

VEDL/Sec./Misc./18-19/78

July 25, 2018

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 “Second 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

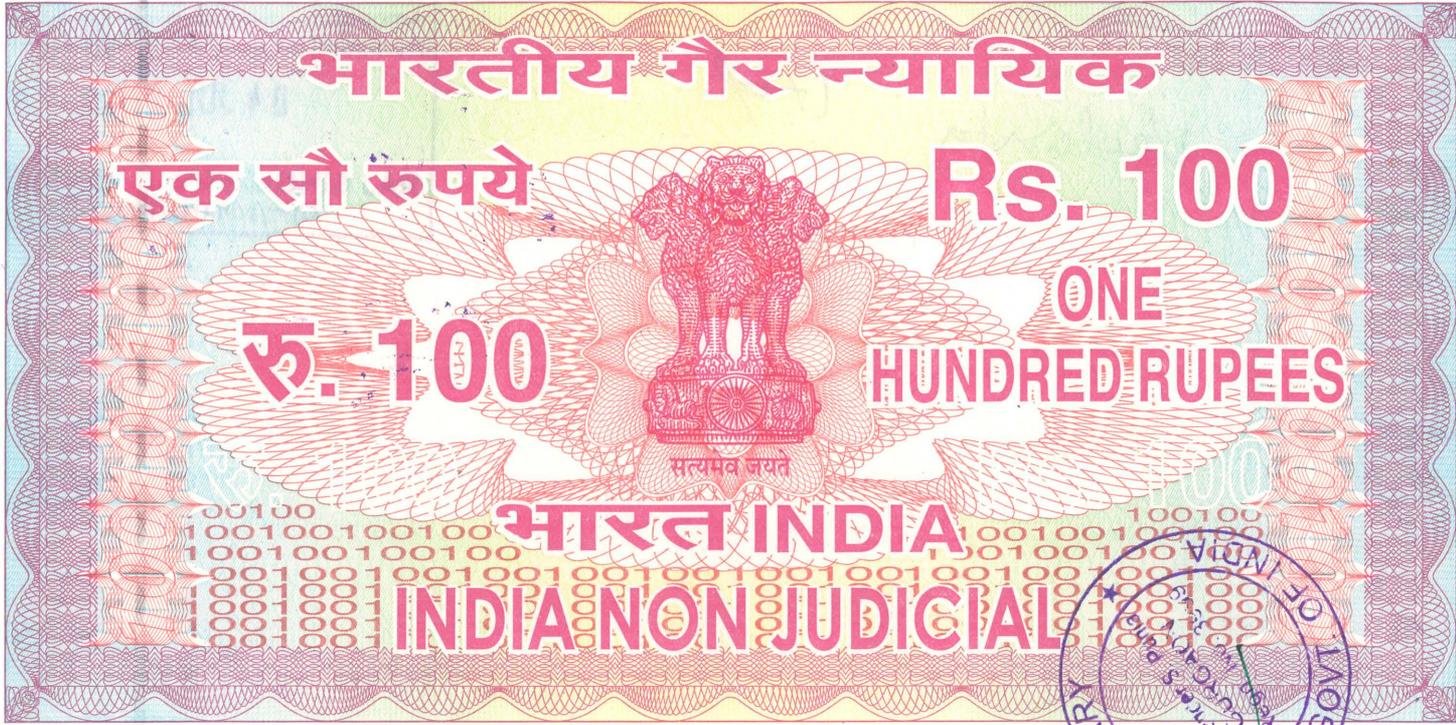
GR Arun Kumar
Whole-Time Director & Chief Financial Officer

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 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East),
Mumbai – 400093, Maharashtra, India | T +91 22 6643 4500 | F +91 22 6643 4530

CIN: L13209MH1965PLC291394



हरियाणा HARYANA

SECOND DEED OF VARIATION

THIS SECOND DEED OF VARIATION TO THE TRUST DEED OF VEDANTA LIMITED ESOS TRUST (hereinafter referred to as "Deed of Variation") is made on this 13th day of July 2018

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. Suresh Bose**, 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. Anup Agarwal**, Vedanta Limited, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana)
4. **Ms. Pallavi Bakhru**, Vedanta Limited, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana)

(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 Deed of Variation dated 25th May, 2017 (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 Plan 2016, on the terms more particularly mentioned therein.
- B. Two of the trustees of the Trust, namely 1. Mr. Dilip Pattanayak, Vedanta Limited, 75 Nehru Road, Vile Parle (East), Mumbai 400099 (Maharashtra), and 2. Ms. Rashmi Mohanty, Vedanta Limited, DLF Atria, Phase 2, Jacaranda Marg, DLF City, Gurgaon 122002 (Haryana) (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.
- 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 Ms. Pallavi Bakhru as a new Trustee 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 Ms. Pallavi Bakhru is being appointed as a Trustee 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 Mr. Dilip Pattanayak and Ms. Rashmi Mohanty, former Trustees of the Trust have been removed from trusteeship of the Trust in consideration of their resignation with effect from this date hereof.
3. 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.
4. 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.



A handwritten signature in blue ink, appearing to be "S. Punia".

IN WITNESS WHEREOF, THE SETTLOR CAUSED THIS DEED OF VARIATION TO BE DULY EXECUTED AS OF THE 13TH DAY OF JULY 2018

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. Suresh Bose	
2. Mr. Deodatta Padgaonkar	
3. Mr. Anup Agarwal	
4. Ms. Pallavi Bakhru	
Witnesses:	
1. <u>DASHMEET RANA</u>  Name: <u>Dashmeet Rana</u> Address: <u>Vedanta Limited, DLF Atria, Jaccaranda Marg, Gurgaon</u>	
2. <u>Deepali</u> Name: <u>DEEPAI KAUR</u> Address: <u>Vedanta Limited, DLF Atria, Jaccaranda Marg, Gurgaon</u>	



ATTESTED
MAHENDER S. PUNIA
ADVOCATE & NOTARY
DIST. BUREAU (GURGAON) (HR)