

VEDL/Sec./SE/20-21/145

November 27, 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),

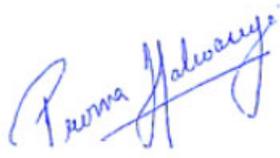
**Sub: Compliance under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.**

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 "Fourth 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**

**REGISTERED OFFICE:** Vedanta Limited, 1<sup>st</sup> 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

Bond



Indian-Non Judicial Stamp  
Haryana Government



Date : 10/11/2020

Certificate No. G0J2020K2100



Stamp Duty Paid : ₹ 101

GRN No. 68997888



(Rs. Only)

Penalty : ₹ 0

(Rs. Zero Only)

Deponent

Name : Vedanta Limited

H.No/Floor : Na

Sector/Ward : Na

Landmark : Na

City/Village : Gurugram

District : Gurugram

State : Haryana

Phone : 87\*\*\*\*\*89



Purpose : TRUST DEED OF VARIATION to be submitted at Concerned office

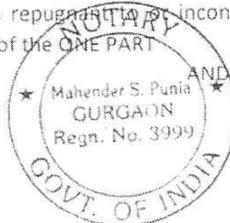
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FOURTH DEED OF VARIATION

THIS FOURTH DEED OF VARIATION TO THE TRUST DEED OF VEDANTA LIMITED ESOS TRUST (hereinafter referred to as "Deed of Variation") is made on this 13<sup>th</sup> day of November 2020

BETWEEN

**Vedanta Limited**, a Company incorporated under the provisions of the Companies Act, 1956, having its registered office at 1<sup>st</sup> 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 or inconsistent with the context mean and include its successors and assigns of the ONE PART



1. Mr. Praveen Purohit, Vedanta Limited, ASF Center, Tower B, Jwala Mill Road, Phase IV, Udyog Vihar, Gurugram, Haryana 122016.
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, ASF Center, Tower B, Jwala Mill Road, Phase IV, Udyog Vihar, Gurugram, Haryana 122016.

(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 17<sup>th</sup> December, 2016, as amended by the 1<sup>st</sup> Deed of Variation dated 25<sup>th</sup> May, 2017, 2<sup>nd</sup> Deed of Variation dated 13<sup>th</sup> July, 2018 and 3<sup>rd</sup> Deed of Variation dated 07<sup>th</sup> February 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. Below one (1) trustees of the Trust, (hereinafter referred to as the "Former Trustee"), had resigned as Trustee 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. Abhishek Chhajer, Electrosteel Steels Limited, Village: Siyaljori, PO-Jogidih, OP: Bangaria P.S-Chandankyari, Dist.: Bokaro (Jharkhand)
- 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. Anushree Bafna as 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:**

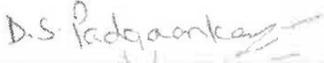
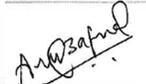
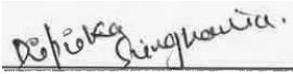
1. That Ms. Anushree Bafna is being appointed as Trustee effective from November 06, 2020, in place of Mr. Abhishek Chhajer pursuant to provisions of Clause 8 of the Trust Deed and that all the provisions as to Trustee powers, obligations, duties and other provisions of the Trust Deed shall apply as 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

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 13<sup>TH</sup> DAY OF NOVEMBER 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. Ms Leena Verenkar	
4. Ms Anushree Bafna	
Witnesses:	
1. 	
Name: Dipika Singhania	
Address: Vedanta Limited, ASF center, Udyog Vihar, Gurugram, 122016	
2. 	
Name: Dashmeet Rana	
Address: Address: Vedanta Limited, ASF center, Udyog Vihar, Gurugram, 122016	



ATTESTED  
MAHENDER SINGH PUNIA  
Advocate & Notary  
Distt Gurugram, Haryana, India