

VEDL/Sec./Misc./19-20/147

February 18, 2020

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 500295

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051
Scrip Code: VEDL

Dear Sir(s),

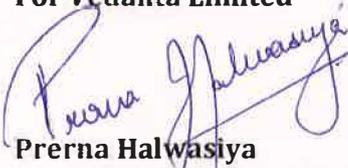
Sub: Compliance under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

In terms of Regulation 3(3) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, please find the enclosed the "Third 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



VEDANTA LIMITED

DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurugram - 122002, Haryana, India | T +91 124 459 3000 | F +91 124 414 5612
www.vedantalimited.com

REGISTERED OFFICE: Vedanta Limited, 1st Floor, 'C' wing, Unit IO3, Corporate Avenue, Atul Projects, Chakala, Andheri (East),
Mumbai - 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530

CIN: L13209MH1965PLC291394

Bond.



**Indian-Non Judicial Stamp
Haryana Government**



Date :06/02/2020

Certificate No. G0F2020B389



Stamp Duty Paid : ₹ 101
(Rs. Only)

GRN No. 62547317



Penalty : ₹ 0
(Rs. Zero Only)

Deponent

Name: Vedanta Limited

H.No/Floor : Na

Sector/Ward : Na

Landmark : Dlf phase 2

City/Village : Gurugram

District : Gurugram

State : Haryana

Phone : 0



Purpose : OTHERS to be submitted at Concerned office

THIRD DEED OF VARIATION

THIS THIRD DEED OF VARIATION TO THE TRUST DEED OF VEDANTA LIMITED ESOS TRUST (hereinafter referred to as "**Deed of Variation**") is made on this 07th day of February 2020

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 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, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana)
2. **Mr. Deodatta Padgaonkar**, Vedanta Limited, 75 Nehru Road, Vile Parle (East), Mumbai 400099 (Maharashtra)
3. **Mr. Abhishek Chhajer**, Electrosteel Steels Limited, Village: Siyaljori, PO-Jogidih, OP: Bangaria P.S-Chandankyari, Dist.: Bokaro (Jharkhand)
4. **Ms. Leena Verenkar**, Vedanta Limited, Sesa Ghor, 20 EDC Complex Patto, Panaji, Goa-403001



(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 and 2nd Deed of Variation dated 13th July, 2018 (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. Below three (3) trustees of the Trust, (hereinafter referred to as the “Former Trustees”), had resigned as Trustees from the Board of Trustees of the Trust and the Nomination and Remuneration Committee (“Committee”) of the Settlor being empowered under the Trust Deed had accepted such resignation.
1. Mr. Suresh Bose, Vedanta Limited, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana)
 2. Mr. Anup Agarwal, Vedanta Limited, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana)
 3. Ms. Pallavi Bakhru, Vedanta Limited, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana)
- C. Provisions of Clause 8 of Trust Deed confer a power on the Committee for appointment of Trustee(s) and that the Committee is desirous of appointing Mr. Praveen Purohit, Mr. Abhishek Chhajer and Ms. Leena Verenkar as new Trustees of the Trust as per this Deed of Variation.
- D. 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:

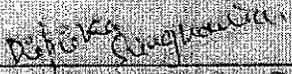
1. That Mr. Praveen Purohit, Mr. Abhishek Chhajer and Ms. Leena Verenkar are being appointed as Trustees effective from January 31, 2020, in place of Mr. Suresh Bose, Mr. Anup Agarwal and Ms. Pallavi Bakhru pursuant to provisions of Clause 8 of the Trust Deed and that all the provisions as to Trustee powers, obligations, duties and other provisions of the Trust Deed shall apply as if she is an original Trustee of the Trust with effect from this date hereof.
2. That the variations shall have the effect of amending the Trust Deed only to the extent of change in the original Trustees 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.

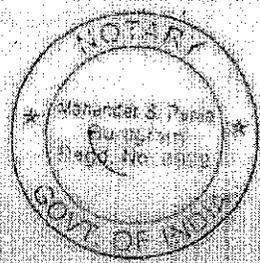


A handwritten signature in blue ink, appearing to be "Praveen Purohit".

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 07TH DAY OF FEBRUARY 2020

Signed, sealed and delivered for and on behalf of Settlor by Mr. GR Arun Kumar, Whole-Time Director & Chief Financial Officer	
Signed, sealed and delivered by the within named Trustees:	
1. Mr. Praveen Purohit	
2. Mr. Deodatta Padgaonkar	
3. Mr. Abhishek Chhajjar	
4. Ms. Leena Verenkar	
Witnesses:	
1.  Name: DASHMEET RANA Address: VEDANTA LIMITED, DLF ATRIA, GURUGRAM	
2.  Name: DIPIKA SINGHANIA Address: Vedanta Limited, DLF Atria, Gurgaon-122002	



ATTESTED

 MAHENDER S. PUNIA
 ADVOCATE & NOTARY
 HARYANA, INDIA

07 FEB 2020