We have evaluated deferred tax balances and verified their mathematical accuracy including related to movements in the carrying amount of assets and liabilities used in management's calculation were correct. We have reviewed the accuracy and completeness of the Group's disclosures in respect of deferred tax and MAT.
Key observations communicated to the Group's Board of Directors	We concluded that management's assessment is appropriate and as detailed in note 11c.

Completeness of related party relationships and transactions

Key audit matter description	The Group enters into a number of trading, financing and investing transactions with related parties, including with key management personnel and with entities in which key management have interest and exercise a significant influence or control. There is a risk in respect of the existence of unidentified or undisclosed related parties and transactions, including the risk relating to significant transactions outside the normal course of business that could involve related parties. We therefore considered completeness of related party transactions to be a Key Audit Matter in light of the potential for unidentified or undisclosed related party transactions. This risk was considered greatest in respect of transactions outside the normal course of business or those entered into that are not recorded or disclosed by management in accordance with IAS 24.
How the scope of our audit responded to the key audit matter	We have reviewed and evaluated management's process for identifying and recording related parties and approving related party transactions. We have conducted review procedures of the audit work completed by component auditors to ensure the audit risk has been suitably addressed and aligns with the Group methodology. We have reviewed minutes of meetings of the Board of Directors and relevant sub-committees to assess whether there are new related party transactions entered during the financial year that are significant or outside the normal course of business. On Vedanta Resources Limited we have used our data analytics tool to search for transactions which have not been included in the related party disclosures. We have challenged management on potential counterparties identified which may include linkages to the Group to establish whether they should have been identified as related parties. We have performed independent searches of the Board of Directors' and other key management personnel's other appointments and shareholdings. We have conducted a review of the whistleblowing reports made to those charged with governance for any signs of undisclosed related party transactions or relationships. We have undertaken a review of press releases and media coverage to detect any potential undisclosed related party transactions either within or outside of the Group. We have reviewed the Group financial statements disclosures of related parties to ensure it is compliant with the requirements of IAS 24.
Key observations communicated to the Group's Board of Directors	We are satisfied that related party transactions are appropriately accounted for, and that required disclosures in accordance with IAS 24 have been made.

Management override of controls in relation to revenue recognition

Key audit matter description	The Group has a diverse range of revenue streams, some of which are subject to complex calculations and recognition criteria. Revenue for the year ended 31 March 2023 was US\$18,283 million (2022: US\$17,619 million). Revenue recognition criteria for the Group's material income streams is described in the note 2a iii. In our opinion, the complexity and diversity of revenue recognised means that it is subject to increased risk of material misstatement, either through fraud or error, and it has therefore been highlighted as a Key Audit Matter.
How the scope of our audit responded to the key audit matter	All major sources of revenue come from components where a component auditor was engaged to report to us. As part of their procedures, which we reviewed and critically assessed, the component auditors completed the following: Performed walkthroughs of revenue recognition processes at all full scope components, and at those components where revenue was highlighted as a specific risk area. Performed detailed controls testing, including IT controls, to confirm the operating effectiveness. Reviewed and inspected agreements in respect to assess reasonability of income recognised in Power businesses. Reviewed and inspected terms of profit-sharing agreements to assess reasonability of revenue recognised in Oil and Gas businesses. Designed tests of detail, where appropriate, to test the completeness and accuracy of revenue recognised. Performed suitable analytical procedures, comparing key ratios such as gross profit margin, to ensure reasonable to analyse, explain and corroborate any unexpected differences. Performed detailed cut off procedures including checking to source shipping documentation and other third-party information to ensure appropriate recognition of income. Reviewed journal entries using suitable data analytics software, to identify and query any unusual or unexpected entries affecting turnover. Reviewed recognition criteria under IFRS 15 and concluded on the appropriateness of revenue recognised.
Key observations communicated to the Group's Board of Directors	We concluded that revenue had been recorded appropriately in line with the requirements of IFRS 15.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

	Group financial statements	Parent Company financial statements
Overall materiality	US\$ 114 million (2022: US\$ 145 million)	US\$ 17.8 million (2022: US\$ 18.2 million)
How we determined it	2.5% of EBITDA (2022: 2.5% of EBITDA)	0.25% of Parent Company's gross assets (2022: 0.25% of Parent Company's gross assets)
Rationale for the benchmark applied	We consider the EBITDA to be a key indicator for the group and is reflective of the current and future performance of the company. In our opinion EBITDA is the KPI of critical interest to the users of the financial statements of Vedanta Resources Limited as it is the key measure of the company's success, demonstrating profitable trading and the ability to service debt capital and interest payments.	The parent company is a holding company whose purpose is to consolidate the active trading entities and a number of other group companies. We consider gross assets to be the most important balance to the users of the Parent Company financial statements.



	Group financial statements	Parent Company financial statements
Performance materiality	We set our 2023 performance materiality at 60% of overall materiality, amounting to US\$68.7m (2022: 60%, US\$87.1m) to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered a number of factors - the history of misstatements, our risk assessment and the strength and robustness of the control environment.	We set our 2023 performance materiality at 60% of overall materiality, amounting to US\$10.7m (2022: 60%, US\$10.9m) to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered a number of factors - the history of misstatements, our risk assessment and the strength and robustness of the control environment.
Reporting threshold	We agreed to report any corrected or uncorrected adjustments exceeding US\$5.7m (2022: \$7.2m) in respect of the Group to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.	We agreed to report any corrected or uncorrected adjustments exceeding US\$5.7m and US\$0.9m (2022: US\$0.9m) in respect of the Parent Company to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

Overview of the scope of the Group and Parent Company audits

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

The Group's parent entity is UK based, whilst the primary location of operations is India.

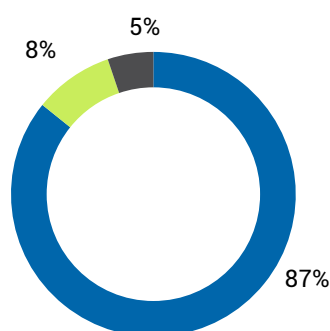
Considering operational and financial performance and risk factors, we focused our assessment on the significant components and performed full scope audits of the UK parent company, certain other UK holding and financing companies and six significant operating companies being Vedanta Limited, Cairn India Holdings Limited, Talwandi Sabo Power Limited, Hindustan Zinc Limited, Bharat

Aluminium Company Limited and ESL Steel Limited along with specified group level audit procedures on the material external balances at the non-significant components.

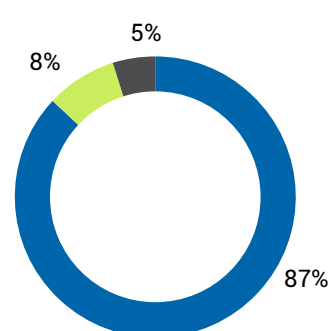
Our audit of the group financial statements also involved the use of component auditors. The group audit team provided comprehensive instructions to those component auditors. These instructions included details of the identified risks of material misstatement including those risks identified above. Those instruction also included an assessment of component materiality.

The group audit team discussed and agreed the proposed approach to addressing these risks with the component auditors and the nature and form of their reporting on the results of their work. The group team conducted reviews of the working papers prepared by component auditors using remote file reviews. They also participated in conference calls at various phases of the audit engagement as part of their management and control of the group audit engagement.

EBITDA



REVENUE



■ Full Scope ■ Limited Scope ■ Analytical Review

Notes:

- Full scope refers to the conduct of an audit of the components underlying financial information in accordance with ISAs UK.
- Limited scope incorporates those circumstances where component auditors have been instructed to perform certain procedures on financial statements areas or specific financial statement line items for individual components.
- Component auditors of lower risk components will usually be instructed to conduct a review of the financial position and performance of the component comparing the actual performance of that component with their valid expectations based on their knowledge

of the entity and any known changes in its operational environment and investigating any unusual or unexpected results.

- Some components have been identified as being immaterial to the group individually and in aggregate.

Material subsidiaries were determined based on:

- financial significance of the component to the Group as a whole; and
- assessment of the risk of material misstatements applicable to each component.

At the parent company level we also tested the consolidation process and carried out analytical procedures to confirm that there were no significant risks of material misstatement of the aggregated financial information of the remaining components not subject to audit or audit of specified account balances.

The control environment

We evaluated the design and implementation of those internal controls of the Group, including the Parent Company, which are relevant to our audit, such as those relating to the financial reporting cycle.

Climate-related risks

In planning our audit and gaining an understanding of the Group we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management's climate-related risk assessment, along with relevant documentation and reports relating to management's assessment and held discussions with management to understand their process for identifying and assessing those risks.

We engaged internal specialists to assess, amongst other factors, the benchmarks used by management, the nature of the Group's business activities, its processes and the geographic distribution of its activities.

We critically reviewed management's assessment and challenged the assumptions underlying their assessment. We made enquiries to understand the extent of the potential impact of climate change risks on the Group's financial statements. This has included a review of critical accounting estimates and judgements, and the effect on our audit approach. We also considered the ongoing viability of the business in respect both to direct climate risks and changes in legislation as nations grapple with their commitments to reduce emissions.

Reporting on other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover

the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received by branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed

non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector, the control environment, business performance including remuneration policies and the Group's, including the Parent Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors and component auditors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of Indian corporate and tax law, the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Group.
- We enquired of the directors and management concerning the Group's and the Parent Company's policies and procedures relating to:
 - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. The group engagement team shared this risk assessment with the Component Auditors of Significant Subsidiaries so that they could include appropriate audit procedures in response to such risks in their work.

Audit response to the risks identified

In respect of the above procedures we:

- Obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on those laws and regulations that had a direct effect on the financial statements. We also reviewed and

challenged component auditor workpapers in respect of compliance with local relevant laws in operation in India, including reviewing third party opinions obtained by the component auditors in respect of the most significant legal matters.

- We considered the key UK laws and regulations including, the Companies Act 2006 and applicable tax legislation. In addition, we considered compliance with the UK Bribery Act and employee legislation, as fundamental to the Group's operations.
- Enquired of management to identify any instances of non-compliance with laws and regulations.
- Reviewed financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- Enquired of management around actual and potential litigation and claims including review of professional legal opinions where appropriate.
- Enquired of management to identify any instances of known or suspected instances of fraud.
- Discussed among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.
- Reviewed minutes of meetings of those charged with governance.
- Reviewed internal audit reports.
- Reviewed the control systems in place and testing the effectiveness of certain controls.

- Performed audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias; and
- Assessed the procedures performed by component auditors in respect of the capability of such procedures to detect irregularities including fraud, from a detailed review of their work.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Rakesh Shaunak

FCA (Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
8 June 2023

MHA is a trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)



CONSOLIDATED INCOME STATEMENT

(US\$ million)

	Note	Year ended 31 March 2023			Year ended 31 March 2022		
		Before Special items	Special items (Note 6)	Total	Before Special items	Special items (Note 6)	Total
Revenue	5	18,141	142	18,283	17,619	-	17,619
Cost of sales		(14,178)	(259)	(14,437)	(11,870)	(57)	(11,927)
Gross profit		3,963	(117)	3,846	5,749	(57)	5,692
Other operating income		239	-	239	244	-	244
Distribution costs		(476)	-	(476)	(459)	-	(459)
Administrative expenses		(530)	-	(530)	(507)	-	(507)
Impairment (charge)/ reversal [net]	6	-	(61)	(61)	-	465	465
Operating profit/ (loss)		3,196	(178)	3,018	5,027	408	5,435
Investment revenue	7	251	-	251	153	-	153
Finance costs	8	(1,558)	-	(1,558)	(1,402)	-	(1,402)
Other gains and (losses) [net]	9	(79)	-	(79)	(38)	-	(38)
Profit/ (Loss) before taxation (a)		1,810	(178)	1,632	3,740	408	4,148
Net (expense)/tax credit (b)	11	(894)	100	(794)	(1,400)	(170)	(1,570)
Profit/ (Loss) for the year (a+b)		916	(78)	838	2,340	238	2,578
Attributable to:							
Equity holders of the parent		49	(54)	(5)	825	177	1,002
Non-controlling interests		867	(24)	843	1,515	61	1,576
Profit/ (Loss) for the year		916	(78)	838	2,340	238	2,578

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	(US\$ million)	
	Year ended 31 March 2023	Year ended 31 March 2022
Profit/ (Loss) for the year	838	2,578
Items that will not be reclassified subsequently to income statement:		
Remeasurement of net defined benefit plans (note 26)	(1)	(2)
Tax effects on net defined benefit plans	1	0
(Loss)/gain on fair value of financial asset equity investment	(5)	2
Total (a)	(5)	0
Items that may be reclassified subsequently to income statement:		
Exchange differences arising on translation of foreign operations	(614)	(214)
Loss on fair value of financial asset debt investment	(4)	-
Gain/(loss) on cash flow hedges	430	(36)
Tax effects arising on cash flow hedges	(149)	12
(Gain)/ loss on cash flow hedges recycled to income statement	(428)	50
Tax effects arising on cash flow hedges recycled to income statement	150	(18)
Total (b)	(615)	(206)
Other comprehensive loss for the year (a+b)	(620)	(206)
Total comprehensive income for the year	218	2,372
Attributable to:		
Equity holders of the parent	(301)	906
Non-controlling interests	519	1,466
Total comprehensive income for the year	218	2,372



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	As at 31 March 2023	(US\$ million) As at 31 March 2022
Assets			
Non-current assets			
Goodwill	14	12	12
Intangible assets	15	64	90
Property, plant and equipment	16	12,786	13,484
Exploration and evaluation assets	16	284	220
Financial asset investments	17	63	20
Non-current tax assets	11(d)	328	365
Other non-current assets	18	1,680	1,718
Deferred tax assets	11(c)	1,268	860
		16,485	16,769
Current assets			
Inventories	19	1,830	1,895
Trade and other receivables	18	2,279	2,479
Financial instruments (derivatives)	24	26	34
Current tax assets		45	3
Short-term investments	20	1,728	3,117
Cash and cash equivalents	21	1,037	1,328
		6,945	8,856
Total assets		23,430	25,625
Liabilities			
Current liabilities			
Borrowings	22(a)	5,809	4,972
Operational buyer's credit/supplier's credit	22(c)	1,667	1,477
Trade and other payables	23	5,513	4,816
Financial instruments (derivatives)	24	23	70
Retirement benefits	26	8	14
Provisions	25	38	42
Current tax liabilities		191	122
		13,249	11,513
Net current liabilities		(6,304)	(2,657)
Non-current liabilities			
Borrowings	22(a)	9,549	11,110
Trade and other payables	23	219	254
Financial instruments (derivatives)	24	2	1
Deferred tax liabilities	11(c)	866	764
Retirement benefits	26	27	21
Provisions	25	390	427
		11,053	12,577
Total liabilities		24,302	24,090
Net assets		(872)	1,535
Equity			
Share capital	29	29	29
Hedging reserve		(90)	(88)
Other reserves		(750)	(456)
Retained earnings		(2,537)	(2,598)
Equity attributable to equity holders of the parent		(3,348)	(3,113)
Non-controlling interests	30	2,476	4,648
Total equity		(872)	1,535

Financial Statements of Vedanta Resources Limited with registration number 4740415 were approved by the Board of Directors on 08 June 2023 and signed on their behalf by

AR Narayanaswamy
Director

Deepak Kumar
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

		(US\$ million)	
	Note	Year ended 31 March 2023	Year ended 31 March 2022
Operating activities			
Profit/(Loss) before taxation		1,632	4,148
Adjustments for:			
Depreciation and amortisation		1,382	1,228
Investment revenues		(251)	(153)
Finance costs		1,558	1,402
Other (gains) and losses (net)		79	38
Loss/(Gain) on disposal of Property plant and equipment		1	(17)
Share-based payment charge		11	14
Liabilities written back		(34)	(9)
Exploration costs written off		30	351
Impairment charge/ (reversal) of assets/asset under construction written off		61	(843)
Transfer of CSR Assets		15	-
Provision for doubtful debts (net)/advance/bad debts written off		53	-
Write off of Asset under construction, land & capital advances		-	27
Other special items		-	57
Other non cash items		(7)	-
Operating cash flows before movements in working capital		4,530	6,243
Increase in inventories		(92)	(585)
Decrease/ (Increase) in receivables		280	(4,465)
Increase in payables		363	4,281
Cash generated from operations		5,081	5,474
Dividend Received		2	-
Interest received		210	185
Interest paid		(1,503)	(1,559)
Income taxes paid (net of refunds)		(998)	(795)
Dividends paid		(16)	(131)
Refund of dividend distribution tax		10	-
Net cash inflow from operating activities		2,786	3,174
Cash flows from investing activities			
Purchases of property, plant and equipment, intangibles, exploration and evaluation assets		(1,700)	(1,407)
Proceeds on disposal of property, plant and equipment, intangibles, exploration and evaluation assets		16	44
Proceeds from redemption of short-term investments	22(b)	16,185	16,601
Purchases of short-term investments	22(b)	(15,092)	(14,603)
Purchase of long term investments	34	(30)	-
Payment made to site restoration fund		(16)	(20)
Net cash inflow/(used in) in investing activities		(637)	615
Cash flows from financing activities			
Payment for acquiring non-controlling interest		(2)	(1,971)
Dividends paid to non-controlling interests of subsidiaries		(2,523)	(1,075)
Proceeds/(repayment of) working capital loan (net)	22(b)	(118)	118
Proceeds from other short-term borrowings	22(b)	2,971	2,815
Repayment of other short-term borrowings	22(b)	(2,281)	(2,349)
Proceeds from long-term borrowings	22(b)	3,819	4,207
Repayment of long-term borrowings	22(b)	(4,317)	(4,893)
Payment of lease liabilities		(23)	(31)
Net cash used in financing activities		(2,474)	(3,179)
Net increase/(decrease) in cash and cash equivalents		(325)	610
Effect of foreign exchange rate changes		(83)	(45)
Cash and cash equivalents at beginning of the year		1,266	701
Cash and cash equivalents at end of the year	21 & 22(b)	858	1,266



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2023

(US\$ million)

	Attributable to equity holders of the parent						
	Share capital (Note 29)	Hedging reserve	Other reserves ¹	Retained earnings	Total	Non-controlling Interests	Total equity
At 01 April 2022	29	(88)	(456)	(2,598)	(3,113)	4,648	1,535
Profit/ (Loss) for the year	-	-	-	(5)	(5)	843	838
Other comprehensive income/ (loss) for the year	-	(2)	(294)	-	(296)	(324)	(620)
Total comprehensive income/ (loss) for the year	-	(2)	(294)	(5)	(301)	519	218
Dividends paid/ payable (note 13)	-	-	-	(18)	(18)	(2,825)	(2,843)
Exercise of stock options of subsidiary	-	-	-	7	7	8	15
Acquisition/sale of stake in Subsidiary ^{3,4}	-	-	-	63	63	137	200
Change in fair value of put option liability/ conversion option asset/derecognition of non-controlling interest	-	-	-	7	7	(9)	(2)
Refund of Dividend Distribution Tax	-	-	-	7	7	3	10
Other changes in non-controlling interests ²	-	-	-	-	-	(5)	(5)
At 31 March 2023	29	(90)	(750)	(2,537)	(3,348)	2,476	(872)

- Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
- Includes share-based payment charge by subsidiaries.
- During the current year ended 31 March 2023, Ferro Alloys Corporation Limited (FACOR), wholly owned subsidiary of Vedanta Limited, acquired 20,000,000 shares in its subsidiary, Facor Power Limited (FPL), increasing its stake from 90% to 98.69%. On 21 November 2022, FPL amalgamated with Facor. Refer Note 3(c).
- During the current year ended 31 March 2023, VRL, through its subsidiary Vedanta Netherlands Investment B.V. (VNIB) reduced its shareholding from 63,514,714 shares to 5,014,714 equity shares of Vedanta Limited ("VEDL") thereby decreasing its overall stake from 69.68% to 68.10% of the total paid-up share capital of VEDL.

For the year ended 31 March 2022

(US\$ million)

	Attributable to equity holders of the parent						
	Share capital (Note 29)	Hedging reserve	Other reserves ¹	Retained earnings	Total	Non-controlling Interests	Total equity
At 01 April 2021	29	(97)	(296)	(2,783)	(3,147)	5,478	2,331
Profit for the year	-	-	-	1,002	1,002	1,576	2,578
Other comprehensive income/ (loss) for the year	-	9	(105)	-	(96)	(110)	(206)
Total comprehensive income/ (loss) for the year	-	9	(105)	1,002	906	1,466	2,372
Transfers	-	-	(55)	55	-	-	-
Dividends paid/ payable (note 13)	-	-	-	(131)	(131)	(1,075)	(1,206)
Exercise of stock options of subsidiary	-	-	-	7	7	6	13
Acquisition of stake in Subsidiary ³	-	-	-	(752)	(752)	(1,219)	(1,971)
Change in fair value of put option liability/ conversion option asset/derecognition of non-controlling interest	-	-	-	4	4	(4)	0
Other changes in non-controlling interests ²	-	-	-	-	-	(4)	(4)
At 31 March 2022	29	(88)	(456)	(2,598)	(3,113)	4,648	1,535

- Other reserves comprise the currency translation reserve, merger reserve, investment revaluation reserve, debenture redemption reserve, capital redemption reserve and the general reserves established in the statutory accounts of the Group's subsidiaries.
- Includes share-based payment charge by subsidiaries.
- During the year ended 31 March 2022, VRL, through its subsidiaries, purchased 541,731,161 equity shares of Vedanta Limited ("VEDL") thereby increasing its overall stake from 55.11% to 69.68% of the total paid-up share capital of VEDL.

OTHER RESERVES COMPRISE

(US\$ million)

	Currency translation reserve	Merger reserve ⁽²⁾	Financial asset investment revaluation reserve	Capital reserve	Other reserves ⁽³⁾	Total
At 01 April 2021	(2,512)	4	11	29	2,172	(296)
Exchange differences on translation of foreign operations	(105)	-	-	-	-	(105)
Gain on fair value of financial asset investments	-	-	1	-	-	1
Remeasurements	-	-	-	-	(1)	(1)
Transfer to retained earnings ⁽¹⁾	-	-	-	-	(55)	(55)
At 31 March 2022	(2,617)	4	12	29	2,116	(456)
Exchange differences on translation of foreign operations	(289)	-	-	-	-	(289)
Loss on fair value of financial asset investments	-	-	(5)	-	-	(5)
Remeasurements	-	-	-	-	0	0
At 31 March 2023	(2,906)	4	7	29	2,116	(750)

(1) Transfer to retained earnings during the year ended 31 March 2023 includes withdrawal of Nil from debenture redemption reserve (31 March 2022: US\$ 55 million from debenture redemption reserve).

(2) The merger reserve arose on incorporation of the Company during the year ended 31 March 2004. The investment in Twin Star had a carrying amount value of US\$ 20 million in the accounts of Volcan. As required by the Companies Act 1985, Section 132, upon issue of 156,000,000 Ordinary shares to Volcan, Twin Star's issued share capital and share premium account have been eliminated and a merger reserve of US\$ 4 million arose, being the difference between the carrying value of the investment in Twin Star in Volcan's accounts and the nominal value of the shares issued to Volcan.

(3) Other reserves include legal reserves of US\$ 4 million (31 March 2022: US\$ 4 million), debenture redemption reserve of US\$ 36 million (31 March 2022: US\$ 36 million) and balance mainly includes general reserve and capital redemption reserve. Debenture redemption reserve is required to be created under the Indian Companies Act from annual profits until such debentures are redeemed. Legal reserve is required to be created by Fujairah Gold by appropriation of 10 % of profits each year until the balance reaches 50% of the paid-up share capital. This reserve is not available for distribution except in circumstances stipulated by the Articles of Incorporation. Under the erstwhile Indian Companies Act, 1956, general reserve was created in relation to Group's Indian subsidiaries through an annual transfer of net income to general reserve at a specified percentage in accordance with applicable regulations. The purpose of these transfers is to ensure that the total dividend distribution is less than total distributable reserves for that year. The said requirement was dispensed with w.e.f. 01 April 2013 and there are no restrictions on use of these reserves.



GROUP OVERVIEW

Vedanta Resources Limited ("Vedanta" or "VRL" or "Company") is a company incorporated and domiciled in the United Kingdom. Registered address of the Company is 8th Floor, 20 Farringdon Street, London, EC4A 4AB. Vedanta and its consolidated subsidiaries (collectively, the "Group") is a diversified natural resource group engaged in exploring, extracting and processing minerals and oil and gas. The Group engages in the exploration, production and sale of zinc, lead, silver, copper, aluminium, iron ore and oil and gas and has a presence across India, South Africa, Namibia, Ireland, Australia, Liberia and UAE. The Group is also in the business of commercial power generation, steel manufacturing and port operations in India and manufacturing of glass substrate in South Korea and Taiwan.

Details of Group's various businesses are as follows. The Group's percentage holdings in each of the below businesses are disclosed in note 38.

- Zinc India business is owned and operated by Hindustan Zinc Limited ("HZL").
- Zinc international business comprises Skorpion mine and refinery in Namibia operated through THL Zinc Namibia Holdings (Proprietary) Limited ("Skorpion"), Lisheen mine in Ireland operated through Vedanta Lisheen Holdings Limited ("Lisheen") (Lisheen mine ceased operations in December 2015) and Black Mountain Mining (Proprietary) Limited ("BMM"), whose assets include the operational Black Mountain mine and the Gamsberg mine project located in South Africa.
- The Group's oil and gas business is owned and operated by Vedanta Limited and its subsidiary, Cairn Energy Hydrocarbons Limited and consists of exploration, development and production of oil and gas.
- The Group's iron ore business is owned by the Vedanta Limited, and by its wholly owned subsidiary, i.e., Sesa Resources Limited and consists of exploration, mining and processing of iron ore, pig iron and metallurgical coke and generation of power for captive use. Pursuant to the Honourable Supreme Court of India order, mining operations in the state of Goa were suspended. During the current year, the Government of Goa has initiated auction of mines in which the Group has participated. The Group has been declared as the principal bidder for the Bicholim mine and has received the Letter of Intent (LOI) from the Government of Goa.

In addition, the Group's iron ore business also includes a wholly owned subsidiary, Western Cluster

Limited ("WCL") in Liberia which has iron ore assets. WCL's assets include development rights to Western Cluster and a network of iron ore deposits in West Africa. During the current year, WCL has signed a Memorandum of Understanding with the Government of Liberia to re-start its mining operations in Liberia. Commercial production of saleable ore commenced from July 2022 followed by shipments from December 2022.

- The Group's copper business is owned and operated by Vedanta Limited, Copper Mines of Tasmania Pty Ltd ("CMT") and Fujairah Gold FZC and is principally one of custom smelting captive power plants at Tuticorin in Southern India.

The Group's copper business in Tamil Nadu, India has received an order from the Tamil Nadu Pollution Control Board ("TNPCB") on 09 April 2018, rejecting the Group's application for renewal of consent to operate under the Air and Water Acts for the 400,000 TPA copper smelter plant in Tuticorin for want of further clarification and consequently the operations were suspended. The Group has filed an appeal with TNPCB Appellate authority against the said order. During the pendency of the appeal, TNPCB through its order dated 23 May 2018 ordered for disconnection of electricity supply and closure of copper smelter plant. Post such order, the state government on 28 May 2018 ordered the permanent closure of the plant. We continue to engage with the Government of India and relevant authorities to enable the restart of operations at Copper India. [Refer note 2(c)(i)(iii)].

Further, the Group's copper business includes refinery and rod plant at Silvassa consisting of a 245,000 million tonnes of blister/ secondary material processing plant, a 216,000 TPA copper refinery plant and a copper rod mill with an installed capacity of 258,000 TPA. The plant continues to operate as usual, catering to the domestic market.

In addition, the Group owns and operates the Mt. Lyell copper mine in Tasmania, Australia through its subsidiary, CMT and a precious metal refinery and copper rod plant in Fujairah, UAE through its subsidiary Fujairah Gold FZC. The operations of Mt Lyell copper mine were suspended in January 2014 following a mud slide incident and were put into care and maintenance since 09 July 2014 following a rock fall incident in June 2014. In November 2021, the Group executed an arrangement with a third party for further exploration with an option to fully divest its shareholding in return for royalties on successful mining and production.

- The Group's Aluminium business is owned and operated by Vedanta Limited and by Bharat Aluminium

Company Limited ("BALCO"). The aluminium operations include a refinery and captive power plant at Lanjigarh and a smelter and captive power plants at Jharsuguda both situated in the State of Odisha in Eastern India. BALCO's partially integrated aluminium operations comprise two bauxite mines, captive power plants, smelting and fabrication facilities in the State of Chhattisgarh in central India.

- The Group's power business is owned and operated by Vedanta Limited, BALCO, and Talwandi Sabo Power Limited ("TSPL"), a wholly owned subsidiary of the Vedanta Limited, which are engaged in the power generation business in India. Vedanta Limited power operations include a thermal coal- based commercial power facility of 600 MW at Jharsuguda in the State of Odisha in Eastern India. BALCO power operations included 600 MW (2 units of 300 MW each) thermal coal-based power plant at Korba, of which a unit of 300 MW was converted to be used for captive consumption vide order from the Central Electricity Regulatory Commission (CERC) dated 01 January 2019. Talwandi Sabo Power Limited ("TSPL") power operations include 1,980 MW (three units of 660 MW each) thermal coal- based commercial power facilities. Power business also includes the wind power plants commissioned by HZL and a power plant at MALCO Energy Limited ("MEL") (under care and maintenance) situated at Mettur Dam in the State of Tamil Nadu in southern India.
- The Group's other activities include ESL Steel Limited ("ESL") (formerly known as Electrosteel Steels Limited). ESL is engaged in the manufacturing and supply of billets, TMT bars, wire rods and ductile iron pipes in India.

The Group's other business also include Vizag General Cargo Berth Private Limited ("VGCB") and Maritime Ventures Private Limited ("MVPL"). Vizag port project includes mechanization of coal handling facilities and upgradation of general cargo berth for handling coal at the outer harbour of Visakhapatnam Port on the east coast of India. MVPL is engaged in the business of rendering logistics and other allied services inter alia rendering stevedoring, and other allied services in ports and other allied sectors. VGCB commenced operations in the fourth quarter of fiscal 2013. The Group's other business also include AvanStrate Inc. ("ASI"), Ferro Alloys Corporation Limited ("FACOR") and Desai Cement Company Private Limited ("DCCPL"). ASI is involved in the manufacturing of glass substrate in South Korea and Taiwan. FACOR is involved in manufacturing of Ferro Alloys, mining of chrome ore and generation of power. It owns a ferro chrome plant with a capacity of approximately, 140,000 TPA, 100 MW power plant and a mine in Sukinda valley with current capacity of 290,000 TPA. DCCPL is involved in business of producing slag cements and owns three ball mills with capacity of 218,000 TPA.

Delisting of American Depositary Shares ("ADSs") of Vedanta Limited

The American Depositary Shares (ADS) of the Vedanta Limited ('VEDL') have been delisted from NYSE effective close of trading on NYSE on 08 November 2021. In furtherance to the delisting of ADS, VEDL had filed form 15F on 01 December 2022 with the U.S. Securities Exchange Commission ("SEC") to deregister the ADSs and the underlying equity shares pursuant to the U.S. Securities Exchange Act of 1934, as amended ("Exchange Act"). As a result, the Company's reporting obligations under the Exchange Act are ceased and the Company has been deregistered from SEC under the Exchange Act effective 01 March 2023.



NOTES TO THE FINANCIAL STATEMENTS

1. Basis of preparation and basis of measurement of financial statements

a) Basis of preparation

The consolidated financial statements have been prepared in accordance with those parts of the Companies Act, 2006 applicable to companies reporting under International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as adopted in the United Kingdom ("UK adopted IFRS").

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated. The application of UK adopted IFRS has had no impact on accounting policies.

These financial statements were approved for issue by the Board of Directors on 08 June 2023.

These financial statements are presented in US dollars being the functional currency of the Company and all values are rounded off to the nearest million except when indicated otherwise. Amounts less than US\$ 0.5 million have been presented as "0".

Certain comparative figures appearing in these consolidated financial statements have been regrouped and/or reclassified to better reflect the nature of those items.

b) Basis of Measurement

The consolidated financial statements have been prepared using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

c) Going concern

The Group has prepared the consolidated financial statements on a going concern basis. The Directors have considered a number of factors in concluding on their going concern assessment.

The Group monitors and manages its funding position and liquidity requirements throughout the year and routinely forecasts its future cash flows and financial position. The key assumptions for these forecasts include production profiles, commodity prices and financing activities.

Prior to current period, the last going concern assessment carried out for the period ended 30 September 2022 was approved by the Board of Directors in December 2022. The Directors were confident that the Group will be able to operate within the levels of its current facilities for the foreseeable future, that the Group will be able to roll-over or obtain external financing as required and that prices will remain within their expected range.

While the mitigating actions as highlighted in the period ended 30 September 2022 financial statements remain available to the Group, following recent significant developments have had a positive bearing on the liquidity and Company's ability to continue as a going concern;

- a. Vedanta has raised new term loans for refinancing of US\$ 950 million and short-term loans of US\$ 350 million for a period ranging from 6 months to 1 year.

The Directors consider that the expected operating cash flows of the Group combined with the current finance facilities which are in place give them confidence that the Group has adequate resources to continue as a going concern.

The Directors have considered the Group's ability to continue as a going concern in the period to 30 September 2024 ("the going concern period") under both a base case and a downside case.

The downside case assumes, amongst other sensitivities, delayed ramp-up and re-opening of projects, deferment of additional capital expenditure and a conservative assumption of uncommitted refinancing.

• Covenant Compliance

The Group's financing facilities, including bank loans and bonds, contain covenants requiring the Group to maintain specified financial ratios. The Group has complied with all the covenant requirements till 31 March 2023.

The Directors of the Group are confident that the Group will be able to comply requisite covenants for the going concern period and will be able to execute mitigating actions as mentioned below, to ensure that the Group avoids, or secures waivers or relaxations for future period breaches, if any, of its covenants during the going concern period.

NOTES TO THE FINANCIAL STATEMENTS

Mitigating actions

The mitigating options available to the Group and Company to address the uncertainties in relation to going concern include:

- Execution of an off-take agreement covering certain future production and amounting potentially to c. US\$ 1 billion. The Group is currently negotiating with a number of interested bidders for an off-take agreement, under which the Group would receive an advance payment in return for supply of certain future production. However, no agreement has been concluded and there is a therefore uncertainty as to the Group's ability to access these funds.
- Extension of working capital facilities and rollover of commercial papers: As at 31 March 2023, the Group had unutilised working capital facilities amounting to c. US\$ 1.4 billion and commercial papers in issue amounting to c. US\$ 0.6 billion. These facilities are not committed for the full duration of the going concern period to September 2024, but rather must be extended or rolled over. There is therefore a risk that, in adverse market conditions, the Group would not be able to extend or roll over these facilities. However, the Directors assess that the Group has a strong record of extending and rolling over these short-term facilities and has historically had significantly higher levels of commercial papers in issue.
- Access to buyer's/supplier's credit and customer advances: As at 31 March 2023, the Group had c. US\$ 1.7 billion of supplier's credit and c. US\$ 0.9 billion of advances from customers. These financing arrangements are integral to the business of certain Group divisions but are not committed for the full duration of the going concern period. There is therefore a risk that the Group will not be able to access these financing arrangements in the future. Nevertheless, the Directors note that the Group has in the past consistently obtained supplier credit and customer advances at current levels.

Conclusion

Notwithstanding the factors described above, the Directors have confidence in Group's ability to execute sufficient mitigating actions. Based on these considerations, the Directors have a reasonable expectation that the Group and the Company will meet its commitments as they fall due over the going concern period. Accordingly, the Directors continue to

adopt the going concern basis in preparing the Group's consolidated financial statements and Company's standalone financial statements.

d) Parent Company financial statements

The financial statements of the parent company, Vedanta Resources Limited, incorporated in the United Kingdom, have been prepared in accordance with FRS 101 and The Companies Act 2006. The Company financial statements and associated notes have been presented separately.

2 (a) Accounting policies

(i) Basis of Consolidation

Subsidiaries:

The consolidated financial statements incorporate the results of the Company and all its subsidiaries (the "Group"), being the entities that it controls. Control is evidenced where the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity's returns.

The financial statements of subsidiaries are prepared for the same reporting year as the Company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group.

For non-wholly owned subsidiaries, a share of the profit/(loss) for the financial year and net assets is attributed to the non-controlling interests as shown in the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of financial position.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

For acquisitions of additional interests in subsidiaries, where there is no change in control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between



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this figure and the cash paid, inclusive of transaction fees, being recognised in equity. Similarly, upon dilution of controlling interests the difference between the cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. The results of subsidiaries acquired or disposed off during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated. Unrealised losses are eliminated unless costs cannot be recovered.

Joint arrangements

A Joint arrangement is an arrangement of which two or more parties have joint control. Joint control is considered when there is contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investments in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement, have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby, the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group has both joint operations and joint ventures.

Joint operations

The Group has Joint operations within its Oil and gas segment. It participates in several unincorporated joint operations which involve the joint control of assets used in oil and gas exploration and producing activities. The Group accounts for its share of assets, liabilities, income and expenditure of joint operations in which the Group holds an interest. Liabilities in unincorporated joint operations where the Group is the operator, is accounted for at gross values (including share of other partners) with a corresponding receivable from the venture partner. These have been included in the consolidated financial statements under the appropriate headings.

Details of joint operations are set out in note 37.

Joint venture

The Group accounts for its interest in joint ventures using the equity method, after initially being recognised at cost in the consolidated statement of financial position. Goodwill arising on the acquisition of joint venture is included in the carrying value of investments in joint venture.

Investments in associates:

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for using the equity method. Goodwill arising on the acquisition of associates is included in the carrying value of investments in associate.

Equity method of accounting

Under the equity method of accounting applicable for investments in associates and joint ventures, investments are initially recorded at the cost to the Group and then, in subsequent periods, the carrying value is adjusted to reflect the Group's share of the post-acquisition profits or losses of the investee, and the Group's share of other comprehensive income of the investee, other changes to the investee's net assets and is further adjusted for impairment losses, if any. Dividend received or receivable from associate and joint ventures are recognised as a reduction in carrying amount of the investment.

The consolidated income statement and consolidated statement of comprehensive income include the Group's share of investee's results, except where the investee is generating losses, share of such losses in excess of the Group's interest in that investee are not recognised. Losses recognised under the equity method in excess of the Group's investment in ordinary shares are applied to the other components of the Group's interest that forms part of Group's net investment in the investee in the reverse order of their seniority (i.e., priority in liquidation).

If the Group's share of losses in an associate or joint venture equals or exceeds its interests in the associate or joint venture, the Group discontinues the recognition of further losses. Additional losses are provided for, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate/ joint venture.

Unrealised gains arising from transactions with associates and joint ventures are eliminated against

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the investment to the extent of the Group's interest in these entities. Unrealised losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment of the asset transferred. Accounting policies of equity accounted investees is changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2 (a)(xi) below.

(ii) Business combination

Business combinations are accounted for under the acquisition method. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standards.

Excess of fair value of purchase consideration and the acquisition date non-controlling interest over the acquisition date fair value of identifiable assets acquired and liabilities assumed is recognised as goodwill. Goodwill arising on acquisitions is reviewed for impairment annually. Where the fair values of the identifiable assets and liabilities exceed the purchase consideration, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the surplus is credited to the consolidated income statement in the period of acquisition. Where it is not possible to complete the determination of fair values by the date on which the first post-acquisition financial statements are approved, a provisional assessment of fair value is made and any adjustments required to those provisional fair values are finalised within 12 months of the acquisition date.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed twelve months from the acquisition date.

Any non-controlling interest in an acquiree is measured at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. This accounting choice is made on a transaction-by-transaction basis.

Acquisition expenses are charged to the consolidated income statement.

If the Group acquires a group of assets in a company that does not constitute a business combination in accordance with IFRS 3 'Business Combinations', the cost of the acquired group of assets is allocated to the individual identifiable assets acquired based on their relative fair value.

Common control transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are scoped out of IFRS 3 and there is no authoritative literature for these transactions under IFRS. As a result, the Group adopted accounting principles similar to the pooling-of-interest method based on the predecessor values. The assets and liabilities of the acquired entity are recognised at the book values recorded in the ultimate parent entity's consolidated financial statements. The components of equity of the acquired companies are added to the same components within Group equity except that any share capital and investments in the books of the acquiring entity is cancelled and the differences, if any, is adjusted in the opening retained earnings/ capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these financial statements and the financial statements of the commonly controlled entities would be combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior years' comparative information is only adjusted for periods during which the entities were under common control.

(iii) Revenue recognition

Sale of goods/ rendering of services (Including Revenue from contracts with customers)

The Group's revenue from contracts with customers is mainly from the sale of copper, aluminium, iron ore, zinc, oil and gas, power, steel, glass substrate and port



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operations. Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer as per terms of contract, which usually is on delivery of the goods to the shipping agent at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is recognised net of discounts, volume rebates, outgoing sales taxes/ goods and service tax and other indirect taxes. Revenues from sale of by-products are included in revenue.

Certain of the Group's sales contracts provide for provisional pricing based on the price on the London Metal Exchange ("LME") and crude index, as specified in the contract. Revenue in respect of such contracts is recognised when control passes to the customer and is measured at the amount the entity expects to be entitled – being the estimate of the price expected to be received at the end of the measurement period. Post transfer of control of goods, provisional pricing features are accounted in accordance with IFRS 9 'Financial Instruments' rather than IFRS 15 'Revenue from contracts with customers' and therefore the IFRS 15 rules on variable consideration do not apply. These 'provisional pricing' adjustments, i.e., the consideration adjusted post transfer of control are included in total revenue from operations on the face of the Consolidated Income Statement and disclosed by way of note to the financial statements. Final settlement of the price is based on the applicable price for a specified future period. The Group's provisionally priced sales are marked to market using the relevant forward prices for the future period specified in the contract and is adjusted in revenue.

Revenue from oil, gas and condensate sales represent the Group's share in the revenue from sale of such products, by the joint operations, and is recognised as and when control in these products gets transferred to the customers. In computing its share of revenue, the Group excludes government's share of profit oil which gets accounted for when the obligation in respect of the same arises.

Revenue from sale of power is recognised when delivered and measured based on rates as per bilateral contractual agreements with buyers and at a rate arrived at based on the principles laid down under the relevant Tariff Regulations as notified by the regulatory bodies, as applicable.

Where the Group acts as a port operator, revenues relating to operating and maintenance phase of the port contract are measured at the amount that Group expects to be entitled to for the services provided.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs part of its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on the Group's future performance.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is received. The advance payments received plus a specified rate of return/ discount, at the prevailing market rates, is settled by supplying respective goods over a period of up to twenty-four months under an agreed delivery schedule as per the terms of the respective agreements. As these are contracts that the Group expects, and has the ability, to fulfil through delivery of a non-financial item, these are presented as advance from customers and are recognised as revenue as and when control of respective commodities is transferred to customers under the agreements. The fixed rate of return/discount is treated as finance cost. The portion of the advance where either the Group does not have a unilateral right to defer settlement beyond 12 months or expects settlement within 12 months from the balance sheet date is classified as current liability.

Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividend income is recognised in the consolidated income statement only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

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(iv) Special items

Special items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges and acquisition and restructuring related costs), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior years. Also, tax charges related to Special items and certain one-time tax effects are considered Special. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with UK adopted IFRS. The determination as to which items should be disclosed separately requires a degree of judgement.

(v) Property, Plant and Equipment

Mining properties and leases

When a decision is taken that a mining property is viable for commercial production (i.e., when the Group determines that the mining property will provide sufficient and sustainable return relative to the risks and the Group decided to proceed with the mine development), all further pre-production primary development expenditure other than that on land, buildings, plant, equipment and capital work in progress is capitalised as property, plant and equipment under the heading "Mining properties and leases" together with any amount transferred from "Exploration and evaluation" assets. The costs of mining properties and leases include the costs of acquiring and developing mining properties and mineral rights.

The stripping cost incurred during the production phase of a surface mine is deferred to the extent the current period stripping cost exceeds the average period stripping cost over the life of mine and recognised as an asset if such cost provides a benefit in terms of improved access to ore in future periods and certain criteria are met. When the benefit from the stripping costs are realised in the current period, the stripping costs are accounted for as the cost of inventory. If the costs of inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. The group uses the expected volume of waste compared with the actual volume of waste extracted for a given value of ore/mineral production for the purpose of determining the cost of the stripping activity asset.

Deferred stripping costs are included in mining properties within property, plant and equipment and disclosed as a part of mining properties. After initial recognition, the stripping activity asset is depreciated on a unit of production method over the expected useful life of the identified component of the ore body.

In circumstances where a mining property is abandoned, the cumulative capitalised costs relating to the property are written off in the period in which it occurs, i.e., when the Group determines that the mining property will not provide sufficient and sustainable returns relative to the risks and the Group decides not to proceed with the mine development.

Commercial reserves are proved, and probable reserves as defined by the 'JORC' Code, 'MORC' code or 'SAMREC' Code. Changes in the commercial reserves affecting unit of production calculations are dealt with prospectively over the revised remaining reserves.

The estimates of hydrocarbon reserves and resources have been derived in accordance with the Society of Petroleum Engineers "Petroleum Resources Management System (2018)".

Oil and gas assets- (developing/producing assets)

For oil and gas assets a successful efforts-based accounting policy is followed. Costs incurred prior to obtaining the legal rights to explore an area are expensed immediately to the consolidated income statement.

All costs incurred after the technical feasibility and commercial viability of producing hydrocarbons has been demonstrated are capitalised within property, plant and equipment - development/producing assets on a field-by-field basis. Subsequent expenditure is capitalised only where it either enhances the economic benefits of the development/producing asset or replaces part of the existing development/producing asset. Any remaining costs associated with the part replaced are expensed.

Net proceeds from any disposal of development/producing assets are credited against the previously capitalised cost. A gain or loss on disposal of a development/producing asset is recognised in the consolidated income statement to the extent that the net proceeds exceed or are less than the appropriate portion of the net capitalised costs of the asset.



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Exploration and evaluation assets

Exploration and evaluation expenditure incurred prior to obtaining the mining right or the legal right to explore are expensed as incurred.

Exploration and evaluation expenditure incurred after obtaining the mining right or the legal right to explore, are capitalised as exploration and evaluation assets (property, plant and equipment) and stated at cost less impairment, if any. Exploration and evaluation assets are transferred to the appropriate category of property, plant and equipment when the technical feasibility and commercial viability has been determined. Exploration and evaluation assets are assessed for impairment and impairment loss, if any, is recognised prior to reclassification.

Exploration expenditure includes all direct and allocated indirect expenditure associated with finding specific mineral resources which includes depreciation and applicable operating costs of related support equipment and facilities and other costs of exploration activities:

- Acquisition costs - costs associated with acquisition of licences and rights to explore, including related professional fees.
- General exploration costs - costs of surveys and studies, rights of access to properties to conduct those studies (e.g., costs incurred for environment clearance, defence clearance, etc.), and salaries and other expenses of geologists, geophysical crews and other personnel conducting those studies.
- Costs of exploratory drilling and equipping exploratory and appraisal wells.

Exploration expenditure incurred in the process of determining oil and gas exploration targets is capitalised within "exploration and evaluation assets" and subsequently allocated to drilling activities. Exploration drilling costs are initially capitalised on a well-by-well basis until the success or otherwise of the well has been established. The success or failure of each exploration effort is judged on a well-by-well basis. Drilling costs are written off on completion of a well unless the results indicate that hydrocarbon reserves exist and there is a reasonable prospect that these reserves are commercial.

Following appraisal of successful exploration wells, if commercial reserves are established and technical feasibility for extraction demonstrated, then the related capitalised exploration costs are transferred

into a single field cost centre within property, plant & equipment - development/ producing assets (oil and gas properties) after testing for impairment. Where results of exploration drilling indicate the presence of hydrocarbons which are ultimately not considered commercially viable, all related costs are written off to the consolidated income statement.

Expenditure incurred on the acquisition of a licence interest is initially capitalised on a licence-by-licence basis. Costs are held undepleted, within exploration and evaluation assets until such time as the exploration phase on the licence area is complete or commercial reserves have been discovered.

Net proceeds from any disposal of an exploration asset are initially credited against the previously capitalised costs. Any surplus/ deficit is recognised in the consolidated income statement.

Other property, plant and equipment

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequently, property plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the consolidated income statement for the period during which such expenses are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposal of an item of property, plant and equipment computed as the difference between the net disposal proceeds and the carrying amount of the asset is included in the consolidated income statement when the asset is derecognised. Major inspection and overhaul expenditure is capitalised, if the recognition criteria are met.

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(vi) Assets under construction

Assets under construction are capitalised in the assets under construction account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised until the period of commissioning has been completed and the asset is ready for its intended use. Asset under construction is carried at cost less accumulated impairment losses, if any.

(vii) Depreciation, depletion and amortisation expense

Mining properties and other assets in the course of development or construction, freehold land and goodwill are not depreciated or amortised.

Mining properties

The capitalised mining properties are amortised on a unit-of-production basis over the total estimated remaining commercial proved and probable reserves of each property or Group of properties and are subject to impairment review. Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future capital expenditure required to access the commercial reserves. Changes in the estimates of commercial reserves or future capital expenditure are dealt with prospectively.

Oil and gas assets

All expenditures carried within each field are amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of commercial reserves at the end of the period plus the production in the period, generally on a field-by-field basis or group of fields which are reliant on common infrastructure.

Commercial reserves are proven and probable oil and gas reserves, which are defined as the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.

Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future field development costs required to access the commercial reserves. Changes in the

estimates of commercial reserves or future field development costs are dealt with prospectively.

Other assets

Depreciation on other Property, plant and equipment is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management) as given below. Management's assessment takes into account, inter alia, the nature of the assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.

Estimated useful life of assets are as follows:

Asset	Useful life (in years)
Buildings - operations and administration	3-60
Plant and machinery	15-40
Railway Sidings	15
Office equipment	3-6
Furniture and fixtures	8-10
Vehicles	8-10

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit to be derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the consolidated income statement if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Group reviews the residual value and useful life of an asset at least at each financial year end and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

(viii) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses, if any.

The Group recognises port concession rights as "Intangible Assets" arising from a service concession arrangements, in which the grantor controls or regulates the services provided and the prices charged, and also controls any significant residual interest in the infrastructure such as property, plant and equipment, irrespective whether the infrastructure is existing infrastructure of the grantor or the infrastructure is constructed or purchased by the Group as part of the



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service concession arrangement. Such an intangible asset is recognised by the Group initially at cost determined as the fair value of the consideration received or receivable for the construction service delivered and is capitalised when the project is complete in all respects. Port concession rights are amortised on straight line basis over the balance of license period. The concession period is 30 years from the date of the award. Any addition to the port concession rights are measured at fair value on recognition. Port concession rights also include certain property, plant and equipment in accordance with IFRIC 12 "Service Concession Arrangements".

Intangible assets are amortised over their estimated useful life on a straight-line basis. Software is amortised over the estimated useful life ranging from 2 – 5 years. Amounts paid for securing mining rights are amortised over the period of the mining lease ranging from 16-25 years. Technological know-how and acquired brand are amortised over the estimated useful life of 10 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is different from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

(ix) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are not depreciated and are measured at the lower of carrying amount and fair value less costs to sell. Such assets and disposal groups are presented separately on the face of the consolidated statement of financial position.

(x) Impairment

Non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units. A cash-generating unit ("CGU") is the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. The Group conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognised impairment losses. Internal and external factors, such as worse economic performance than expected, changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognised impairment losses.

If any such indication exists or in case of goodwill where annual testing of impairment is required then an impairment review is undertaken, and the recoverable amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the Group and not applicable to entities in general. Fair value for mineral and oil and gas assets is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects, and its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted at an appropriate post-tax discount rate to arrive at the net present value.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. Value in use is determined by applying assumptions specific to the Group's continued use and cannot take into account future development. These assumptions are different to those used in calculating fair value and consequently the value in use calculation is likely to give a different result to a fair value calculation.

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The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined. The carrying value is net of deferred tax liability recognised in the fair value of assets acquired in the business combination.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised in the consolidated income statement.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised except if initially attributed to goodwill.

Exploration and evaluation assets:

In assessing whether there is any indication that an exploration and evaluation asset may be impaired, the Group considers, as a minimum, the following indicators:

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area;
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale; and
- reserve information prepared annually by external experts.

When a potential impairment is identified, an assessment is performed for each area of interest in conjunction with the group of operating assets (representing a cash-generating unit) to which the exploration and evaluation assets is attributed. Exploration areas in which reserves have been

discovered but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is under-way or planned. To the extent that capitalised expenditure is no longer expected to be recovered, it is charged to the consolidated income statement.

(xi) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets – recognition and subsequent measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Trade receivables that do not contain a significant financing component are measured at transaction price as per IFRS 15.

For purposes of subsequent measurement, financial assets are classified in four categories:

Financial assets at amortised cost

A 'Financial asset' is measured at amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest



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income in consolidated income statement. The losses arising from impairment are recognised in consolidated income statement.

Financial assets at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss are recognised in the consolidated income statement. On derecognition of the asset, cumulative gain or loss previously recognised in other comprehensive income is reclassified from the equity to consolidated income statement. Interest earned whilst holding fair value through other comprehensive income debt instrument is reported as interest income using the EIR method.

For equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the consolidated income statement, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments and default category for equity instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes being recognised in consolidated income statement.

Equity instruments

An equity instrument in the scope of IFRS 9 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies are classified as at FVTPL.

For equity instruments which are classified as FVTPL, all subsequent fair value changes are recognised in the consolidated income statement.

Further, the provisionally priced trade receivables are marked to market using the relevant forward prices for the future period specified in the contract and is adjusted in revenue.

(b) Financial Assets - derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

(c) Impairment of financial assets

In accordance with IFRS 9, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on the following financial assets:

- i. Financial assets that are debt instruments, and are measured at amortised cost, e.g., loans, debt securities and deposits;
- ii. Financial assets that are debt instruments and are measured as at FVOCI;

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- iii. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of IFRS 15.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, contract assets and lease receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

At each reporting date, for recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR.

ECL impairment loss allowance (or reversal) during the year is recognised as income/expense in consolidated income statement. The consolidated statement of financial position presentation for various financial instruments is described below:

- i) Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets. The Group does not reduce impairment allowance from the gross carrying amount.

- ii) Debt instruments measured at FVOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired ("POCI") financial assets, i.e., financial assets which are credit impaired on purchase/origination.

(d) Financial liabilities – Recognition and Subsequent measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value, and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated



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as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated income statement.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to consolidated income statement. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated income statement. The Group has not designated any financial liability at fair value through profit or loss.

Further, the provisionally priced trade payables are marked to market using the relevant forward prices for the future period specified in the contract.

Financial liabilities at amortised cost (Loans, Borrowings and Trade and Other payables)

After initial recognition, interest-bearing loans and borrowings and trade and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in consolidated income statement when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated income statement.

(e) Financial liabilities – Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification

is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated income statement.

(f) Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of IFRS 9, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in IFRS 9 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the Consolidated Income Statement, unless designated as effective hedging instruments.

(g) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

(h) Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated statement of financial position if

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there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

(i) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

In order to hedge its exposure to foreign exchange, interest rate, and commodity price risks, the Group enters into forward, option, swap contracts and other derivative financial instruments. The Group does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated income statement, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the consolidated income statement when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, Group classifies hedges as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment;

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting. The documentation

includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Group will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the consolidated income statement immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in the consolidated income statement. Hedge accounting is discontinued when the Group revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated income statement.

Amounts recognised in OCI are transferred to the consolidated income statement when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged



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item is the cost of a non-financial asset or non-financial liability, the amounts recognised in OCI are transferred to the initial carrying amount of the non-financial asset or liability

If the hedging instrument expires or is sold, terminated, or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(xii) Leases

The Group assesses at contract inception, all arrangements to determine whether they are, or contain, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(b) Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities towards future lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date when the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are also subject to impairment.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as described in (vii) above.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (and, in some instances, in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is generally not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is

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remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Trade and other payables.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(xiii) Inventories

Inventories and work-in-progress are stated at the lower of cost and net realisable value.

Cost is determined on the following basis:

- Purchased copper concentrate is recorded at cost on a first-in, first-out ("FIFO") basis; all other materials including stores and spares are valued on weighted average basis; except in Oil and Gas business where stores and spares are valued on a FIFO basis;
- Finished products are valued at raw material cost plus costs of conversion, comprising labour cost and an attributable proportion of manufacturing overheads based on normal levels of activity and are moved out of inventory on a weighted average basis (except in copper business where FIFO basis is followed); and
- By-products and scrap are valued at net realisable value.

Net realisable value is determined based on estimated selling price, less further costs expected to be incurred for completion and disposal.

Inventories of 'Fuel Stock' mainly consist of coal which is used for generating power. On consumption, the cost is charged off to 'Cost of sales' in the consolidated income statement.

(xiv) Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the consolidated income statement over the periods necessary to match them with the related costs, which they are intended to compensate.

Government grants relating to tangible fixed assets are deducted in calculating the carrying amount of the assets and recognised in the consolidated income statement over the expected useful lives of the assets concerned as a reduced depreciation expense.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

(xv) Taxation

Tax expense represents the sum of current tax and deferred tax.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date and includes any adjustment to tax payable in respect of previous years.

Subject to the exceptions below, deferred tax is provided, using the balance sheet method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes and on carry forward of unused tax credits and unused tax losses:

- tax payable on the future remittance of the past earnings of subsidiaries where the timing of the reversal of the temporary differences can be



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controlled and it is probable that the temporary differences will not reverse in the foreseeable future;

- deferred income tax is not recognised on initial recognition as well as on the impairment of goodwill which is not deductible for tax purposes or on the initial recognition of an asset or liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting profit nor taxable profit (tax loss); and
- deferred tax assets (including MAT credit entitlement) are recognised only to the extent that it is more likely than not that they will be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised outside the consolidated income statement is recognised outside the consolidated income statement (either in other comprehensive income or equity).

The carrying amount of deferred tax assets (including MAT credit entitlement) is reviewed at each reporting date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax is provided on temporary differences arising on acquisitions that are categorised as Business Combinations. Deferred tax is recognised at acquisition as part of the assessment of the fair value of assets and liabilities acquired. Subsequently deferred tax is charged or credited in the consolidated income statement/other comprehensive income as the underlying temporary difference is reversed.

Further, management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain

tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

(xvi) Retirement benefit schemes

The Group operates or participates in a number of defined benefits and defined contribution schemes, the assets of which (where funded) are held in separately administered funds.

For defined benefit schemes, the cost of providing benefits under the plans is determined by actuarial valuation each year separately for each plan using the projected unit credit method by third party qualified actuaries.

Remeasurement including, effects of asset ceiling and return on plan assets (excluding amounts included in interest on the net defined benefit liability) and actuarial gains and losses arising in the year are recognised in full in other comprehensive income and are not recycled to the consolidated income statement.

Past service costs are recognised in the consolidated income statement on the earlier of:

- the date of the plan amendment or curtailment, and
- the date that the Group recognises related restructuring costs

Net interest is calculated by applying a discount rate to the net defined benefit liability or asset at the beginning of the period. Defined benefit costs are split into current service cost, past service cost, net interest expense or income and remeasurement, and gains and losses on curtailments and settlements.

Current service cost and past service costs are recognised within cost of sales and administrative expenses and distribution expenses. Net interest expense or income is recognised within finance costs.

For defined contribution schemes, the amount charged to the consolidated income statement in respect of pension costs and other post-retirement benefits is the contributions payable in the year, recognised as and when the employee renders related services.

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(xvii) Share-based payments

Certain employees (including executive directors) of the Group receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of equity-settled transactions with employees is measured at the fair value of share awards at the date at which they are granted. The fair value of share awards is determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on the Group's estimate of shares that will eventually vest. The estimate of the number of share awards likely to vest is reviewed at each reporting date up to the vesting date at which point the estimate is adjusted to reflect the current expectations.

The resultant increase in equity is recorded in share-based payment reserve.

In case of cash-settled transactions, a liability is recognised for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognised in employee benefits expense. The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The fair value is determined with the assistance of an external valuer.

(xviii) Provisions, contingent liabilities and contingent assets

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable UK adopted IFRS.

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognised when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the consolidated income statement as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

The Group has significant capital commitments in relation to various capital projects which are not recognised in the consolidated statement of financial position.

(xix) Restoration, rehabilitation and environmental costs

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production of a mine or oil fields. Such costs, discounted to net present value, are provided for and a corresponding amount is capitalised at the start of each project, as soon as the obligation to incur such costs arises. These costs are charged to the consolidated income statement over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision. The cost estimates are reviewed periodically and are adjusted to reflect known developments which may have an impact on the cost estimates or life of operations. The cost of the related asset is adjusted for changes in the provision due to factors such as updated cost estimates, changes to lives of operations, new disturbance and revisions to discount rates. The adjusted cost of the asset is depreciated prospectively over the lives of the assets to which they relate. The unwinding of the discount is shown as a finance cost in the consolidated income statement.

Costs for restoration of subsequent site damage which is caused on an ongoing basis during production are provided for at their net present value and charged to the consolidated income statement as extraction progresses. Where the costs of site restoration are not anticipated to be material, they are expensed as incurred.



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(xx) Accounting for foreign currency transactions and translations

The functional currency for each entity in the Group is determined as the currency of the primary economic environment in which it operates. For all principal operating subsidiaries, the functional currency is normally the local currency of the country in which it operates with the exception of oil and gas business operations which have a US dollar functional currency as that is the currency of the primary economic environment in which it operates. The financial statements are presented in US dollars.

In the financial statements of individual group companies, transactions in currencies other than the respective functional currencies are translated into their functional currencies at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into functional currencies at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the consolidated income statement except those where the monetary item is designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognised in the other comprehensive income.

Exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalised as part of borrowing costs in qualifying assets.

For the purposes of consolidation of financial statements, items in the consolidated income statement of those businesses for which the US dollar is not the functional currency are translated into US dollars at the average rates of exchange during the year/ exchange rates as on the date of transaction. The related consolidated statement of financial position is translated into US dollars at the rates as at the reporting date. Exchange differences arising on translation are recognised in the consolidated statement of comprehensive income. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated income statement.

(xxi) Buyers' credit / Suppliers' credit and vendor financing

The Group enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled between twelve months (for raw materials) to thirty six months (for project and materials). Where these arrangements are with a maturity of up to twelve months, the economic substance of the transaction is determined to be operating in nature and these are recognised as operational buyers' credit/ suppliers' credit and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks and financial institutions to the operating vendors are treated as a non-cash item and settlement of operational buyer's credit/ suppliers' credit by the Group is treated as cash flows from operating activity reflecting the substance of the payment.

Where such arrangements are with a maturity beyond twelve months and up to thirty six months, the economic substance of the transaction is determined to be financing in nature, and these are presented within borrowings in the consolidated statement of financial position. Payments made to vendors are treated as cash item and disclosed as cash flows from operating/ investing activity depending on the nature of the underlying transaction. Settlement of dues to banks and financial institution are treated as cash flows from financing activity.

(xxii) Current and non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current / non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only.

(xxiii) Borrowing costs

Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly relating to the acquisition, construction or production of a qualifying capital project under construction are capitalised and added to the project cost during construction until such time that the assets are substantially ready for their intended use, i.e., when they are capable of commercial production. Borrowing costs relating to the construction phase of a service concession arrangement is capitalised as part of the cost of the intangible asset. Where funds are borrowed specifically to finance a qualifying capital project, the amount capitalised represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance a qualifying capital project, the income generated from such short-term investments is deducted from the total capitalised borrowing cost. If any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing then becomes part of general borrowing. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the year.

All other borrowing costs are recognised in the consolidated income statement in the year in which they are incurred.

Capitalisation of interest on borrowings related to construction or development projects is ceased when substantially all the activities that are necessary to make the assets ready for their intended use are complete or when delays occur outside of the normal course of business.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial liability or a shorter period, where appropriate, to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options).

(xxiv) Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at bank and in hand and short-term money market deposits which have a maturity of three months or less from the date of acquisition, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above and additionally includes unpaid dividend account.

2(b) Application of new and revised standards

The Group has adopted, with effect from 01 April 2022, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the consolidated financial statements.

1. Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16;
2. Reference to the Conceptual Framework – Amendments to IFRS 3;
3. Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37;
4. IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities.



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Standards issued but not yet effective

The new and amended standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below:

New pronouncement	Effective date
IFRS 17 Insurance Contracts	01 January 2023
Definition of Accounting Estimates - Amendments to IAS 8	01 January 2023
Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2	01 January 2023
Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12	01 January 2023
Lease Liability in a Sale and Leaseback – Amendments to IFRS 16	01 January 2024
Classification of Liabilities as Current or Non-current - Amendments to IAS 1	01 January 2024

The amendments are not expected to have a material impact on the Group. The Group has not early adopted any amendments which has been notified but is not yet effective.

2(c) Significant accounting estimates and judgements

The preparation of consolidated financial statements in conformity with UK adopted IFRS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of revenues and expenses for the years presented. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:

I. Significant Estimates:

(i) Carrying value of exploration and evaluation assets

The recoverability of a project is assessed under IFRS 6. Exploration assets are assessed by comparing the carrying value to higher of fair value less cost of disposal or value in use, if impairment indicators exist. Change to the valuation of exploration assets is an area of judgement. Further details on the Group's

accounting policies on this are set out in accounting policy above. The amounts for exploration and evaluation assets represent active exploration projects. These amounts will be written off to the consolidated income statement as exploration costs unless commercial reserves are established, or the determination process is not completed and there are no indications of impairment. The outcome of ongoing exploration, and therefore whether the carrying value of exploration and evaluation assets will ultimately be recovered, is inherently uncertain.

Details of carrying values are disclosed in note 16.

(ii) Recoverability of deferred tax and other income tax assets

The Group has carried forward tax losses, unabsorbed depreciation and MAT credit that are available for offset against future taxable profit. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilized. This involves an assessment of when those assets are likely to reverse, and a judgement as to whether or not there will be sufficient taxable profits available to offset the assets. This requires assumptions regarding future profitability, which is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognised in respect of deferred tax assets and consequential impact in the consolidated income statement.

The total deferred tax assets recognised in these financial statements include MAT credit entitlements of US\$ 1,148 million (31 March 2022: US\$ 894 million) of which US\$ 327 million (31

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March 2022: US\$ 28 Million) is expected to be utilised in the fourteenth year and fifteenth year, the maximum permissible time period to utilise the MAT credits.

During year ended 31 March 2021, ESL recognised deferred tax assets of US\$ 434 million based on management's estimate of future outlook, financial projections and requirements of IAS 12. During the year ended 31 March 2023, ESL derecognized deferred tax assets on losses expired in the current year amounting to US\$ 12 million (31 March 2022: US\$ 16 million). Based on revised financial forecasts, it is probable to realise the remaining deferred tax assets.

iii) Copper operations in Tamil Nadu, India

Tamil Nadu Pollution Control Board ("TNPCB") had issued a closure order of the Tuticorin Copper smelter, against which the Group had filed an appeal with the National Green Tribunal ("NGT"). NGT had, on 08 August 2013, ruled that the Copper smelter could continue its operations subject to implementation of recommendations of the Expert Committee appointed by the NGT. The TNPCB has filed an appeal against the order of the NGT before the Supreme Court of India.

In the meanwhile, the application for renewal of Consent to Operate ("CTO") for existing copper smelter was rejected by TNPCB in April 2018. The Group has filed an appeal before the TNPCB Appellate Authority challenging the Rejection Order. During the pendency of the appeal, the TNPCB vide its order dated 23 May 2018 ordered closure of existing copper smelter plant with immediate effect. Further, the Government of Tamil Nadu issued orders on the same date with a direction to seal the existing copper smelter plant permanently. The Group believes these actions were not taken in accordance with the procedure prescribed under applicable laws. Subsequently, the Directorate of Industrial Safety and Health passed orders dated 30 May 2018, directing the immediate suspension and revocation of the Factory License and the Registration Certificate for the existing smelter plant.

The Group appealed this before the NGT. NGT vide its order on 15 December 2018 has set aside the impugned orders and directed the TNPCB to pass fresh orders for renewal of consent and authorization to handle hazardous substances,

subject to appropriate conditions for protection of environment in accordance with law.

The State of Tamil Nadu and TNPCB approached Supreme Court in Civil Appeals on 02 January 2019 challenging the judgement of NGT dated 15 December 2018 and the previously passed judgement of NGT dated 08 August 2013. The Supreme Court vide its judgement dated 18 February 2019 set aside the judgements of NGT dated 15 December 2018 and 08 August 2013 solely on the basis of maintainability and directed the Group to file an appeal in High court.

The Group has filed a writ petition before the Madras High Court challenging the various orders passed against it in FY 2018 and FY 2013. On 18 August 2020, the Madras High Court delivered the judgement wherein it dismissed all the Writ Petitions filed by the Group. Thereafter, the Group has approached the Supreme Court and challenged the said High Court order by way of a Special Leave Petition ("SLP"). The SLP is now listed for hearing and final disposal at the top of the TNPCB on 22 August 2023 and 23 August 2023.

The Interlocutory Applications filed by the Group seeking essential care and maintenance of the Plant and removal of materials from the plant premises were heard on 10 April 2023 where the Supreme Court allowed certain activities such as gypsum evacuation, operation of Secured Landfill (SLF) leachate sump pump, Bund rectification of SLF and green-belt maintenance.

As per the Group's assessment, it is in compliance with the applicable regulations and expects to get the necessary approvals in relation to the existing operations and hence the Group does not expect any material adjustments to these financial statements as a consequence of above actions.

The Group has carried out an impairment analysis for existing plant assets during the year ended 31 March 2023 considering various scenarios and possibilities, and concluded on balance of probabilities that there exists no impairment.

The carrying value of the assets as at 31 March 2023 is US\$ 209 million (US\$ 229 million as at 31 March 2022).



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Expansion Plant:

Separately, the Group has filed a fresh application for renewal of the Environmental Clearance for the proposed Copper Smelter Plant 2 ("Expansion Project") dated 12 March 2018 before the Expert Appraisal Committee of the Ministry of Environment, Forests and Climate Change ("the MoEFCC") wherein a sub-committee was directed to visit the Expansion Project site prior to prescribing the Terms of Reference.

In the meantime, the Madurai Bench of the Madras High Court in a Public Interest Litigation held vide its order dated 23 May 2018 that the application for renewal of the Environmental Clearance for the Expansion Project shall be processed after a mandatory public hearing and in the interim, ordered the Group to cease construction and all other activities on site for the proposed Expansion Project with immediate effect. The MoEFCC has delisted the Expansion Project since the matter is sub-judice. Separately, SIPCOT vide its letter dated 29 May 2018, cancelled 342.22 acres of the land allotted for the proposed Expansion Project. Further, the TNPCB issued orders on 07 June 2018 directing the withdrawal of the Consent to Establish ("CTE") which was valid till 31 March 2023.

The Group has also appealed this action before the TNPCB Appellate Authority. The matter has been adjourned until the conclusion of special leave petition filed before the Supreme Court.

The Group has approached Madras High Court by way of writ petition challenging the cancellation of lease deeds by SIPCOT pursuant to which an interim stay has been granted. The Group has also appealed this action before the TNPCB Appellate Authority. The matter has been adjourned until the conclusion of special leave petition filed before the Supreme Court. Considering the delay in existing plant matter and accordingly delay in getting the required approval for Expansion Project, management considered to make provision for impairment for Expansion Project basis fair value less cost of disposal. The net carrying value of US\$ 2 million as at 31 March 2023 (31 March 2022: US\$ 5 million) approximates its recoverable value.

Property, plant and equipment of US\$ 103 million and inventories of US\$ 33 million, pertaining to existing and expansion plant, could not be

physically verified, anytime during the year, as the access to the plant is presently restricted. However, any difference between book and physical quantities is unlikely to be material.

(iv) ESL – CTO

ESL Steel Limited ("ESL"), had filed application for renewal of CTO on 24 August 2017 for the period of five years which was denied by Jharkhand State Pollution Control Board ("JSPCB") on 23 August 2018, as JSPCB awaited response from The MoEFCC over a 2012 show-cause notice. After a personal hearing towards the show cause notice, The MoEFCC revoked the Environment Clearance ("EC") on 20 September 2018. The High Court of Jharkhand granted stay against both revocation orders and allowed the continuous running of the plant operations under regulatory supervision of the JSPCB. Jharkhand High Court, on 16 September 2020, passed an order vacating the interim stay in place beyond 23 September 2020, while listed the matter for final hearing. ESL urgently filed a petition in the Hon'ble Supreme Court, and on 22 September 2020, ESL was granted permission to run the plant till further orders.

The Forest Advisory Committee ("FAC") of the MoEFCC granted the Stage 1 clearance and the MoEFCC approved the related Terms of Reference ("TOR") on 25 August 2020. ESL presented its proposal before the Expert Appraisal Committee ("EAC") after completing the public consultation process and the same has been recommended for grant of EC subject to Forest Clearance by the EAC in its 41st meeting dated 29 and 30 July 2021. Vide letter dated 25 August 2021, the MoEFCC rejected the EC "as of now" due to stay granted by Madras High Court vide order dated 15 July 2021 in a Public Interest Litigation filed against the Standard Operating Procedure which was issued by the MoEFCC for regularization of violation case on 07 July 2021. The Hon'ble Supreme Court vide order dated 09 December 2021 decided the matter by directing The MoEFCC to process the EC application of ESL as per the applicable law within a period of three months. The MoEFCC vide its letter dated 02 February 2022 has deferred the grant of EC till Forest Clearance ("FC") Stage-II is granted to ESL. ESL has submitted its reply against the MoEFCC letter vide letter dated 11 February 2022 for reconsidering the decision of linking EC with FC as the grant of FC Stage – II is not a condition precedent for grant of EC. As per

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Stage 1 clearance, the Group is required to provide non-forest land in addition to the afforestation cost. The Group, based on the report of an Environment Impact Assessment consultant, had recognised a provision of US\$ 26 million as part of special item during the year ended 31 March 2021 with respect to the costs to be incurred by it for obtaining EC and additional US\$ 1 million has been provided against final order relating to wildlife conservation plan received during the previous year. Management believes no further provision is required.

(v) Discontinued operations - Copper Zambia (KCM)

The investment in KCM and loans, receivables, and obligations of KCM towards the Group are fair valued during the year. The Group employed third-party experts to undertake the valuations using the income approach method. In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these assets. The resulting valuation is adjusted to reflect several factors, including the uncertainty and risks inherent in litigation and recovery. Details of significant estimates are disclosed in note 3(a).

(vi) Oil and Gas reserves

Significant technical and commercial judgements are required to determine the Group's estimated oil and natural gas reserves. Oil and Gas reserves are estimated on a proved and probable entitlement interest basis. Proven and probable reserves are estimated using standard recognised evaluation techniques. The estimate is reviewed annually. Future development costs are estimated taking into account the level of development required to produce the reserves by reference to operators, where applicable and internal engineers.

Net entitlement reserves estimates are subsequently calculated using the Group's current oil price and cost recovery assumptions, in line with the relevant agreements.

Changes in reserves as a result of factors such as production cost, recovery rates, grade of reserves or oil and gas prices could impact the depletion rates, carrying value of assets (refer note 16) and environmental and restoration provisions.

(vii) Carrying value of developing/producing oil and gas assets

Management performs impairment tests on the Group's developing/producing oil and gas assets where indicators of impairment are identified in accordance with IAS 36.

The impairment assessments are based on a range of estimates and assumptions, including:

Estimates/assumptions	Basis
Future production	proved and probable reserves, production facilities, resource estimates and expansion projects
Commodity prices	management's best estimate benchmarked with external sources of information, to ensure they are within the range of available analyst forecast
Discount to price	management's best estimate based on historical prevailing discount and updated sales contracts
Period	for Rajasthan block, cash flows are considered based on economic life of the fields.
Discount rates	cost of capital risk-adjusted for the risk specific to the asset/ CGU

Any subsequent changes to cash flows due to changes in the above-mentioned factors could impact the carrying value of the assets.

Details of carrying values and impairment charge and the assumptions used are disclosed in notes 6 and 16 respectively.

(ix) Climate Change

The Group aims to achieve net carbon neutrality by 2050 and has outlined its climate risk assessment and opportunities in the ESG strategy. Climate change may have various impacts on the Group in the medium to long term. These impacts include the risks and opportunities related to the demand of products and services, impact due to transition to a low-carbon economy, disruption to the supply chain, risk of physical harm to the assets due to extreme weather conditions, regulatory changes etc. The accounting related measurement and disclosure items that are most impacted by our commitments, and climate change risk more generally, relate to those areas of the financial statements that are prepared under the historical cost convention and are subject to estimation uncertainties in the medium to long term.



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The potential effects of climate change may be on assets and liabilities that are measured based on an estimate of future cash flows. The main ways in which potential climate change impacts have been considered in the preparation of the financial statements, pertain to (a) inclusion of capex in cash flow projections, (b) recoverable amounts of existing assets and (c) review of estimates of useful lives of property, plant and equipment.

The Group's strategy consists of mitigation and adaptation measures. The Group is committed to reduce its carbon footprint by limiting its exposure to coal-based projects and reducing its GHG emissions through high impact initiatives such as investment in Renewable Energy, fuel switch, electrification of vehicles and mining fleet and energy efficiency opportunities. Renewable sources have limitations in supplying round the clock power, so existing power plants would support transition and fleet replacement is part of normal lifecycle renewal. The group has also taken certain measures towards water management such as commissioning of sewage treatment plants, rainwater harvesting, and reducing fresh water consumption. These initiatives are aligned with the group's ESG strategy and no material changes were identified to the financial statements as a result.

As the Group's assessment of the potential impacts of climate change and the transition to a low-carbon economy continues to mature, any future changes in Group's climate change strategy, changes in environmental laws and regulations and global decarbonisation measures may impact the Group's significant judgments and key estimates and result in changes to financial statements and carrying values of certain assets and liabilities in future reporting periods. However, as of the balance sheet date, the Group believes that there is no material impact on carrying values of its assets or liabilities.

II. Significant Judgements:

(i) Determining whether an arrangement contains a lease

The Group has ascertained that the Power Purchase Agreement (PPA) executed between one of the subsidiaries and a State Grid qualifies to be an operating lease under IFRS 16 "Leases". Accordingly, the consideration receivable under the PPA relating to recovery of capacity charges towards capital cost have been recognised as

operating lease rentals and in respect of variable cost that includes fuel costs, operations and maintenance etc is considered as revenue from sale of products/services.

Significant judgement is required in segregating the capacity charges due from the State Grid, between fixed and contingent payments. The Group has determined that since the capacity charges under the PPA are based on the number of units of electricity made available by its subsidiary which would be subject to variation on account of various factors like availability of coal and water for the plant, there are no fixed minimum payments under the PPA, which requires it to be accounted for on a straight-line basis. The contingent rents recognised are disclosed in notes 4 and 5.

(ii) Contingencies and other litigations

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Group. A provision is recognised when the Group has a present obligation as a result of past events, and it is probable that the Group will be required to settle that obligation.

Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements.

When considering the classification of a legal or tax cases as probable, possible or remote there is judgement involved. This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific applicable law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to make informed decision.

Although there can be no assurance regarding the final outcome of the legal proceedings, the Group does not expect them to have a materially adverse impact on the Group's financial position or profitability. These are set out in note 32. For other significant litigations where the possibility of an outflow of resources embodying economic benefits is remote, refer note 33.

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(iii) Revenue recognition and receivable recovery in relation to the power division

In certain cases, the Group's power customers are disputing various contractual provisions of Power Purchase Agreements (PPA). Significant judgement is required in both assessing the tariff to be charged under the PPA in accordance with IFRS 15 and to assess the recoverability of withheld revenue currently accounted for as receivables.

In assessing this critical judgment management considered favourable external legal opinions the Group has obtained in relation to the claims and favourable court judgements in the related matter. In addition, the fact that the contracts are with government owned companies implies the credit risk is low. Refer note 18.

3. Discontinued operations, acquisitions and restructuring

(a) Discontinued operations - Copper Zambia (KCM):

In 2019, ZCCM Investments Holdings Plc (ZCCM), a company majority owned by the Government of the Republic of Zambia (GRZ), which owns 20.6% of the shares in Konkola Copper Mines Plc (KCM), filed a petition in the High Court of Zambia to wind up KCM ('the Petition') on "just and equitable" grounds. Subsequently, ZCCM amended the Petition to include an additional ground based on allegations that KCM is unable to pay its debts. ZCCM also obtained an ex parte order from the High Court of Zambia appointing a Provisional Liquidator ('PL') of KCM pending the hearing of the Petition. As a result of the appointment of the PL following ZCCM's ex parte application, the PL is the designated authority for exercising almost all the functions of the Board of Directors, to the exclusion of the Board.

The Group not only disputes the allegations and opposes the Petition, but also maintains that the complaints brought by ZCCM are in effect "disputes" between the shareholders. Per the KCM Shareholders' Agreement, the parties (including ZCCM and the Government of the Republic of Zambia) have agreed that any disputes must be resolved through international arbitration seated in Johannesburg, South Africa, applying the UNCITRAL Arbitration Rules; not the Zambian courts.

Arbitration Application

Following the filing of the Petition, Vedanta Resources Holdings Limited (VRHL) and Vedanta Resources Limited (VRL or Company) commenced the dispute resolution procedures prescribed by the KCM Shareholders' Agreement, and have initiated arbitration consistent with their position that ZCCM is in breach of the KCM Shareholders' Agreement by reason of its actions in seeking to wind up KCM before the Zambian High Court and applying for the appointment of the PL, as opposed to pursuing its alleged grievances through arbitration under the KCM Shareholders' Agreement. As part of the dispute resolution process under the KCM Shareholders' Agreement, VRHL obtained injunctive relief from the High Court of South Africa requiring ZCCM to withdraw the Petition such that the PL is discharged from office and declaring ZCCM to be in breach of the arbitration clause in the KCM Shareholders' Agreement. ZCCM was further prohibited by the High Court of South Africa from taking any further steps to wind up KCM until the conclusion of the arbitration.

The arbitration proceedings against ZCCM continue and a sole arbitrator was appointed. The procedural timetable for the arbitration envisaged an initial hearing of prioritized issues commencing on 31 May 2021, with the substantive dispute to be heard during a 5-week hearing in February and March 2022. ZCCM filed and served its Defence and Counterclaim on VRL and VRHL on 14 July 2020. VRHL and VRL filed their reply and defence to ZCCM's defence and counterclaims on 31 January 2021, and ZCCM filed its reply to VRHL and VRL's defence to ZCCM's counterclaims on 15 April 2021. Arbitration awards are enforceable in Zambia under the New York Convention.

The arbitrator's ruling on the prioritized issues was delivered on 07 July 2021 which concluded that ZCCM breached the KCM Shareholders' Agreement and are in continuing breach thereof; that the Board of KCM was legally responsible for the management and operation of KCM, not Vedanta; that ZCCM is not able to pursue a claim in damages in respect of the majority of its counterclaims as KCM is the proper Plaintiff, not ZCCM.



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Proceedings in the Zambian Courts

VRHL has also made a number of applications before the Zambian High Court in connection with the Petition, including an application for a stay of the Petition, pending the determination of the arbitration. Although, this application was dismissed at first instance by the High Court, VRHL was granted leave to appeal to the Zambian Court of Appeal.

An Order given by the Zambian High Court staying certain of the PL's powers (i.e., those relating to the PL's ability to sell assets and make compromises with creditors) was set aside until the Petition returns to the High Court, subject to the outcome of the appeals to the Zambian Court of Appeal. The PL has given evidence in the Zambian High Court that he would not be able to sell assets (beyond that which is necessary to carry on KCM's ordinary business) without seeking the Court's approval. Notwithstanding this, on 10 September 2019, the PL caused KCM to enter into a consent order disposing of certain surface rights owned by KCM. On 28 November 2019, VRHL and KCM (acting through the lawyers appointed by the directors of KCM) obtained an ex-parte injunction restraining the PL from taking action to implement the consent order, halting the sale of surface rights and preventing any sale of the land itself. A challenge to the ex-parte injunction has been heard and the ruling has been reserved.

In connection with the response to the Petition, VRL has provided to the Board of KCM a commitment to provide certain financial support to KCM. This commitment is subject to certain conditions, including the dismissal of the Petition and discharge of the PL. Additionally since the conditions to the funding support were not satisfied by 30 September 2019, VRL has reserved the right to withdraw the offer set out in the letter.

The appeal hearing took place on 25 August 2020, and the ruling of the Appeal Court was delivered on 20 November 2020. The Appeal Court ruled in favour of the Group and concluded that a dispute as defined in the SHA exists between the parties, and that the disputes are arbitrable and referable to arbitration. The Appeal Court ordered a stay of the winding up proceedings pursuant to section 10 of the Zambian Arbitration Act, 2000 and that the matter be referred to arbitration. Costs were awarded in the Group's favour in both Courts in Zambia.

Although the Petition is currently stayed, the PL has insisted that he remains in his post with his full powers. The PL has argued that the Court of Appeal has not ordered him to vacate his seat. The Group's application for an Embodiment Order of the Appeal Court ruling was argued before the Judge President of the Court of Appeal on 08 December 2020 and the Judge reserved her ruling. The Group and the Respondents (ZCCM and KCM) have a different opinion as to whether the Appeal Court ruling of 20 November 2020 has the result of the PL having to vacate his seat. The form in which the Embodiment Order is issued by the Judge President will determine the impact of the Court of Appeal ruling on the PL's position. The Judge ultimately adopted the Embodiment Order in the form preferred by ZCCM, with the result that the PL has not had to vacate his seat. Vedanta's Zambian counsel have applied for a hearing of the full court of appeal to reconsider the embodiment order. (The order was made by a single judge of the court of appeal rather than the full court.) On 5 May 2021 the Court of Appeal heard preliminary objections against Vedanta's application and have adjourned the motion to a date after it rules on the objections raised. On 26 August 2021, the Court of Appeal dismissed the preliminary objections raised by KCM and ZCCM with costs. The Court further gave an indication that the substantive motion challenging the ruling may be listed for hearing in due course, subject to confirmation by the Master of the Court of Appeal. On 06 October 2021, KCM filed a summons for an order to stay the Embodiment Order proceedings pending the determination of ZCCM's appeal against the Court of Appeal ruling of 20 November 2020 to the Supreme Court. Vedanta's opposition affidavit and skeleton arguments in respect of KCM's stay application was filed on 01 November 2021. KCM's stay application was heard on 01 December 2021 and on 17 January 2022 wherein the Court of Appeal dismissed KCM's application with costs in Vedanta's favour. A hearing date for the Embodiment Order application was allocated for 02 March 2022, but due to the suspension of legal and arbitration proceedings agreed to between Vedanta and ZCCM, the hearing date was postponed. A new hearing date of 01 June 2022 was allocated by the Court of Appeal for the Embodiment Order application and the preliminary objections. The hearing took place on 1 June, and judgement has been reserved.

ZCCM had sought leave to appeal to the Supreme Court of South Africa. Leave to appeal was

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denied on 29 April 2021. ZCCM has renewed its application for leave to appeal before a single judge of the Supreme Court. ZCCM's application for leave to appeal before a single judge of the Supreme Court was granted on 2 September 2021. A motion was filed by the Group on 16 September 2021 to the full bench of the Supreme Court, Zambia, to reverse, vary or set aside the Ruling of the single Judge. Vedanta has also raised Preliminary Objections to the ZCCM appeal to the Supreme Court, namely that the Court has no jurisdiction to hear the appeal based on the Partial Final Award which the arbitrator delivered on 7 July 2021.

On 01 February 2022, Vedanta and KCM's preliminary objections were heard by a panel of three Supreme Court judges. On 22 March 2022, the Supreme Court delivered its ruling in Vedanta's favour dismissing ZCCM's appeal mainly on the basis of the Partial Final Award that had been registered in the High Court of Zambia. The Supreme Court held that the issues raised by ZCCM in the winding up petition are arbitrable issues, as determined by the Partial Final Arbitral Award of 07 July 2021, which is binding on the parties.

On 16 February 2022, VRL, VRHL and ZCCM signed an agreement to postpone the arbitration hearing in order to afford the parties an opportunity to negotiate a commercial settlement between them of the disputes that form the subject matter of the arbitration. The Tribunal has been notified of this agreement and has confirmed its availability to reconvene the hearing in January 2023.

On 07 September 2022, VRL, VRHL, ZCCM and the Official Receiver (who is currently acting as KCM's PL) entered into a further legal and arbitration proceedings suspension agreement for an initial period of 6 months. The arbitration hearing which was to commence on 09 January 2023 has been vacated.

On 14 February 2023, VRL, VRHL, ZCCM, the Official Receiver and KCM entered into an Extension and Amendment to the Legal Suspension Agreement, whereby the Parties agreed to an Additional Postponement Period in respect of the suspension of legal proceedings up until 31 March 2023. The Legal Suspension Agreement has been subsequently extended and is presently effective.

The Company also applied seeking directions on the PL's powers after the Court of Appeal ruling of 20 November 2020, arguing that the Court of Appeal judgment did not in any way stay the supervisory jurisdiction of the High Court over the PL as an officer of the Court, and that the Preliminary Issues Applications should be dismissed. The Judge gave a ruling on 07 May 2021, finding that in light of the stay of the winding up proceedings ordered by the Court of Appeal and the referral of the matter to arbitration, she does not have the jurisdiction to consider an application requesting her to give directions on the powers of the PL. Leave to appeal was denied.

The PL resigned on 17 March 2022. The Official Receiver announced that she would act as PL in place of the outgoing PL, post his resignation. The Company has instituted a fresh judicial review application in the High Court of Zambia for the interpretation of Section 65 of the Corporate Insolvency Act as to whether a vacancy in the office of the Provisional Liquidator can automatically be filled by the Official Receiver without the requisite Court Order. A court date for the hearing of the judicial review application has not yet been allocated. In light of the further legal and arbitration proceedings suspension agreement that was entered into on 07 September 2022, the judicial review application with regards to the Official Receiver will only resume if settlement talks between the parties fail.

KCM has recently instituted legal proceedings against the PL and his legal firm in the High Court of Zambia in which KCM aims to recover monies improperly drawn by the PL from KCM's accounts and damages for the PL's breach of fiduciary and statutory duties vis-à-vis KCM.

At the date of approval of these financial statements, the PL remains in office and the Petition remains stayed.

Notice of Deemed Transfer of Shares

On 14 July 2020, ZCCM served a notice entitled "Notice of Deemed Transfer of Shares" on VRL and VRHL (Notice). The Notice is stated to be given under clause 10.1.2 of the KCM Shareholders' Agreement, notifying VRL and VRHL of various alleged breaches of the KCM Shareholders' Agreement having a Material Adverse Effect (as defined in the KCM Shareholders' Agreement) or other material



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breaches of the SHA, and requiring VRL and VRHL to remedy the notified breaches within 30 days, and reserving its rights in the event VRHL does not or cannot remedy the breaches within that time period to treat the event as deemed service by VRHL of an irrevocable offer under clause 10.2 to sell its shares in KCM to ZCCM at 'Fair Value'. Fair Value is to be determined in accordance with a mechanism set out in the KCM Shareholders' Agreement. If ZCCM thereafter notifies VRHL that it wishes to exercise these rights, VRHL will be deemed to have served an exit notice under clause 9.6 of the Shareholders' Agreement, giving rise to the application of a number of the exit provisions under the Shareholders' Agreement, including the requirement to make payment of budgeted capex for the succeeding 12 month period and any capital expenditure underspend in previous financial years on a cumulative basis, as determined by KCM's auditors.

VRL and VRHL intend to challenge the Notice in accordance with the provisions of the Shareholders' Agreement and note that the effectiveness and validity of the Notice is to be determined by the arbitrator as part of the arbitration proceedings referred to above before any further steps can be taken by ZCCM to acquire VRHL's shares in KCM pursuant to the mechanism in clause 10 of the KCM Shareholders' Agreement.

Accounting Considerations

As all the significant decision-making powers, including carrying on the business of KCM and taking control over all the assets of KCM, rests with the PL, the Group believes that the appointment of PL has caused loss of its control over KCM. Accordingly, the Group deconsolidated KCM with effect from 21 May 2019 and presented the same in the consolidated income statement as a discontinued operation.

The Group continues to account for its investment in KCM and loans, receivables and obligations of KCM towards the Group at cost, subject to impairment.

The loss with respect to KCM operations along with the loss on fair valuation of the Group's interest in KCM has been presented as a special item in the in previous years consolidated income statement.

The Group has total exposure of US\$ 1,887 million (31 March 2022: US\$ 1,887 million) (including equity investment in KCM of US\$ 266 million) to KCM in the form of loans, receivables, investments and amounts relating to the guarantees issued by VRL, which have been accounted for at fair value on initial recognition and disclosed under non-current assets in the Consolidated Statement of Financial Position.

Key sources of estimation uncertainty

The investment in KCM and loans, receivables and obligations of KCM towards the Group recognised following deconsolidation of the subsidiary are initially recognized at fair value on the date of loss of control. Subsequently, the equity investment in KCM is measured at fair value through profit or loss and the loans, receivables and obligations of KCM towards the Group are measured at amortised cost, subject to impairment.

The Group employed third-party experts ("Expert") to undertake valuations of the investment in KCM and loans, receivables and obligations of KCM towards the Group. The income approach method was applied for the purposes of the valuation. In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these assets. The resulting valuation is adjusted to reflect a number of factors, including the uncertainty and risks inherent in litigation and recovery. The third-party valuation provides a range of reasonable fair values, based on which management calculated the fair value to be recognised in the financial statements as the mid-point of the range. During the year ended 31 March 2023, basis fair valuation, no further impairment was identified to the existing balances. Therefore, carrying value as at 31 March 2023 remain unchanged at US\$ 682 million (31 March 2022: US\$ 682 million) (refer note 18(5)).

Cash flow projections are based on financial budgets and life of mine plans on a going concern basis and are sensitive to changes in input assumptions. Input assumptions into the valuation that involve management judgement include:

- The expectation that the large-scale mining licence expiring in 2025 will be extended to the end of the life of mine under the Mines

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& Mineral Development Act on payment of requisite fees and submission of the proposed programme of mining operation for the period of renewal. We believe this licence renewal process is in line with globally accepted procedural requirement to be followed by a mining company backed by a robust life of mine plan and as such, would get extended for the next permissible period post fulfilment of procedural requirement in ordinary course of business.

- Expected delay between success of the litigation proceedings and receipt of any amounts due.
- Liquidity of the market in the event of a sale of KCM, which has been considered through benchmarking the resulting valuation against other recent transactions for similar mines.
- The discount rate used to discount the cash flow projection, which has been calculated on a post-tax basis at 13% (31 March 2022: 11.875%), using the input of third-party expert.
- To factor in the uncertainties, valuation under few scenarios in addition to the base case valuation, assuming equal likelihood, has been computed a) If Provisional Liquidator continues to control the assets for longer than expected, b) additional capex required to achieve the planned ramp up of production and c) future implied Zambian country risk premium.
- The key sources of estimation uncertainty, to which the valuation is most sensitive, are:
- The long-term copper prices which are based on the median of analyst forecasts.

- Throughput at the Konkola concentrator: The timing of ramp up of through put at the Konkola concentrator is based on internal management forecasts. The forecasts incorporate management experience and expectations as well as the risks associated therewith (for example availability of required fleets, skill sets for level developments at critical areas).
- The probability of achieving an award or positive settlement outcome in respect of the litigation proceedings. As discussed above, the Group believes, based on the legal advice it has obtained, that it is probable that it will succeed with its appeal to the Zambian Court of Appeal, which would result in the Petition being stayed until the outcome of the arbitration and the Group believes at some stage the Petition will be dismissed and the appointment of the PL discharged. The probability used in the valuation is based on the Expert's assumption based on external legal advice that it is probable that the Group will succeed with its appeal to the Zambian Court of Appeal and benchmarked using external data on historical outcomes for similar claims.
- The potential proportion of the claim value that may be expected to be recovered in the event of achieving an award or positive settlement outcome. This includes the ability of ZCCM to make payments in the event of a successful award or settlement outcome.

Where discounted cash flow models based on management's assumptions are used, the resulting fair value measurements are considered to be at level 3 in the fair value hierarchy, as defined in IFRS 13 Fair Value Measurement, as they depend to a significant extent on unobservable valuation inputs.



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ii. Fair value measurements

The valuation of the investment in KCM and the loans, receivables and obligations of KCM towards the group is determined using discounted future cash flows and adjusted to reflect expert's current views on litigation risk and other unobservable inputs as described below. These assets are considered to be level 3 in the fair value hierarchy. Quantitative information about the significant unobservable inputs used in level 3 fair value measurements are set out in the table below:

(US\$ million, unless stated otherwise)

Financial asset	Fair value at		Significant unobservable Inputs	Relationship of unobservable inputs to fair value
	31 March 2023	31 March 2022		
Investments and Loans, receivables and obligations of KCM towards the Group	751	720	Probability of achieving an award or positive settlement outcome in respect of litigation proceedings	A decrease in probability of success would decrease the fair value. A 10% decrease in the probability of success, with no change to any other inputs, would decrease the fair value by US\$ 96 million (31 March 2022: US\$ 92 million). We have used a 10% assumption to calculate our exposure as it represents a change in the probability of success that we deem to be reasonably probable.
			Potential proportion of the claim value that may expected to be recovered in the event of achieving an award or positive settlement outcome	A decrease in the recovery percentage would decrease the fair value. A 10% decrease in the recovery percentage, with no change to any other inputs, would decrease the fair value by US\$ 156 million (31 March 2022: US\$ 149 million) We have used a 10% assumption to calculate our exposure as it represents a change in the recovery probability that we deem to be reasonably probable.
			Copper price Long term price of US\$ 7,949/ tonne (31 March 2023) and US\$ 7,716/ tonne (31 March 2022)	A decrease in the copper price would decrease the fair value. A 10% reduction in the long-term copper price, with no change to any other inputs, would decrease the fair value by US\$ 113 million (31 March 2022: US\$ 128 million). We have used a 10% assumption to calculate our exposure as it represents the annual copper price movement that we deem to be reasonably probable (on an annual basis over the long run).

(b) Athena Chhattisgarh Power Limited

On 21 July 2022, the Group acquired Athena Chhattisgarh Power Limited ("ACPL"), an unrelated party, under the liquidation proceedings of the Insolvency and Bankruptcy Code, 2016 for a consideration of INR 5,647 million (US\$ 72 million), subject to National Company Law Tribunal ("NCLT") approval. ACPL is building a 1,200 MW (600 MW X 2) coal-based power plant located at Jhanjgir Champa district, Chhattisgarh. The plant is expected to fulfil the power requirements for the Group's aluminium business. VEDL had filed its application with the NCLT in July 2022 and further amended the application in November 2022 praying for merger of ACPL with itself. The Group has requested various reliefs from the applicable legal and regulatory provisions as part of the above applications.

The NCLT approval of the Group's resolution application is pending as on balance sheet date. On consolidation, the consideration paid for acquisition of ACPL represents mainly Capital work-in-progress.

(c) Amalgamation of Facor Power Limited into Ferro Alloys Corporation Limited

During the current year ended 31 March 2023, Hon'ble National Company Law Tribunal, Cuttack Bench vide its Order dated 15 November 2022 approved the Scheme of Amalgamation of Facor Power Limited ("FPL") into Ferro Alloys Corporation Limited ("FACOR"). FPL was a subsidiary of FACOR which in turn is a subsidiary of VEDL. Post the amalgamation becoming effective on 21 November 2022, VEDL directly holds 99.99% in FACOR. There is no material

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impact on the consolidated financial statements of the Group due to this amalgamation.

4. Segment information

The Group is a diversified natural resources Group engaged in exploring, extracting and processing minerals and oil and gas. The Group produces zinc, lead, silver, copper, aluminium, iron ore, oil and gas, ferro alloys, steel, cement and commercial power and has a presence across India, Zambia, South Africa, Namibia, UAE, Ireland, Australia, Japan, South Korea, Taiwan and Liberia. The Group is also in the business of port operations and manufacturing of glass substrate.

The Group's reportable segments defined in accordance with IFRS 8 are as follows:

- Zinc- India (comprises zinc and lead India)
- Zinc-International
- Oil & Gas
- Iron Ore
- Copper-India/Australia
- Aluminium
- Power

'Others' segment mainly comprises port/berth, steel, glass substrate, ferro alloys and cement business and those segments which do not meet the quantitative threshold for separate reporting.

Each of the reportable segments derives its revenues from these main products and hence these have been identified as reportable segments by the Group's chief operating decision maker ("CODM").

Management monitors the operating results of reportable segments for the purpose of making decisions about resources to be allocated and for assessing performance. Segment performance is evaluated based on the Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA") of each segment. Business segment financial data includes certain corporate costs, which have been allocated on an appropriate basis. Inter-segment sales are charged based on prevailing market prices.

The following tables present revenue and profit information and certain asset and liability information regarding the Group's reportable segments for the years ended 31 March 2023 and 31 March 2022. Items after operating profit are not allocated by segment.



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(a) Reportable segments

Year ended 31 March 2023

(US\$ million)

	Zinc- India	Zinc- International	Oil and gas	Iron Ore	Copper- India/ Australia	Aluminium	Power	Others	Elimination	Total operations
REVENUE										
Sales to external customers	4,126	649	1,873	753	2,179	6,550	870	1,141	-	18,141
Inter-segment sales	-	-	-	56	-	6	27	11	(100)	-
Segment revenue	4,126	649	1,873	809	2,179	6,556	897	1,152	(100)	18,141
Results										
Segment Results (EBITDA) ⁽¹⁾	2,177	241	972	124	(7)	707	106	288	-	4,608
Less: Depreciation and amortisation ⁽²⁾	389	61	442	33	18	281	72	86	-	1,382
Other Expenses *	-	-	30	-	-	-	-	-	-	30
Operating profit / (loss) before special items	1,788	180	500	91	(25)	426	34	202	-	3,196
Investment revenue										251
Finance costs										(1,558)
Other gains and (losses) [net]										(79)
Special items (Refer Note 6)										(178)
Profit before taxation										1,632
Segments assets	2,617	833	2,896	679	610	6,935	1,887	1,323	-	17,780
Financial asset investments										63
Deferred tax assets										1,268
Short-term investments										1,728
Cash and cash equivalents										1,037
Tax assets										373
Others										1,181
TOTAL ASSETS										23,430
Segment liabilities	625	131	1,809	312	632	2,866	249	445	-	7,069
Borrowings										15,358
Current tax liabilities										191
Deferred tax liabilities										866
Others										818
TOTAL LIABILITIES										24,302
Other segment information										
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets	475	158	433	70	18	708	74	182	-	2,121
Impairment charge/ (reversal) ⁽³⁾	-	-	157	(82)	-	-	-	(14)	-	61

* Exploration costs written off

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Year ended 31 March 2022

	(US\$ million)									
	Zinc- India	Zinc- International	Oil and gas	Iron Ore	Copper- India/ Australia	Aluminium	Power	Others	Elimination	Total operations
REVENUE										
Sales to external customers	3,844	602	1,669	837	2,035	6,823	739	1,070	-	17,619
Inter-segment sales	-	-	-	15	-	10	44	2	(71)	-
Segment revenue	3,844	602	1,669	852	2,035	6,833	783	1,072	(71)	17,619
Results										
Segment Results (EBITDA) ⁽¹⁾	2,170	206	809	304	(15)	2,328	145	308	-	6,255
Less: Depreciation and amortisation ⁽²⁾	377	69	307	32	20	270	77	76	-	1,228
Operating profit / (loss) before special items	1,793	137	502	272	(35)	2,058	68	232	-	5,027
Investment revenue										153
Finance costs										(1,402)
Other gains and (losses) [net]										(38)
Special items (Refer Note 6)										408
Profit before taxation										4,148
Segments assets	2,848	924	3,424	608	789	7,133	2,099	1,210	-	19,035
Financial asset investments										20
Deferred tax assets										860
Short-term investments										3,117
Cash and cash equivalents										1,328
Tax assets										368
Others										897
TOTAL ASSETS										25,625
Segment liabilities	664	153	2,118	338	658	2,299	188	352	-	6,770
Borrowings										16,082
Current tax liabilities										122
Deferred tax liabilities										764
Others										352
TOTAL LIABILITIES										24,090
Other segment information										
Additions to property, plant and equipment, exploration and evaluation assets and intangible assets	514	148	220	40	4	482	14	172	-	1,597
Impairment charge/ (reversal) ⁽³⁾	-	-	(843)	-	-	-	-	-	-	(843)
Exploration costs written off ⁽³⁾	-	-	351	-	-	-	-	-	-	351

(1) EBITDA is a non-IFRS measure and represents earnings before special items, depreciation, amortisation, other gains and losses, interest and tax.

(2) Depreciation and amortisation are also provided to the chief operating decision maker on a regular basis.

(3) Included under special items (Note 6).

(4) Additions to property, plant and equipment, exploration and evaluation assets and intangible assets includes US\$ 3 million (31 March 2022: US\$ 3 million) not allocated to any segment.



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(b) Geographical segmental analysis

The Group's operations are located in India, Zambia, Namibia, South Africa, UAE, Ireland, Australia, Japan, South Korea, Taiwan and Liberia. The following table provides an analysis of the Group's revenue by region in which the customer is located, irrespective of the origin of the goods.

(US\$ million)

	Revenue by geographical segment	
	Year ended 31 March 2023	Year ended 31 March 2022
India	10,851	9,887
Europe	1,985	2,824
China	661	1,299
The United States of America	481	468
Mexico	579	310
Others	3,584	2,831
Total	18,141	17,619

The following is an analysis of the carrying amount of non-current assets, excluding deferred tax assets, derivative financial assets, financial asset investments and other non-current financial assets analysed by the geographical area in which the assets are located:

(US\$ million)

	Carrying amount of non-current assets	
	As at 31 March 2023	As at 31 March 2022
India	12,575	13,435
South Africa	647	675
Taiwan	127	118
Namibia	108	131
Others	264	59
Total	13,721	14,418

Information about major customer

No single customer has accounted for 10% or more of the Group's revenue for the year ended 31 March 2023 and 31 March 2022.

Disaggregation of revenue

Below table summarises the disaggregated revenue from contracts with customers:

(US\$ million)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Zinc Metal	3,613	3,318
Lead Metal	601	569
Silver Bars	570	566
Oil	1,551	1,380
Gas	350	230
Iron Ore	290	316
Pig Iron	506	554
Metallurgical Coke	58	55
Copper Products	2,127	1,918
Aluminium Products	6,550	6,883

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(US\$ million)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Power	659	522
Steel Products	781	765
Ferro Alloys	96	111
Others	461	420
Revenue from contracts with customers*	18,213	17,607
Revenue from contingent rents	192	185
Losses on provisionally priced contracts under IFRS 9 (refer note 5)	(264)	(173)
Total Revenue	18,141	17,619

*Includes revenues from sale of services aggregating to US\$ 41 million (31 March 2022: US\$ 40 million) which is recorded over a period of time and the balance revenue is recognised at a point in time.

5. Total Revenue

(US\$ million)		
	Year ended 31 March 2023	Year ended 31 March 2022
Sale of products ^a	17,908	17,394
Sale of services ^a	41	40
Revenue from contingent rents	192	185
Total Revenue	18,141	17,619

- a) Revenue from sale of products and from sale of services for the year ended 31 March 2023 includes revenue from contracts with customers of US\$ 18,213 million (31 March 2022: US\$ 17,607 million) and a net loss on mark-to-market of US\$ 264 million (31 March 2022: US\$ 173 million) on account of gains/ losses relating to sales that were provisionally priced as at 31 March 2022 with the final price settled in the current year, gains/ losses relating to sales fully priced during the year, and marked to market gains/ losses relating to sales that were provisionally priced as at 31 March 2023.
- b) Majority of the Group's sales are against advance or are against letters of credit/ cash against documents/ guarantees of banks of national standing. Where sales are made on credit, the amount of consideration does not contain any significant financing component as payment terms are within three months. As per the terms of the contract with its customers, either all performance obligations are to be completed within one year from the date of such contracts or the Group has a right to receive consideration from its customers for all completed performance obligations. Accordingly, the Group has availed the practical expedient available under paragraph 121 of IFRS 15 and dispensed with the additional disclosures with respect to performance obligations that remained unsatisfied (or partially unsatisfied) at the balance sheet date. Further, since the terms of the contracts directly identify the transaction price for each of the completed performance obligations, in all material respects, there are no elements of transaction price which have not been included in the revenue recognised in the financial statements. Further, there is no material difference between the contract price and the revenue from contract with customers.



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6. Special items

(US\$ million)

	Year ended 31 March 2023			Year ended 31 March 2022		
	Special items	Tax effect of Special items	Special items after tax	Special items	Tax effect of Special items	Special items after tax
SAED on Oil and Gas business ¹	(117)	44	(73)	-	-	-
One time settlement of entry tax under amnesty scheme ⁴	-	-	-	(18)	6	(12)
Provision for fly ash disposal ⁵	-	-	-	(38)	11	(27)
Provision for settlement of dispute regarding environmental clearance ⁶	-	-	-	(1)	0	(1)
Gross profit special items (a)	(117)	44	(73)	(57)	17	(40)
Impairment (charge)/ reversal in oil and gas properties ²	(82)	32	(50)	714	(282)	432
Impairment (charge)/ reversal of exploration & evaluation assets ²	(75)	29	(46)	129	(51)	78
Impairment reversal of asset under construction	14	(5)	9	-	-	-
Reversal of previously recorded impairment of assets in Liberia on commencement of mining operations ³	82	-	82	-	-	-
Total impairment (charge)/ reversal (net) (b)	(61)	56	(5)	843	(333)	510
Write off of Asset under construction, land & capital advances (c) ^{8,9,10}	-	-	-	(27)	8	(19)
Exploration costs written off ⁷ (d)	-	-	-	(351)	138	(213)
Operating special items (a+b+c+d)	(178)	100	(78)	408	(170)	238
Total of Special items	(178)	100	(78)	408	(170)	238

- The Government of India ("Gol") vide its notification dated 30 June 2022 levied Special Additional Excise Duty ("SAED") on production of crude oil, i.e., cess on windfall gain triggered by increase in crude oil prices which is effective from 01 July 2022. The consequential net impact of the said duty is US\$ 117 million (Revenue US\$ 142 million and Cost of sales US\$ 259 million) for the year ended 31 March 2023.
- (a) (i) During the year ended 31 March 2023, the Group has recognized net impairment charge of US\$ 82 million (after considering impairment reversal of US\$ 155 million on account of ONGC partial arbitration award Refer footnote (ii) for details) on its assets in the oil and gas properties and US\$ 75 million on exploration and evaluation assets mainly due to revision of reserves and capex estimates. The recoverable amount of the Group's share in Rajasthan Oil and Gas cash generating unit "RJ CGU" was determined to be US\$ 1,239 million as at 31 March 2023. The recoverable amount of the RJ CGU was

determined based on the fair value less costs of disposal approach, a level-3 valuation technique in the fair value hierarchy, as it more accurately reflects the recoverable amount based on the Group's view of the assumptions that would be used by a market participant. This is based on the cash flows expected to be generated by the projected oil and natural gas production profiles up to 2040, the expected dates of cessation of production sharing contract (PSC)/cessation of production from each producing field based on the current estimates of reserves and risk resources. Reserves assumptions for fair value less costs of disposal tests consider all reserves that a market participant would consider when valuing the asset, which are usually broader in scope than the reserves used in a value-in-use test. Discounted cash flow analysis used to calculate fair value less costs of disposal uses assumption for short-term oil price of US\$ 84 per barrel for the next one year and

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tapers down to long-term nominal price of US \$ 73 per barrel three years thereafter derived from a consensus of various analyst recommendations. Thereafter, these have been escalated at a rate of 2.4% per annum. The cash flows are discounted using the post-tax nominal discount rate of 10.99% derived from the post-tax weighted average cost of capital after factoring in the risks ascribed to PSC extension including successful implementation of key growth projects. Based on the sensitivities carried out by the Group, change in crude price assumptions by US\$ 1/bbl and changes to discount rate by 1% would lead to a change in recoverable value US\$ 9 million and US\$ 46 million, respectively.

- (ii) In the Oil and Gas business, the Group operates the Rajasthan Block under a joint venture model with ONGC. As the operator of the block, the Group raises cash calls to ensure the smooth functioning of the petroleum operations.

During the current year ended 31 March 2023, the Group received a favourable partial arbitration award on cash call claims made from ONGC, pursuant to which, reversal of previously recorded impairment of US\$ 155 million has been recognised against capitalised development costs. The Group had a liability towards ONGC of US\$ 199 million as of 31 March 2022 on account of revenue received in excess of entitlement. Based on the partial arbitration award, the Group has adjusted the claims received in the favour of the Group against the liability towards ONGC and the net payable as of 31 March 2023 amounts to US\$ 34 million.

- (b) During the year ended 31 March 2022, the Group has recognized an impairment reversal of US\$ 843 Million on its assets in the oil and gas segment comprising:

- (i) Impairment reversal of US\$ 827 million relating to Rajasthan oil and gas block ("CGU") mainly due to increase in crude price forecast. Of this, US\$ 700 million impairment reversal has been recorded against oil and gas producing facilities and US\$ 127 million impairment reversal has been recorded against exploration intangible assets under development.

The recoverable amount of the Group's share in Rajasthan Oil and Gas cash generating unit "RJ CGU" was determined to be US\$ 1,361 million as at 31 March 2022.

The recoverable amount of the RJ CGU was determined based on the fair value less costs of disposal approach, a level-3 valuation technique in the fair value hierarchy, as it more accurately reflects the recoverable amount based on the Group's view of the assumptions that would be used by a market participant. This is based on the cash flows expected to be generated by the projected oil and natural gas production profiles up to the expected dates of cessation of production sharing contract (PSC)/cessation of production from each producing field based on the current estimates of reserves and risk resources. Reserves assumptions for fair value less costs of disposal tests consider all reserves that a market participant would consider when valuing the asset, which are usually broader in scope than the reserves used in a value-in-use test. Discounted cash flow analysis used to calculate fair value less costs of disposal uses assumption for short-term oil price of US\$ 86 per barrel for the next one year and tapers down to long-term nominal price of US\$ 68 per barrel three years thereafter derived from a consensus of various analyst recommendations. Thereafter, these have been escalated at a rate of 2% per annum. The cash flows are discounted using the post-tax nominal discount rate of 10% derived from the post-tax weighted average cost of capital after factoring in the risks ascribed to PSC extension including successful implementation of key growth projects. Based on the sensitivities carried out by the Group, change in crude price assumptions by US\$ 1/bbl and changes to discount rate by 1% would lead to a change in recoverable value by US\$ 27 million and US\$ 42 million respectively.

- (ii) Impairment reversal of US\$ 16 million relating to KG-ONN-2003/1 CGU mainly due to increase in crude price forecast and increase in recoverable reserves.

The recoverable amount of the Group's share in this CGU was determined to be US\$ 27 million based on fair value less cost of disposal approach as described in above paragraph. Discounted cash flow analysis used to calculate fair value less costs of disposal uses assumption for short-term oil price of US\$ 86 per barrel for the



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next one year and tapers down to long-term nominal price of US\$ 68 per barrel three years thereafter derived from a consensus of various analyst recommendations. Thereafter, these have been escalated at a rate of 2% per annum. The cash flows are discounted using the post-tax nominal discount rate of 10.63%. The sensitivities around change in crude price and discount rate are not material to the financial statements.

3. During the year ended 31 March 2023, WCL has signed a Memorandum of Understanding with the Government of Liberia to re-start its mining operations and commenced commercial production at its Bomi Mines from July 2022.

Consequently, the net recoverable value of assets and liabilities of WCL has been assessed at US\$ 108 million based on the value-in-use approach, using the Discounted Cash Flow Method, a level 3 valuation technique in the fair value hierarchy as it more accurately reflects the recoverable amount. The impairment assessment is based on a range of estimates and assumptions, including long-term selling price as per the consensus report, volumes based on the mine planning and concentrate plant setup and a post-tax nominal discount rate of 14.45%. Any subsequent changes to cash flows due to changes in the above-mentioned factors could impact the carrying value of the assets.

Based on the sensitivities carried out by the Group, a decrease in the long-term selling price by 1% would lead to a decrease in the recoverable value by US\$ 6 million and an increase in the discount rate by 1% would lead to a decrease in the recoverable value by US\$ 9 million.

Accordingly, the impairment recorded in previous periods has been reversed, to an extent of US\$ 82 million pertaining only to the assets of the Bomi Mine.

4. During the year ended 31 March 2022, HZL has recognised an expense of US\$ 18 million relating to amount charged in respect of settlement of entry tax dispute under an Amnesty scheme launched by the Government of Rajasthan.
5. During the year ended 31 March 2022, the MoEFCC notified guidelines for thermal power plants for disposal of fly ash and bottom ash produced during power generation process. Effective 01 April 2022, the notification introduced a three-year cycle to achieve average ash utilisation of 100 per cent. The first three-year cycle is extendable by another one year or two years where ash utilisation percentage is in the range

of 60-80 per cent or less than 60 per cent, respectively. Further, unutilised accumulated ash, i.e., legacy fly ash stored with such power plants prior to the date of this notification is required to be utilized fully over a ten-year period with minimum twenty percent, thirty percent and fifty percent utilisation in year 1, year 2 and years 3-10 respectively. Such provisions are not applicable where ash pond or dyke has stabilised, and the reclamation has taken place with greenbelt or plantation. The Group has performed detailed evaluations for its obligations under this notification and has recorded US\$ 38 Million as a special item for the year ended 31 March 2022, towards estimated costs of legacy fly ash utilization including reclamation costs.

6. Refer Note 2(c)(i)(iv).
7. During the year ended 31 March 2022, based on the outcome of exploration and appraisal activities in its PSC block RJON-90/1 block and RSC blocks awarded under OALP (Open Acreage Licensing Policy), an amount of US\$ 351 million towards unsuccessful exploration costs has been charged off to the consolidated income statement during the previous year, as these have proven to be either technically or commercially unviable.
8.
 - a) During the year ended 31 March 2022, the Group has recognised a loss of US\$ 3 million relating to certain items of capital work-in-progress at one of its closed units in Gujarat, which are no longer expected to be used.
 - b) During the year ended 31 March 2022, US\$ 1 million was written off being the cost of land located outside the plant for which details of original owners/sellers etc., was not available and the physical possession or the registered ownership of the same as such cannot be obtained.
9. In relation to a mine in Aluminium business of the Group, the Group had deposited US\$ 17 Million with the Government of India. Thereafter, the MoEFCC and the Hon. Supreme Court declared the mining project inoperable on environmental grounds. Later, in 2017, the mining license lapsed. Accordingly, the deposit was fully provided for during the year ended 31 March 2022.
10. During the year ended 31 March 2022, ESL Steel Limited had recognised a provision of US\$ 6 million relating to certain items of capital work-in-progress basis the physical verification.

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7. Investment revenue

	(US\$ million)	
	Year ended 31 March 2023	Year ended 31 March 2022
Net gain on financial assets held at fair value through profit or loss (FVTPL)	10	28
Interest Income:		
Interest income- financial assets held at FVTPL	63	53
Interest income- financial assets held at FVOCI	35	-
Interest income- bank deposits at amortised cost	48	72
Interest income- loans and receivables at amortised cost	60	29
Interest income- others	21	-
Dividend Income:		
Dividend income- financial assets held at FVOCI	3	0
Foreign exchange gain /(loss) (net)	11	(29)
Total	251	153

8. Finance costs

	(US\$ million)	
	Year ended 31 March 2023	Year ended 31 March 2022
Interest expense – financial liabilities at amortised cost	1,484	1,345
Other finance costs (including bank charges)	119	86
Total interest cost	1,603	1,431
Unwinding of discount on provisions (note 25)	12	10
Net interest on defined benefit arrangements	3	3
Capitalisation of finance costs/borrowing costs (note 16)	(60)	(42)
Total	1,558	1,402

All borrowing costs are capitalised using rates based on specific borrowings and general borrowings with the interest rate of 6.75% (7.87% for 31 March 2022) per annum for the year ended 31 March 2023.

9. Other gains and (losses), (net)

	(US\$ million)	
	Year ended 31 March 2023	Year ended 31 March 2022
Foreign exchange gain/ (loss) (net)	(88)	(18)
Change in fair value of financial liabilities measured at fair value	0	(1)
Net gain/(loss) arising on qualifying hedges and non-qualifying hedges	9	(19)
Total	(79)	(38)

10(a). Profit/ (Loss) for the year has been stated after charging/ (crediting):

	(US\$ million)	
	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation & amortization	1,382	1,228
Costs of inventories recognised as an expense	5,519	4,736
Auditor's remuneration for audit services (refer note 36)	3	3
Research and development	1	1
Net (gain)/ loss on disposal of Property plant and equipment	1	(17)
Provision for receivables	52	31
Impairment charge/(reversal) & assets written off (refer note 6)	61	(816)
Exploration costs written off (refer note 16)	30	351
Employee costs (refer note 27)	395	387



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10(b). Exchange gain/ (loss) recognised in the consolidated income statement:

(US\$ million)

	Year ended 31 March 2023	Year ended 31 March 2022
Cost of sales	(8)	11
Investment revenue (refer note 7)	11	(29)
Other gains and (losses) (refer note 9)	(79)	(37)
Total	(76)	(55)

11. Tax

(a) Tax charge/ (credit) recognised in Consolidated Income Statement (including on special items)

(US\$ million)

	Year ended 31 March 2023	Year ended 31 March 2022
Current tax:		
Current tax	1,151	1,047
Credit in respect of current tax for earlier years	(14)	-
Credit in respect of Special items (refer note 6)	(18)	(78)
Total current tax (a)	1,119	969
Deferred tax:		
Origination of temporary differences	(233)	364
Charge in respect of deferred tax for earlier years	(10)	(11)
Credit in respect of Special items (refer note 6)	(82)	248
Total deferred tax (b)	(325)	601
Total Income tax expense for the year((a)+(b))	794	1,570
Profit before tax from continuing operations	1,632	4,148
Effective Income tax rate (%)	48.7%	37.9%

Tax expense/ (benefit)

(US\$ million)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Tax effect on special items	(100)	170
Tax expense – others	894	1,400
Net tax expense	794	1,570

NOTES TO THE FINANCIAL STATEMENTS

(b) A reconciliation of income tax expense/ (credit) applicable to profit/ (loss) before tax at the Indian statutory income tax rate to income tax expense/ (credit) at the Group's effective income tax rate for the year indicated are as follows.

Given majority of the Group's operations are located in India, the reconciliation has been carried out from Indian statutory income tax rate.

	Year ended 31 March 2023	Year ended 31 March 2022
Profit/ (Loss) before tax from continuing operations	1,632	4,148
Indian statutory income tax rate	34.944%	34.944%
Tax at statutory income tax rate	570	1,450
Non-taxable income	(9)	(18)
Tax holidays and similar exemptions	(67)	(263)
Effect of tax rate differences of subsidiaries operating at other tax rates	19	227
Tax on distributable reserve of/ dividend from subsidiary	149	65
Unrecognized tax assets (Net) ⁽ⁱ⁾	(6)	(16)
Change in deferred tax balances due to change in tax law	(22)	(34)
Capital Gains/ Other income subject to lower tax rate ⁽ⁱⁱ⁾	(65)	(4)
Credit in respect of earlier years	(28)	(12)
Other permanent differences	253	175
Total	794	1,570

(i) Current year includes US\$ 22 million of deferred tax assets on brought forward losses of Facor Power Limited recognised post its merger with Facor Alloys Corporation Limited. Based on the financial forecasts of the merged entity, it is probable to realise the deferred tax assets.

(ii) Current year majorly includes US\$ 63 million on account of dividend received from foreign subsidiary taxable at lower rate of 17.472%.

Certain businesses of the Group within India are eligible for specified tax incentives which are included in the table above as tax holidays and similar exemptions. Most of such tax exemptions are relevant for the companies operating in India. These are briefly described as under:

The location based exemption

In order to boost industrial and economic development in undeveloped regions, provided certain conditions are met, profits of newly established undertakings located in certain areas in India may benefit from tax holiday under section 80IC of the Income-tax Act, 1961. Such tax holiday works to exempt 100% of the profits for the first five years from the commencement of the tax holiday, and 30% of profits for the subsequent five years. This deduction is available only for units established up to 31 March 2012. However, such undertaking would continue to be subject to the Minimum Alternative tax ('MAT').

Sectoral Benefit - Power Plants and Port Operations

To encourage the establishment of infrastructure certain power plants and ports have been offered income tax exemptions of upto 100% of profits and gains for any ten consecutive years within the 15-year period following commencement of operations subject to certain conditions under section 80IA of the Income-tax Act, 1961. The Group currently has total operational capacity of 8.25 Giga Watts (GW) of thermal based power generation facilities and wind power capacity of 274 Mega Watts (MW) and port facilities. However, such undertakings would continue to be subject to MAT provisions.

The Group has power plants which benefit from such deductions, at various locations of Hindustan Zinc Limited, Vedanta Limited (where such benefits has been drawn), Talwandi Sabo Power Limited and Bharat Aluminium Company Limited (where no benefit has been drawn).

Further tax incentives exist for certain other infrastructure facilities to exempt 100% of profits and gains for any ten consecutive years within the 20-year period following commencement of these facilities operation, provided certain conditions are met. HZL currently has certain eligible facilities. However, such facilities would continue to be subject to the MAT provisions.



NOTES TO THE FINANCIAL STATEMENTS

The Group operates a zinc refinery in Export Processing Zone, Namibia which has been granted tax exempt status by the Namibian government.

In addition, the subsidiaries incorporated in Mauritius are eligible for tax credit to the extent of 80% of the applicable tax rate on foreign source income.

The total effect of such tax holidays and exemptions was US\$ 67 million for the year ended 31 March 2023 (31 March 2022: US\$ 263 million).

(c) Deferred tax assets/liabilities

The Group has accrued significant amounts of deferred tax. The majority of the deferred tax assets represents unabsorbed depreciation and carried forward losses and unused tax credits in the form of MAT credits carried forward, net of deferred tax liability representing accelerated tax relief for the depreciation of property, plant and equipment, depreciation of mining reserves and the fair value uplifts created on acquisitions. Significant components of Deferred tax (assets) and liabilities recognized in the Consolidated Statement of financial position are as follows:

For the year ended 31 March 2023:

(US\$ million)

Significant components of deferred tax (assets)/ liabilities	Opening balance as at 01 April 2022	Charged/ (credited) to Income Statement	Charged/ (credited) to other comprehensive income	Charged to Equity	Exchange difference transferred to translation of foreign operation	Closing balance as at 31 March 2023
Property, plant and equipment, Exploration and Evaluation and other intangible assets	1,445	20	-	-	(148)	1,317
Voluntary retirement scheme	(6)	2	-	-	2	(2)
Employee benefits	(50)	3	(1)	-	35	(13)
Fair value of derivative asset/ liability	(19)	3	1	-	7	(8)
Fair valuation of other asset/liability	93	16	-	-	(5)	104
MAT credit entitlement	(894)	(332)	-	-	78	(1,148)
Unabsorbed depreciation and business losses	(593)	(50)	-	-	46	(597)
Other temporary differences	(72)	12	-	-	5	(55)
Total	(96)	(326)	0	-	20	(402)

For the year ended 31 March 2022:

(US\$ million)

Significant components of deferred tax (assets)/ liabilities	Opening balance as at 01 April 2021	Charged/ (credited) to Income Statement	Charged/ (credited) to other comprehensive income	Charged to Equity	Exchange difference transferred to translation of foreign operation	Closing balance as at 31 March 2022
Property, plant and equipment, Exploration and Evaluation and other intangible assets	1,096	376	-	-	(27)	1,445
Voluntary retirement scheme	(8)	2	-	-	0	(6)
Employee benefits	(24)	(27)	0	1	0	(50)
Fair value of derivative asset/ liability	(10)	(4)	(5)	-	0	(19)
Fair valuation of other asset/liability	106	(4)	-	-	(9)	93
MAT credit entitlement	(1,125)	200	-	(2)	33	(894)
Unabsorbed depreciation and business losses	(640)	28	-	-	19	(593)
Other temporary differences	(114)	30	11	-	1	(72)
Total	(719)	601	6	(1)	17	(96)

NOTES TO THE FINANCIAL STATEMENTS

Deferred tax assets and liabilities have been offset where they arise in the same taxing jurisdiction with a legal right to offset current income tax assets against current income tax liabilities but not otherwise. Accordingly, the net deferred tax (assets)/liability has been disclosed in the Consolidated Statement of financial position as follows:

	(US\$ million)	
	As at 31 March 2023	As at 31 March 2022
Deferred tax assets	(1,268)	(860)
Deferred tax liabilities	866	764
Net Deferred tax (assets) / Liabilities	(402)	(96)

Recognition of deferred tax assets on MAT credits entitlement is based on the respective legal entity's present estimates and business plans as per which the same is expected to be utilized within the stipulated fifteen year period from the date of origination (Refer Note 2(c)(i)(ii)).

Deferred tax assets in the Group have been recognised to the extent there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse. For certain components of the Group, deferred tax assets on carry forward unused tax losses have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax asset at respective entities.

Unused tax losses/unused tax credit for which no deferred tax asset has been recognized amount to 4,630 as per FS. and US\$ 4,256 million as at 31 March 2023 and 31 March 2022 respectively.

As at 31 March 2023

	(US\$ million)				
Unused tax losses/ Unused tax credit Particulars	Within one year	Greater than one year, less than five years	Greater than five years	No expiry date	Total
Unutilized business losses	88	661	493	1,434	2,676
Unabsorbed depreciation	-	-	-	241	241
Unutilized R&D credit	-	-	-	1	1
Unabsorbed interest allowance*	-	-	-	1,712	1,712
Total	88	661	493	3,388	4,630

As at 31 March 2022

	(US\$ million)				
Unused tax losses/ Unused tax credit Particulars	Within one year	Greater than one year, less than five years	Greater than five years	No expiry date	Total
Unutilized business losses	4	493	422	1,646	2,565
Unabsorbed depreciation	-	-	-	190	190
Unutilized R&D credit	-	-	-	1	1
Unabsorbed interest allowance*	-	-	-	1,500	1,500
Total	4	493	422	3,337	4,256

* As per UK's corporate interest restriction rules, the disallowed interest expense for any year can be carried forward and claimed in future years for unlimited life subject to specified conditions

No deferred tax assets have been recognised on these unused tax losses/unused tax credit as there is no evidence that sufficient taxable profit will be available in future against which these can be utilised by the respective entities.



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The Group has not recognised any deferred tax liabilities for taxes that would be payable on the Group's share in unremitted earnings of certain of its subsidiaries because the Group controls when the liability will be incurred, and it is probable that the liability will not be incurred in the foreseeable future. The amount of unremitted earnings is US\$ 3,120 million and US\$ 5,883 million as at 31 March 2023 and 31 March 2022 respectively.

(d) Non-current tax assets

Non-current tax assets of US\$ 328 million (31 March 2022: US\$ 365 million) mainly represents income tax receivable from Indian Tax authorities by Vedanta Limited relating to the refund arising consequent to the Scheme of Amalgamation & Arrangement made effective in August 2013 pursuant to approval by the jurisdiction High Court and receivables relating to matters in tax disputes in Group companies including tax holiday claim.

- (e) The tax department had issued demands on account of remeasurement of certain tax incentives, under section 80IA and 80 IC of the Income-tax Act, 1961. During the year ended 31 March 2020, based on the favourable orders from Income Tax Appellate Tribunal relating to AY 09-10 to AY 12-13, the Commissioner of Income Tax (Appeals) has allowed these claims for AY 14-15 to AY 15-16, which were earlier disallowed and has granted refund of amounts deposited under protest. Against the Tribunal order, the department had filed an appeal in Hon'ble Rajasthan High Court in FY 2017-18 (for AY 2009-10 to AY 2012-13) and in FY 2023-24 (for AY 2017-18 and AY 2018-19) which is yet to be admitted. As per the view of external legal counsel, Department's appeal seeks re-examination of facts rather than raising any substantial question of law and hence it is unlikely that appeal will be admitted by the High Court. Accordingly, there is a high probability that the case will go in favour of the Group. The amount involved in this dispute as of 31 March 2023 is US\$ 1,515 million (31 March 2022: US\$ 1,504 million) plus applicable interest up to the date of settlement of the dispute.

12. Underlying Attributable Profit/(Loss) for the year

Underlying earnings is an alternative earnings measure, which the management considers to be a useful additional measure of the Group's performance. The Group's Underlying profit/ loss is the profit/ loss for the year after adding back special items, other losses/(gains) [net] (note 9) and their resultant tax (including taxes classified as special items) & non-controlling interest effects and (Gain)/loss on discontinued operations. This is a non-IFRS measure.

	Note	(US\$ million)	
		Year ended 31 March 2023	Year ended 31 March 2022
(Loss)/Profit for the year attributable to equity holders of the parent		(5)	1,002
Special items	6	178	(408)
Other (gains)/losses [net]	9	79	38
Tax effect of special items (including taxes classified as special items) and other gains/ (losses) [net]		(120)	160
Non-controlling interest on special items and other gains/ (losses)		(45)	52
Underlying attributable profit for the year		87	844

13. Dividends

	(US\$ million)	
	Year ended 31 March 2023	Year ended 31 March 2022
Amounts recognized as distributions to equity holders:		
Equity dividends on ordinary shares:		
First Interim Dividend for 2022-23: 2.28 US cents per share	6	-
Second Interim Dividend for 2022-23: 2.45 US cents per share	7	-
Third Interim Dividend for 2022-23: 1.8 US cents per share	5	-
Interim Dividend for 2021-22: 46.0 US cents per share*	-	131

* US\$ 2 million (31 March 2022: Nil) is payable as at 31 March 2023.

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14. Goodwill

	(US\$ million)	
Copper India CGU	As at 31 March 2023	As at 31 March 2022
At 01 April	12	12
Impairment during the year	-	-
At 31 March	12	12

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The Company has undertaken an impairment review of goodwill of US\$ 12 million as at 31 March 2023. The carrying amount of goodwill allocated to the relevant cash generating unit is considered to be insignificant in comparison with the total carrying value of the cash generating unit. The carrying amount of goodwill was evaluated using the higher of fair value less cost of disposal ('FVLCD') or value in use based on discounted future cash flows of the cash generating unit to which the goodwill pertains and comparing this to the total carrying value of the relevant cash generating units. It was determined that the carrying amount of goodwill is not impaired and nor was impairment indicated following a reasonably possible change in a key assumption.

15. Intangible assets

Intangible assets include Port concession rights to operate a general cargo berth for handling coal at the outer harbour of the Visakhapatnam port on the east coast of India, software licences, technological know-how, acquired brand and others.

	Port concession rights ⁽¹⁾	Software license	Others ⁽²⁾	Total
Cost				
As at 01 April 2021	82	7	52	141
Addition	-	1	-	1
Transfers	-	2	-	2
Exchange differences	(3)	(1)	(3)	(7)
As at 01 April 2022	79	9	49	137
Addition	-	1	-	1
Disposal/Adjustments	-	-	(18)	(18)
Transfers	1	1	-	2
Exchange differences	(6)	(2)	(4)	(12)
As at 31 March 2023	74	9	27	110
Accumulated amortisation				
As at 01 April 2021	24	6	12	42
Charge for the year	3	1	4	8
Exchange differences	(1)	(1)	(1)	(3)
As at 01 April 2022	26	6	15	47
Charge for the year	3	1	3	7
Disposal/Adjustments	-	-	(4)	(4)
Exchange differences	(1)	(2)	(1)	(4)
As at 31 March 2023	28	5	13	46
Net book value				
As at 01 April 2021	58	1	40	99
As at 01 April 2022	53	3	34	90
As at 31 March 2023	46	4	14	64

(1) Vizag General Cargo Berth Private Limited (VGCB), a special purpose vehicle, was incorporated for the coal berth mechanization and upgrades at Visakhapatnam port in Eastern India. VGCB is wholly owned by Vedanta Limited. The project is to be carried out on a design, build, finance, operate, transfer basis and the concession agreement between Visakhapatnam Port Trust ('VPT') and the VGCB was signed in June 2010. In October 2010, the



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VGCB was awarded with the concession after fulfilling conditions stipulated as a precedent to the concession agreement. VPT has provided, in lieu of license fee an exclusive license to VGCB for designing, engineering, financing, constructing, equipping, operating, maintaining, and replacing the project/ project facilities and services. The concession period is 30 years from the date of the award. The upgraded capacity is 10.18 mmtpa and VPT would be entitled to receive 38.10% share of the gross revenue as royalty. VGCB is entitled to recover a tariff from the user(s) of the project facilities and services as per its Tariff Authority for Major Ports (TAMP) notification. The tariff rates are linked to the Wholesale Price Index (WPI) and would accordingly be adjusted as specified in the concession agreement every year. The ownership of all infrastructure assets, buildings, structures, berths, wharfs, equipment and other immovable and movable assets constructed, installed, located, created or provided by VGCB at the project site and/or in the port's assets pursuant to concession agreement would be with VGCB until expiry of this concession agreement. The cost of any repair, replacement or restoration of the project facilities and services shall be borne by VGCB during the concession period. VGCB has to transfer all its rights, *titles and interest in the project facilities and services free of cost to VPT at the end of the concession period. The Group has entered into a supplementary agreement to the original concession agreement with VPT dated 20 October 2021, wherein VPT can handle other compatible cargos at VGCB during idling of the berth. Intangible asset port concession rights represent consideration for construction services. No revenue from construction contract of service concession arrangements on exchanging construction services for the port concession rights was recognised for the year ended 31 March 2023 and 31 March 2022.*

- (2) (i) Others include technological know-how and acquired brand relating to acquisition of AvanStrate Inc.
- (ii) Consequent to the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 ("the Rules"), the Group, during the current year ended 31 March 2023, has transferred its CSR assets, after obtaining regulatory approvals, having carrying value of US\$ 14 million as on the date of transfer, at nominal consideration to Zinc India Foundation (Wholly owned subsidiary), incorporated during the current year under Section 8 of the Companies Act, 2013. The carrying value of these assets has been included as CSR expense in the financial statements owing to such transfer.

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16. Property, plant and equipment

	Mining property and leases	Freehold Land and buildings	Plant and equipment	Assets under construction	Oil & Gas properties ⁽³⁾	ROU Assets ⁽⁶⁾	Others	Total Property, plant and equipment	Exploration and evaluation assets ⁽³⁾	Grand Total
Cost										(US\$ million)
At 01 April 2021	3,064	1,919	12,493	1,564	19,621	249	165	39,075	1,571	40,646
Additions	158	27	172	983	95	16	17	1,468	129	1,597
Transfers ⁽⁴⁾	276	12	396	(666)	93	(94)	2	19	(21)	(2)
Exploration costs written off	-	-	-	-	-	-	-	-	(351)	(351)
Disposals/Adjustments	(4)	(12)	(164)	(39)	(2)	(6)	(3)	(230)	-	(230)
Exchange differences	(68)	(57)	(353)	(47)	-	(6)	(5)	(536)	-	(536)
At 01 April 2022	3,426	1,889	12,544	1,795	19,807	159	176	39,796	1,328	41,124
Additions	193	11	212	1,230	256	19	11	1,932	189	2,121
Transfers ^{(4),(5)}	301	29	436	(669)	-	-	1	98	(18)	80
Exploration costs written off	-	-	-	-	-	-	-	-	(30)	(30)
Disposals/Adjustments	(2)	(1)	(270)	(32)	(160)	(1)	(4)	(470)	-	(470)
Exchange differences	(360)	(164)	(1,061)	(159)	-	(12)	(20)	(1,776)	(2)	(1,778)
At 31 March 2023	3,558	1,764	11,861	2,165	19,903	165	164	39,580	1,467	41,047
Accumulated depreciation, amortization and impairment										
At 01 April 2021	2,373	512	4,372	231	18,534	35	50	26,107	1,237	27,344
Charge for the year	283	61	539	-	306	9	24	1,222	-	1,222
Disposals/Adjustments	-	(4)	(115)	-	(2)	(6)	(2)	(129)	-	(129)
Transfers ⁽⁴⁾	-	-	8	(8)	12	(12)	-	-	-	-
Impairment Charge/ (reversal) of assets and write off of asset under construction, land and capital advances (note 6)	-	1	-	26	(714)	-	-	(687)	(129)	(816)
Exchange differences	(53)	(18)	(121)	(5)	-	(1)	(3)	(201)	-	(201)
At 01 April 2022	2,603	552	4,683	244	18,136	25	69	26,312	1,108	27,420
Charge for the year	314	51	541	-	443	12	19	1,380	-	1,380
Disposals/Adjustments	-	-	(219)	-	(4)	(1)	(3)	(227)	-	(227)
Transfers ^{(4),(5)}	-	-	1	82	-	-	(1)	82	-	82
Impairment Charge/ (reversal) of assets (note 6)	-	-	-	(96)	82	-	-	(14)	75	61
Exchange differences	(225)	(61)	(422)	(13)	-	(2)	(16)	(739)	-	(739)
At 31 March 2023	2,692	542	4,584	217	18,657	34	68	26,794	1,183	27,977
Net book value										
At 01 April 2021	691	1,407	8,121	1,333	1,087	214	115	12,968	334	13,302
At 01 April 2022	823	1,337	7,861	1,551	1,671	134	107	13,484	220	13,704
At 31 March 2023	866	1,222	7,277	1,948	1,246	131	96	12,786	284	13,070

1) During the year ended 31 March 2023, interest capitalised was US\$ 60 million (31 March 2022: US\$ 42 million).

2) Oil and Gas properties includes development assets under construction of carrying value US\$ 267 million (31 March 2022: US\$ 421 million).

3) Oil and Gas properties and exploration and evaluation assets net block includes share of jointly owned assets with the joint venture partners US\$ 1,289 million (31 March 2022: US\$ 1,704 million).

4) Transfers/reclassification majorly includes capitalisation of CWIP to respective class of assets.

5) Transfer/reclassification from CWIP Accumulated Impairment to Mining Property Gross block amounting to US\$ 82 million.



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(6) Disclosure of Right of Use (ROU) Assets as per IFRS 16 "Leases"

(US\$ million)

	Land & Building	Plant and Equipment	Total
Cost			
At 01 April 2021	150	99	249
Additions	13	3	16
Transfers	(1)	(93)	(94)
Disposals/Adjustments	(6)	-	(6)
Exchange difference	(6)	-	(6)
At 01 April 2022	150	9	159
Additions	14	5	19
Disposals/Adjustments	(1)	-	(1)
Exchange difference	(11)	(1)	(12)
At 31 March 2023	152	13	165
Accumulated depreciation			
At 01 April 2021	20	15	35
Charge for the year	8	1	9
Transfers	-	(12)	(12)
Disposals/Adjustments	(6)	-	(6)
Exchange difference	(1)	-	(1)
At 01 April 2022	21	4	25
Charge for the year	9	3	12
Disposals/Adjustments	(1)	-	(1)
Exchange difference	(2)	-	(2)
At 31 March 2023	27	7	34
Net book value			
At 01 April 2021	130	84	214
At 01 April 2022	129	5	134
At 31 March 2023	125	6	131

17. Financial asset investments

Financial asset investments represent investments classified and accounted for at fair value through profit or loss or through other comprehensive income (refer note 25).

Financial Asset Investments

(US\$ million)

	As at 31 March 2023	As at 31 March 2022
At 01 April 2022	20	21
Movements in fair value	(5)	(1)
Investment in Optionally Convertible Redeemable Preference Shares at FVTPL - unquoted - Serentica Renewable Power Companies (Refer note 32)	30	-
Investment in Bonds at FVOCI - quoted	19	-
Exchange difference	(1)	0
At 31 March 2023	63	20

Financial asset investment represents quoted investments in equity shares, debentures and other investments that present the Group with an opportunity for returns through dividend income and gains in value. These securities are held at fair value. These are classified as non-current as at 31 March 2023 and 31 March 2022.

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18. Other non-current assets and trade and other receivables

(US\$ million)

	As at 31 March 2023			As at 31 March 2022		
	Non-Current	Current	Total	Non-Current	Current	Total
Bank deposits ⁽²⁾	84	-	84	58	-	58
Site restoration assets	149	-	149	135	-	135
Trade receivables ⁽¹⁾	308	488	796	397	653	1,050
Others ⁽³⁾	237	267	504	226	52	278
Trade receivables from related parties	-	3	3	-	4	4
Cash call / receivables from joint operations ⁽⁴⁾	-	928	928	-	1,082	1,082
Receivable from KCM ⁽⁵⁾	655	-	655	655	-	655
Financial (A)	1,433	1,686	3,119	1,471	1,791	3,262
Balance with Government authorities	98	186	284	101	144	245
Advance for supplies	5	258	263	-	358	358
Others ⁽³⁾	117	149	266	119	186	305
Receivable from KCM ⁽⁵⁾	27	-	27	27	-	27
Non-financial (B)	247	593	840	247	688	935
Total (A+B)	1,680	2,279	3,959	1,718	2,479	4,197

The credit period given to customers is upto 180 days. Also refer note 24(d)

- (1) In a matter between TSPL and Punjab State Power Corporation Limited (PSPCL) relating to assessment of whether there has been a change in law following the execution of the Power Purchase Agreement, the Appellate Tribunal for Electricity has dismissed the appeal in July 2017 filed by TSPL. TSPL later filed an appeal before the Honorable Supreme Court to seek relief, which is yet to be listed.
The outstanding trade receivables in relation to this dispute and other matters is US\$ 180 million as at 31 March 2023 (31 March 2022: US\$ 228 Million). The Group, based on external legal opinion and its own assessment of the merits of the case, remains confident that it is highly probable that the Supreme court will uphold TSPL's appeal and has thus continued to treat these balances as recoverable.
Additionally, trade receivables include US\$ 107 Million (net of Provision for expected credit loss ("ECL") of US\$ 19 million recognised during the year on account of time value of money) as at 31 March 2023 (31 March 2022: US\$ 145 million) withheld by GRIDCO Limited ("GRIDCO") primarily on account of reconciliation and disputes relating to computation of power tariffs and alleged short-supply of power by the Group under the terms of long term power supply agreement.
Out of the above, US\$ 46 million (net of ECL of US\$ 9 million recognised during the year on account of time value of money) relates to the amounts withheld by GRIDCO due to tariff adjustments on account of transmission line constraints in respect of which GRIDCO's appeal against order of APTEL is pending before the Hon'ble Supreme Court of India and US\$ 28 million (net of ECL of US\$ 6 million) relates to alleged short supply of power for which the Group's appeal on certain grounds are pending before APTEL.
- (2) Includes US\$ 28 million (31 March 2022: US\$ 11 million) and US\$ 1 million (31 March 2022: US\$ 1 million) under lien with banks and Others respectively, US\$ 5 million (31 March 2022: US\$ 5 million) under margin money, US\$ 43 million (31 March 2022: US\$ 34 million) maintained as debt service reserve account and US\$ 7 million (31 March 2022: US\$ 8 million) held as margin money against bank guarantee
- (3) Includes claim receivables, advance recoverable (oil and gas business), prepaid expenses, export incentive receivables and others.
- (4) Government of India (GOI) vide Office Memorandum ("OM") No. O-19025/10/2005-ONG-DV dated 01 February 2013 allowed for Exploration in the Mining Lease Area after expiry of Exploration period and prescribed the mechanism for recovery of such Exploration Costs incurred. Vide another Memorandum dated 24 October 2019, GOI clarified that all approved Exploration costs incurred on Exploration activities, both successful and unsuccessful, are recoverable in the manner as prescribed in the OM and as per the provisions of PSC. Accordingly, the Group has started recognized revenue for past exploration costs, through increased share in the joint operations revenue as the Group believes that cost recovery mechanism prescribed under OM for profit petroleum payable to GOI is not applicable to its Joint operation partner, a view which is also supported by an independent legal opinion. At year end, an amount of US\$ 209 million is receivable from its joint operation partner on account of this. However, the Joint operation partner carries a different understanding and the matter is pending resolution.
- (5) Out of total receivables from KCM of US\$ 682 million, US\$ 27 million is on account of advance for supplies and hence classified as non-financial (Refer Note 3(a)).



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19. Inventories

	(US\$ million)	
	As at 31 March 2023	As at 31 March 2022
Raw materials and consumables	1,083	1,117
Work-in-progress	618	668
Finished goods	129	110
Total	1,830	1,895

Inventory held at net realizable value amounted to US\$ 250 million (31 March 2022: US\$ 358 million). A write down of inventories amounting to US\$ 14 million (31 March 2022: US\$ 23 million) has been charged to the Consolidated Income Statement.

20. Short-term investments

	(US\$ million)	
	As at 31 March 2023	As at 31 March 2022
Bank deposits ^{1,2}	161	849
Other investments		
Investments in quoted Bonds- at FVOCI ³	516	-
Investments at FVTPL	1,051	2,268
Total	1,728	3,117

- (1) The above bank deposits include US\$ 15 million (31 March 2022: US\$ 109 million) on lien with banks, US\$ 5 million (31 March 2022: US\$ 6 million) of margin money, US\$ 56 million (31 March 2022: US\$ 6 million) maintained as debt service reserve account.
- (2) Restricted funds of US\$ 3 million (31 March 2022: US\$ 3 million) on lien with Others and US\$ Nil million (31 March 2022: US\$ 21 million) held as interest reserve created against interest payment on loans from banks, US\$ 5 million (31 March 2022: US\$ 5 million) of restricted funds held as collateral in respect of closure costs and US\$ 8 million (31 March 2022: US\$ 7 million) held as margin money against bank guarantee.
- (3) Includes investments amounting to US\$ 221 million (31 March 2022: \$ Nil million) are pledged as security for repurchase liability (Refer Note 22(a)). The Group continues to record these investments as it retains rights to contractual cash flows on such investments and thus do not meet the criteria for derecognition or transfer of financial asset as per IFRS 7.

Bank deposits are made for periods of between three months and one year depending on the cash requirements of the companies within the Group and earn interest at the respective fixed deposit rates.

Other investments include mutual fund investments and investment in bonds which are recorded at fair value with changes in fair value reported through the consolidated income statement. These investments do not qualify for recognition as cash and cash equivalents due to their maturity period and risk of change in value of the investments. Refer Note 24 for further details.

21. Cash and cash equivalents

	(US\$ million)	
	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents consist of the following		
Cash at bank and in hand ⁽³⁾	755	834
Short-term deposits ⁽²⁾	103	432
Restricted cash and cash equivalents ⁽¹⁾	179	62
Total	1,037	1,328

- (1) Restricted cash and cash equivalents include US\$ 179 million (31 March 2022: US\$ 62 million) that are kept in a specified bank account to be utilised solely for the purpose of the payment of dividends to non-controlling shareholders, which are being carried as a current liability.
- (2) Short-term deposits are made for periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.
- (3) Including foreign inward remittances aggregating US\$ 40 million (31 March 2022: US\$ 462 million) held by banks in their Nostro accounts on behalf of the Group.

NOTES TO THE FINANCIAL STATEMENTS

(4) Cash and cash equivalents for the purpose of Statement of Cash Flows comprise the following:

	As at 31 March 2023	(US\$ million) As at 31 March 2022
Cash and cash equivalents as above	1,037	1,328
Less: Restricted cash and cash equivalents	(179)	(62)
Total	858	1,266

22(a) Borrowings

	As at 31 March 2023	(US\$ million) As at 31 March 2022
Current borrowings consist of:		
Banks and financial institutions	1,616	1,350
Total short-term borrowings	1,616	1,350
Add: Current maturities of long-term borrowings	4,193	3,622
Current borrowings (A)	5,809	4,972
Non-current borrowings consist of:		
Banks and financial institutions	7,813	7,932
Non-convertible bonds	4,641	5,677
Non-convertible debentures	1,223	1,050
Redeemable Preference shares	0	0
Others	65	73
Total long-term borrowings	13,742	14,732
Less: Current maturities of long-term borrowings	(4,193)	(3,622)
Non-current borrowings (B)	9,549	11,110
Total (A+B)	15,358	16,082

The Group facilities are subject to certain financial and non-financial covenants. The primary covenants which must be complied with include fixed charge cover ratio, net borrowing to EBITDA ratio, total net assets to borrowings ratio, attributable leverage ratio and EBITDA to net interest expense ratio.

Details of the Non-convertible bonds and Non-convertible debentures issued by the Group have been provided below (carrying value):

	As at 31 March 2023	(US\$ million) As at 31 March 2022
Non-Convertible Bonds:		
0.28 % bonds due October 2032	4	4
9.25% bonds due April 2026	596	595
8.95 % bonds due March 2025	1,196	1,194
6.13 % bonds due August 2024	947	994
13.88% bonds due on January 2024	998	995
7.13 % bonds due June 2023	500	498
7.99 % bonds due April 2023	400	398
6.37 % bonds due July 2022	-	999
	4,641	5,677



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(US\$ million)

	As at 31 March 2023	As at 31 March 2022
Non-Convertible Debentures		
8.74% due June-2032	498	-
9.20% due February-2030	243	265
7.68% due December-2024	121	132
3m T-bill rate + 240 bp due -March 2024*	97	-
5.35% due September 2023	257	372
0.00% due September 2023	7	14
9.20% due December-2022	-	99
8.75% due June-2022	-	168
	1,223	1,050

*The 3-month treasury bill rate in India as at 31 March 2023 is 6.34%

Security Details

The Group has taken borrowings in various countries towards funding of its acquisitions, capital expenditure and working capital requirements. The borrowings comprise funding arrangements from various banks and financial institutions taken by the parent and subsidiaries. Out of the total borrowings of US\$ 15,358 million (31 March 2022: US\$ 16,082 million) shown above, total secured borrowings are US\$ 6,126 million (31 March 2022: US\$ 5,659 million) and unsecured borrowings are US\$ 9,232 million (31 March 2022: US\$ 10,423 million). The details of security provided by the Group in various countries, to various lenders on the assets of Parent and subsidiaries are as follows:

(US\$ million)

Facility Category	Security details	As at 31 March 2023	As at 31 March 2022
Working Capital Loans (grouped under banks and financial institutions)	First Pari passu charge by way of mortgage/hypothecation over the specified immovable and movable fixed assets of Vedanta Limited with a minimum fixed asset cover of 1.1 times of the outstanding term loan during the period of the facility. Security comprises of assets of the aluminium and power division of Vedanta limited, comprising:	9	-
	(i) 1.6 MTPA aluminium smelter along with 1,215 MW Captive power plant ("CPP") at Jharsuguda and,		
	(ii) 1 MTPA alumina refinery along with 90 MW CPP at Lanjigarh, Odisha.		
	Secured by second pari passu charge on fixed assets of TSPL and first pari passu charge on current assets of TSPL, both present and future	13	68
	Secured by hypothecation of stock of raw materials, work-in-progress, semi-finished, finished products, consumable stores and spares, bills receivables, book debts and all other movables, both present and future in BALCO. The charges rank pari passu among banks under the multiple banking arrangements, for fund-based facilities	37	7
	First pari passu charge on current assets of FACOR	3	-
	First pari passu charge on all current assets of Malco Energy Limited (MEL)	4	-
External commercial borrowings (grouped under banks and financial institutions)	A First pari passu charge by way of hypothecation on the specified movable fixed assets of Vedanta Limited pertaining to its manufacturing facilities comprising:	248	147
	(i) alumina refinery having output of 6 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Odisha; (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Odisha		

NOTES TO THE FINANCIAL STATEMENTS

		(US\$ million)	
Facility Category	Security details	As at 31 March 2023	As at 31 March 2022
	First pari passu charge by way of hypothecation on all present and future movable assets of Vedanta Limited with a minimum fixed asset cover of 1.10 times of the outstanding facility during the period of the facility comprising: (i) 1.6 MTPA (proposed capacity of 1.8 MTPA) aluminium smelter along with 1,215 MW CPP (Captive power plant) at Jharsuguda (ii) 1 MTPA (proposed capacity of 6 MTPA) alumina refinery along with CPP of 90 MW (Captive power plant) at Lanjigarh, Odisha (iii) 2400 MW Power plant (1800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha and (iv) Oil & Gas division comprising RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay oil fields, Ravva Oil & Gas fields (under PKGM-1 block) and OALP blocks.	149	-
	Other secured external commercial borrowings	-	15
Non-convertible debentures	Secured by way of first pari passu charge on whole of the movable fixed assets of: (i) alumina refinery having output of 1 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Odisha; and (ii) aluminum smelter having output of 1.6 MTPA along with a 1,215 (9*135) MW CPP at Jharsuguda, Odisha. Additionally, secured by way of mortgage on the freehold land comprising 18.92 acres situated at Jharsuguda, Odisha.	243	265
	Secured by way of charge against all existing assets of FACOR	7	14
	Secured by way of first pari passu charge on the specific movable Fixed Assets. The whole of the movable Fixed Assets both present and future, of Vedanta Limited in relation to the aluminium Division, comprising the following facilities: (i) 1 MTPA alumina refinery alongwith 90 MW co-generation captive power plant in Lanjigarh, Odisha; and (ii) 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) power plant in Jharsuguda, Odisha including its movable plant and machinery, capital work in progress, machinery spares, tools and accessories, and other movable fixed assets.	121	132
	First ranking pari passu charge by way of mortgage over 18.92 acres freehold land in Jharsuguda, Odisha together with the building and structures/ erections constructed/ to be constructed thereon and all the plant and machinery and other furniture and fixtures erected/ installed or to be erected/installed thereon and hypothecation over movable fixed assets excluding capital work in progress in relation to the aluminium division comprising 6 MTPA alumina refinery along with 90 MW co-generation captive power plant in Lanjigarh, Odisha; and 1.6 MTPA aluminium smelter plant along with 1,215 MW (9*135 MW) power plant and 2400 MW power plant in Jharsuguda, Odisha including its movable plant and machinery, machinery spares, tools and accessories and other movable fixed assets.	499	-
	Other secured non-convertible debentures	-	267
Term loan from banks (grouped under banks and financial institutions)	Secured by first pari passu charge on fixed assets of TSPL and second pari passu charge on current assets of TSPL, both present and future	751	860
	Secured by a pari passu charge by way of hypothecation of all the movable fixed assets of Vedanta limited pertaining to its aluminium division project consisting: (i) alumina refinery having output of 1 MTPA (Refinery) along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Orissa (Power Plant); and (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP at Jharsuguda, Orissa (Smelter) (the Refinery, Power Plant and Smelter). Also, a first pari passu charge by way of equitable mortgage on the land pertaining to the mentioned project of aluminium division.	195	234
	Secured by a pari passu charge by way of hypothecation on the movable fixed assets of the Lanjigarh Refinery Expansion Project including 210 MW Power Project. Lanjigarh Refinery Expansion Project shall specifically exclude the 1 MTPA alumina refinery of the Group along with 90 MW power plant in Lanjigarh and all its related expansions.	44	53



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(US\$ million)

Facility Category	Security details	As at 31 March 2023	As at 31 March 2022
	Secured by a pari passu charge by way of hypothecation on the movable fixed assets of Vedanta limited pertaining to its aluminium Division comprising 1 MTPA alumina refinery plant with 90 MW captive power plant at Lanjigarh, Odisha and 1.6 MTPA aluminium smelter plant with 1,215 MW captive power plant at Jharsuguda, Odisha.	413	454
	First pari passu charge by way of hypothecation/ equitable mortgage on the movable/ immovable assets of the aluminium Division of Vedanta limited comprising alumina refinery having output of 1 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Orissa; aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP at Jharsuguda, Orissa and additional charge on Lanjigarh Expansion project, both present and future.	95	132
	Secured by a pari passu charge by way of hypothecation/ equitable mortgage of the movable/ immovable fixed assets of Vedanta limited pertaining to its aluminium division comprising 1 MTPA alumina refinery plant with 90 MW captive power plant at Lanjigarh, Odisha and 1.6 MTPA aluminium smelter plant with 1,215 MW captive power plant at Jharsuguda, Odisha.	714	876
	Secured by: (i) floating charge on borrower collection account and associated permitted investments and (ii) corporate guarantee from CEHL and floating charge on collection account and current assets of CEHL	324	212
	Secured by first pari passu charge on all present and future movable fixed assets including but not limited to plant & machinery, spares, tools and accessories of BALCO (excluding of coal block assets) by way of a deed of hypothecation	101	118
Term loan from banks (grouped under banks and financial institutions)	First ranking pari passu charge by way of hypothecation/mortgage on all fixed/ immovable assets of ESL Steel Limited but excluding any current assets or pledge over any shares.	277	358
	Secured by a first pari passu charge on the identified fixed assets of Vedanta limited both present and future, pertaining to its aluminium business (Jharsuguda Plant, Lanjigarh Plant), 2,400 MW power plant assets at Jharsuguda, copper plant assets at Silvassa, iron ore business in the states of Karnataka and Goa, dividends receivable from Hindustan Zinc Limited ("HZL"), a subsidiary of Vedanta limited, and the debt service reserve account to be opened for the facility along with the amount lying to the credit thereof .#	878	1,035
	First pari passu charge on the movable fixed and current assets (except for the Concession assets) of VGCB at Visakhapatnam, Andhra Pradesh	43	50
	Secured by first pari passu charge by way of movable fixed assets of the aluminium division of Vedanta limited comprising: (i) 6 MTPA aluminium refinery along with 90 MW Co-generation captive power plant in Lanjigarh, Orissa; (ii) 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda, (iii) 2,400 MW power plant (1,800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha and (iv) Oil and gas division comprising RJ-ON-90/91 Oil and Gas Block (Rajasthan), Cambay Oil Fields, Ravva Oil and gas Fields under (PKMGH-1 block) and OALP blocks	90	-
	A first pari passu charge by way of mortgage/ hypothecation over the specified movable fixed assets of Vedanta limited. Security shall comprise of assets of the aluminium and power division of Vedanta limited, comprising: (i) 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda and (ii) 1 MTPA alumina refinery along with 90 MW CPP at Lanjigarh, Odisha.	144	-
	A first pari passu first charge by way of hypothecation on the specified movable fixed assets of Vedanta limited pertaining to its Manufacturing facilities comprising: (i) alumina refinery having output of 1 MTPA along with co- generation captive power plant with an aggregate capacity of 90 MW at Lanjigarh, Orissa (ii) aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP at Jharsuguda, Orissa.	138	-

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		(US\$ million)	
Facility Category	Security details	As at 31 March 2023	As at 31 March 2022
	A first pari passu charged by way of hypothecation on the specified movable fixed assets (present and future) including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicle, Capital work-in-progress etc. of Vedanta limited pertaining to Aluminium division (Jharsuguda plant, Lanjigarh plant) and 2400 MW power plant at JSG as more particularly described as below: (i) Alumina refinery up to 6 MTPA along with cogeneration captive power plant with aggregate capacity of 90 MW located in Lanjigarh, Odisha (ii) Alumina smelter output of 1.6 MTPA aluminium Smelter including 1,215 (9x135) MW power plant in Jharsuguda, Odisha (iii) 2400 MW power plant (1800 MW CPP and 600 MW IPP) located as Jharsuguda, Odisha	58	-
	A first pari passu charge by way of mortgage/ hypothecation over the specified immovable and movable fixed assets of Vedanta limited. Security shall comprise of assets of the aluminium and power division of Vedanta limited, comprising: (i) 1.6 MTPA Aluminium Smelter along with 1215 MW CPP at Jharsuguda and (ii) 1 MTPA Alumina refinery along with CPP of 90 MW CPP at Lanjigarh, Odisha	113	-
Term loan from banks (grouped under banks and financial institutions)	First pari passu charge by way of hypothecation on all present and future movable fixed assets of Vedanta limited including but not limited to plant and machinery, spares, tools and accessories of 1.6 MTPA aluminium smelter along with 1,215 MW CPP at Jharsuguda, Odisha and 1 MTPA alumina refinery along with 90 MW CPP at Lanjigarh, Odisha	83	116
	A first pari passu charge by way of hypothecation on all present and future movable Fixed Assets including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles, Capital Work-in-Progress etc. of Vedanta limited with a minimum fixed asset coverage ratio of 1.10 times as more particularly described as below: (i) Alumina refinery up to 6 MTPA along with co-generation captive power plant with an aggregate capacity of 90 MW located at Lanjigarh, Orissa; (ii) Aluminium smelter having output of 1.6 MTPA along with a 1,215 (9x135) MW CPP located at Jharsuguda, Orissa. (iii) 2400 MW Power Plant (1800 MW CPP and 600 MW IPP) located at Jharsuguda, Odisha; and (iv) Oil & Gas division comprising of RJ-ON-90/1 Oil & Gas Block (Rajasthan), Cambay Oil Fields and Ravva Oil & Gas Fields (under PKGM-1 block)	30	-
	A first pari passu first charge by way of hypothecation on the Specified movable fixed assets of Vedanta limited pertaining to its Manufacturing facilities comprising: (i) 1.6 MTPA Aluminium smelter along with 1,215 MW CPP (captive power plant) at Jharsuguda and (ii) 1 MTPA Alumina refinery along with CPP of 90 MW (captive power plant) at Lanjigarh, Odisha	60	-
	Secured by tax free perpetual bonds*	182	-
	Other secured term loans	-	180
Others (grouped under banks and financial institutions)	Secured by Fixed asset (platinum) of AvanStrate Inc.	60	66
Total		6,126	5,659

* Repurchase liability as on 31 March 2023 carry an effective interest rate in the range of 7.99% p.a. to 8.15% p.a. (31 March 2022: Nil), secured by current investments at HZL amounting to US\$ 221 million and are repayable in 102 to 109 days (31 March 2022: Nil days) from the date of borrowings through repurchase obligation.

In December 2021, Vedanta limited executed a US\$ 974 million facility agreement with Union Bank of India Limited to take over a long term syndicated facility of US\$ 1,217 million. This loan is secured by the way of pledge over the shares held by Vedanta limited in HZL equal to minimum 1x outstanding loan value (calculated quarterly at Value Weighted Average Price), currently representing 6.77% (31 March 2022: 5.77%) of the paid-up shares of HZL. Further, Vedanta limited has also signed a Non-Disposal Undertaking (NDU) in respect of its shareholding in HZL to the extent of 50.1% of the paid-up share capital of HZL. As at 31 March 2023, the outstanding loan amount under the facility is US\$ 881 million (31 March 2022: US\$ 1,037 million)



NOTES TO THE FINANCIAL STATEMENTS

22(b). Movement in net debt ⁽¹⁾

(US\$ million)

	Cash and cash equivalents	Short term investments and Non-current Bank Deposits	Total cash and short-term investments	Short-term borrowing Debt carrying value	Long-term borrowing* Debt carrying value	Total Net Debt ⁽⁴⁾
At 01 April 2021	701	4,945	5,646	(546)	(15,831)	(10,731)
Cash flow from continuing operations ⁽³⁾	610	(1,998)	(1,388)	(584)	686	(1,286)
Other non-cash changes ⁽²⁾	-	29	29	21	182	232
Foreign exchange currency translation differences	(45)	154	109	(241)	231	99
At 01 April 2022	1,266	3,130	4,396	(1,350)	(14,732)	(11,686)
Cash flow from continuing operations ⁽³⁾	(325)	(1,093)	(1,418)	(572)	498	(1,492)
Other non-cash changes ⁽²⁾	-	(60)	(60)	(3)	(34)	(97)
Foreign exchange currency translation differences	(83)	(207)	(290)	309	526	545
At 31 March 2023	858	1,770	2,628	(1,616)	(13,742)	(12,730)

* Includes current maturities of long-term borrowings of US\$ 4,193 million as at 31 March 2023 (31 March 2022: US\$ 3,622 million)

- (1) Net debt is a non-IFRS measure and represents total debt after fair value adjustments under IAS 32 and IFRS 9 as reduced by cash and cash equivalents and short-term investments,
- (2) Other non-cash changes comprise amortisation of borrowing costs, foreign exchange difference on net debt. It also includes US\$ 60 million (31 March 2022: US\$ 28 million) of fair value movement in investments and accrued interest on investments.
- (3) Consists of net repayment of working capital loan, proceeds and repayments of short-term and long-term borrowings.
- (4) Total net debt excludes movement in lease liabilities which is separately disclosed in Note 23.

22(c). Operational buyer's/Supplier's Credit

Operational Buyers' /Suppliers' Credit is availed in foreign currency from offshore branches of Indian banks or foreign banks at an interest rate ranging from 0.69% to 7.80% per annum and in rupee from domestic banks at interest rate ranging from 4.34%-8.80% per annum. These trade credits are largely repayable within 180 days from the date of draw down. Operational Buyers' credit availed in foreign currency is backed by Standby Letter of Credit issued under working capital facilities sanctioned by domestic banks. Part of these facilities are secured by first pari passu charge over the present and future current assets of the Group.

23. Trade and other payables

(US\$ million)

	As at 31 March 2023			As at 31 March 2022		
	Non- Current	Current	Total	Non- Current	Current	Total
Lease liability ⁽⁴⁾	23	39	62	27	45	72
Dividend payable to NCI	-	426	426	-	16	16
Trade payables	-	1,344	1,344	-	1,370	1,370
Liabilities for capital expenditure	151	1,225	1,376	127	1,452	1,579
Profit petroleum payable	-	349	349	-	288	288
Security deposits and retentions	-	37	37	-	31	31
Put option liability with non-controlling interests ⁽¹⁾	5	25	30	32	-	32
Other payables ⁽³⁾	40	492	532	15	617	632
Financial (A)	219	3,937	4,156	201	3,819	4,020
Statutory liabilities	-	463	463	-	418	418
Advance from customers ⁽²⁾	-	1,087	1,087	53	546	599
Other payables	-	26	26	-	33	33
Non-financial (B)	-	1,576	1,576	53	997	1,050
Total (A+B)	219	5,513	5,732	254	4,816	5,070

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Trade payables are majorly non-interest bearing and are normally settled upto 180 days terms.

The fair value of trade and other payables is not materially different from the carrying value presented.

- (1) The non-controlling shareholders of ASI have an option to offload their shareholding to the Group. The option is exercisable at any time within the period of three years following the fifth anniversary of the date of shareholders' agreement (22 December 2017) at a price higher of US\$ 0.757 per share and the fair market value of the share. Therefore, the liability is carried at higher of the two. Subsequent changes to the put option liability are treated as equity transaction and hence accounted for in equity.
- (2) Advance from customers are contract liabilities to be settled through delivery of goods. The amount of such balances as on 01 April 2021: US\$ 850 million. During the current year, the Group has recognised revenue of US\$ 546 million (31 March 2022: US\$ 835 million) out of such opening balances. All other changes are either due to receipt of fresh advances or exchange differences.
- (3) Includes revenue received in excess of entitlement interest of US\$ 61 million (31 March 2022: US\$ 119 million) of which US\$ 34 million is payable to ONGC, and reimbursement of expenses, interest accrued on other than borrowings, liabilities related to claim, liability for stock options etc.
- (4) Movement in lease liabilities is as follows:

	(US\$ million)
At 01 April 2022	72
Payments made	(23)
Other non-cash changes:	
Additions during the year	18
Interest on lease liabilities	2
Deletions	(7)
At 31 March 2023	62

24. Financial instruments

Financial Assets and Liabilities:

The following tables present the carrying value and fair value of each category of financial assets and liabilities as at 31 March 2023 and 31 March 2022:

	(US\$ million)					
As at 31 March 2023	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	11	-	15	-	26	26
Financial asset investments held at fair value	35	28	-	-	63	63
Short term investments						
- Bank deposits	-	-	-	161	161	161
- Other investments	1,051	516	-	-	1,567	1,567
Cash and cash equivalents	-	-	-	1,037	1,037	1,037
Other non-current assets and trade and other receivables	47	-	-	3,072	3,119	3,215
Total	1,144	544	15	4,270	5,973	6,069



NOTES TO THE FINANCIAL STATEMENTS

(US\$ million)

As at 31 March 2023	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortised cost	Others*	Total carrying value	Total fair value
Financial Liabilities						
Financial instruments (derivatives)	9	16	-	-	25	25
Trade and other payables**	120	-	5,673	30	5,823	5,823
Borrowings	-	-	15,358	-	15,358	14,024
Total	129	16	21,031	30	21,206	19,872

*Represents put option liability accounted for at fair value

**Includes operational buyers' credit/suppliers' credit of US\$ 1,667 million

(US\$ million)

As at 31 March 2022	Fair value through profit or loss	Fair value through other comprehensive income	Derivatives designated as hedging instruments	Amortised cost	Total carrying value	Total fair value
Financial Assets						
Financial instruments (derivatives)	1	-	33	-	34	34
Financial asset investments held at fair value	4	16	-	-	20	20
Short term investments						
- Bank deposits	-	-	-	849	849	849
- Other investments	2,268	-	-	-	2,268	2,268
Cash and cash equivalents	-	-	-	1,328	1,328	1,328
Other non-current assets and trade and other receivables	69	-	-	3,193	3,262	3,327
Total	2,342	16	33	5,370	7,761	7,826

As at 31 March 2022	Fair value through profit or loss	Derivatives designated as hedging instruments	Amortised cost	Others*	Total carrying value	Total fair value
Financial Liabilities						
Financial instruments (derivatives)	18	53	-	-	71	71
Trade and other payables**	137	-	5,328	32	5,497	5,497
Borrowings	-	-	16,082	-	16,082	15,840
Total	155	53	21,410	32	21,650	21,408

*Represents put option liability accounted for at fair value

**Includes operational buyers' credit/suppliers' credit of US\$ 1,477 million

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)