

VEDL/Sec./SE/21-22/58

July 28, 2021

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

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 500295

Scrip Code: VEDL

Sub: Compliance under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Dear Sir/Madam,

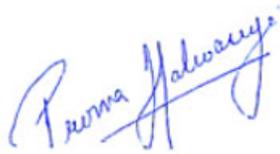
In terms of Regulation 3(3) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, please find the enclosed "Fifth Deed of Variation" to the Trust Deed of Vedanta Limited ESOS Trust as approved by the Nomination and Remuneration Committee of the Company, in relation with Vedanta Limited Employee Stock Option Scheme - 2016.

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

Thanking you,

Yours faithfully,

For Vedanta Limited



Prerna Halwasiya
Company Secretary & Compliance Officer

Enclosed: As above.

VEDANTA LIMITED

REGISTERED OFFICE: Vedanta Limited, 1st Floor, 'C' wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East),
Mumbai – 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530

CIN: L13209MH1965PLC291394



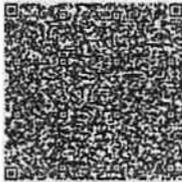
सत्यमेव जयते

INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

e-Stamp

Certificate No.	: IN-DL99261288705209T
Certificate Issued Date	: 19-Jul-2021 11:59 AM
Account Reference	: IMPACC (IV)/ dl782903/ DELHI/ DL-DLH
Unique Doc. Reference	: SUBIN-DL78290396491357178054T
Purchased by	: VEDANTA LIMITED
Description of Document	: Article 5 General Agreement
Property Description	: Not Applicable
Consideration Price (Rs.)	: 0 (Zero)
First Party	: VEDANTA LIMITED
Second Party	: Not Applicable
Stamp Duty Paid By	: VEDANTA LIMITED
Stamp Duty Amount(Rs.)	: 100 (One Hundred only)



.....Please write or type below this line.....

FIFTH DEED OF VARIATION

THIS FIFTH DEED OF VARIATION TO THE TRUST DEED OF VEDANTA LIMITED ESOS TRUST (hereinafter referred to as "Deed of Variation") is made on this 28 day of July 2021.

BETWEEN

Vedanta Limited, a Company incorporated under the provisions of the Companies Act, 1956, having its registered office at 1st Floor, 'C' Wing, Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East), Mumbai - 400093 (hereinafter referred to as "the Settlor") which



Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shcilestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

expression shall unless repugnant to or inconsistent with the context mean and include its successors and assigns of the ONE PART

AND

1. **Mr. Praveen Purohit**, Vedanta Limited, Core 6, 3rd Floor, SCOPE Complex 7, Lodhi Road, New Delhi, 110003, India
2. **Mr. Deodatta Padgaonkar**, Vedanta Limited, 75 Nehru Road, Vile Parle (East), Mumbai 400099 (Maharashtra)
3. **Ms. Leena Verenkar**, Vedanta Limited, Sesa Ghor, 20 EDC Complex Patto, Panaji, Goa-403001
4. **Ms. Anushree Bafna**, Vedanta Limited, Core 6, 3rd Floor, SCOPE Complex 7, Lodhi Road, New Delhi, 110003, India

(hereinafter collectively referred to as “the Trustees” and individually as “the Trustee” which expression shall unless repugnant to or inconsistent with the context mean and include all the Trustees from time to time of this Trust, survivors and the legal representatives and executors administrators and successors of the last of the survivor of the Trustees) of the OTHER PART.

WHEREAS:

- A. The Settlor had vide Trust Deed dated 17th December, 2016, as amended by the 1st Deed of Variation dated 25th May, 2017, 2nd Deed of Variation dated 13th July, 2018, 3rd Deed of Variation dated 07th February 2020 and 4th Deed of Variation dated 13th day of November 2020 (hereinafter collectively referred to as the “Trust Deed”), set up a Trust known as **Vedanta Limited ESOS Trust (“Trust”)** with a view to administer the Settlor’s employee stock option plan namely Vedanta Limited Employee Stock Option Scheme 2016, on the terms more particularly mentioned therein.
- B. On account of change of address of the office of the Trust, it is thought expedient to update the Trust Deed and accordingly, the address of the Trust specified in Clause (2) under the Background of the Trust Deed dated 17th December, 2016 is intended to be amended by way of substitution with a Clause with the updated address.
- C. In view of the aforesaid, the Settlor and the Trustees are now desirous of modifying the Trust Deed as per the terms and conditions set forth herein.

NOW, THEREFORE, THIS DEED OF VARIATION WITNESSETH AS FOLLOWS:

1. That Clause (2) under the Background of the Trust Deed dated 17th December, 2016 be amended by substitution of the following Clause as follows:

“(2) The Company desires to establish a trust by the name of Vedanta Limited ESOS Trust (“Trust”) with its office at Core 6, 3rd Floor, SCOPE Complex 7, Lodhi Road, New Delhi, 110003, India, for administering the Scheme, based on the terms of this Deed.”

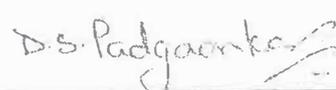
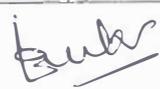
2. That the variation shall have the effect of amending the Trust Deed only to the extent of change in the address of the office of the Trust as stated hereinabove and that this Deed of Variation

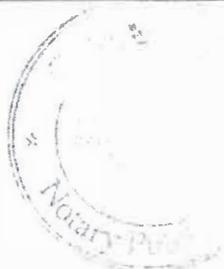


shall be an integral part of the Trust Deed and that the Trust Deed as deemed to be amended by this Deed of Variation shall have full force and effect in all other respects.

3. That the Settlor represents and warrants that it has the requisite power and authority to execute this Deed of Variation and the execution whereof has been duly authorized by all the necessary actions on its part.

IN WITNESS WHEREOF, THE SETTLOR CAUSED THIS DEED OF VARIATION TO BE DULY EXECUTED AS OF THE DAY, MONTH AND YEAR HEREINABOVE WRITTEN

Signed, sealed and delivered for and on behalf of Settlor by Mr. Sunil Duggal, Whole-Time Director & Chief Executive Officer	
Signed, sealed and delivered by the within named Trustees:	
1. Mr. Praveen Purohit	
2. Mr. Deodatta Padgaonkar	
3. Ms. Leena Verenkar	
4. Ms. Anushree Bafna	
Witnesses:	
1.  Name: Dashmeet Rana Address: Scope Complex, Lodhi Road	
2.  Name: Surneet Kaur Address: Scope Complex, Lodhi Road	



19 JUL 2021