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**INSIDER TRADING PROHIBITION POLICY**

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**Code of Conduct to Regulate, Monitor and Report Trading By Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

**Version - R3**

**Effective July 31, 2018**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and as approved by the Board of Directors in their meeting held on July 31, 2018]

**Vedanta Limited**

Regd. Office: 1<sup>st</sup> Floor, C wing, Unit 103, Corporate Avenue, Atul Projects,  
Chakala, Andheri (East), Mumbai-400093, Maharashtra, India.

CIN: L13209MH1965PLC291394

Website: [www.vedantalimited.com](http://www.vedantalimited.com)

## **VEDANTA LIMITED**

### **Insider Trading Code**

Vedanta Limited ('Company') endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and is committed to transparency and fairness in dealing with all its stakeholders and ensuring adherence to all laws and regulations. This Code is intended to serve as a guiding charter for all the concerned persons associated with the Company and defines the principles and the restrictions to be observed while dealing or proposing to deal in any transaction w.r.t. the Securities of the Company and related matters.

The Securities of the Company are listed on BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and the Company's American Depository Receipts (ADRs) are listed on New York Stock Exchange (NYSE).

The Securities and Exchange Board of India (SEBI) Regulations; Securities Act, 1933; the Securities Exchange Act, 1934; and the Securities and Exchange Commission, USA [collectively referred as SEBI Regulations and US Securities Laws] prohibits the communication of Unpublished Price Sensitive Information (UPSI) to any person except as required under law. Further, procuring any person to Trade in securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations and US Securities Laws. Violation of the SEBI Regulations and US Securities Laws subject Insiders to severe penalties including fines and imprisonment.

*The Company has no tolerance for any form of Insider Trading or similar unlawful security related trade practices.*

#### **A. SCOPE & APPLICABILITY**

This Code is applicable to all the Insiders.

Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer.

#### **B. DEFINITIONS**

**Insiders** include:

- A. Designated Persons comprising:-
  - i. Promoter, Directors and KMPs of the Company;
  - ii. Directors and KMPs of the holding Company, Indian subsidiary Company and non-investment foreign companies;
  - iii. Group EXCO Members;
  - iv. Business EXCO Members;
  - v. SBU EXCO Members;
  - vi. Finance EXCO Members;
  - vii. Group Project Council;
  - viii. All Executive, Personal Secretaries/Assistants of Directors, KMPs and Group EXCO members of the Company..

- ix. Employees of the following Departments/ functions of Vedanta Corporate Group (Gurgaon, Mumbai & London Corporate Office) who are deemed to have access and possession of Unpublished Material Price Sensitive Information, viz.
- Treasury
  - Corporate Finance including FP&A and Financial Reporting team
  - Taxation
  - Management Assurance System (MAS)
  - Corporate Communication
  - Investor Relation
  - Commercial
  - Secretarial
  - Legal
  - M&A team
- B. Connected Person as defined Connected persons as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015;
- C. Any person who is in possession of or having access to Unpublished Price Sensitive Information
- D. Any other person who may be included in the ambit of definition of Insider as per applicable SEBI Regulations and US Securities Laws or which in the opinion of the Compliance Officer of the Company needs to be included in the category of Insider.

***Unpublished Price Sensitive Information*** means any information, relating to a company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- changes in Key Managerial Personnel (KMP);
- material events in accordance with listing regulations.

***Generally available information*** means information that is accessible to the public on a non-discriminatory basis.

***Immediate Relative*** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

***Securities*** include not only shares but also includes scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of the Company or other body corporate, derivative and such other instruments as defined under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

## **INTERPRETATION**

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India

Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder.

### **AMENDMENTS IN LAW**

Any subsequent amendment/modification in the SEBI Regulations and US Securities Laws, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

### **IMPLEMENTATION OF THE POLICY**

The Policy shall be effective from January 31, 2018. With the implementation of this Policy, the existing Insider Trading Prohibition Policy shall stand withdrawn.

### **INSIDER TRADING MONITORING COMMITTEE**

The Insider Trading Monitoring Committee comprises of the following officials:

- Chief Financial Officer (CFO)
- Company Secretary (CS)
- Group Chief Human Resource Officer (CHRO)/ VP Group HR

The Chief Financial Officer shall be the Chairman of the Committee and the Company Secretary shall act as Secretary of the Committee.

The Insider Trading Monitoring Committee shall be responsible for the following:

- a) Overall administration of the Policy;
- b) Review list of Designated Persons on a half yearly basis and inform the Board regarding the changes, if any;
- c) Conduct inquiries/investigations regarding alleged violations of the Code or the SEBI Regulations;
- d) Decide upon the penal consequences to be imposed on Designated Persons for any contravention of the Code;
- e) Waive the penal consequences for contraventions of the Code which does not amount to contravention of the SEBI Regulations;
- f) Seek any such information / documents from the Designated Persons and employee(s) of the Company and their Immediate Relatives, as the case may be, for the purpose of enforcing the provisions of this Code and the SEBI Regulations, and it shall be the duty of such persons to provide the same forthwith. Failure or refusal to co-operate in such enquiries shall be deemed to be a serious violation of the obligations owed to the Company under this Code;
- g) The Committee, considering the nature and severity of the breach, may decide to report any such breach and action taken to the Securities and Exchange Board of India. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee;

The Committee can delegate all or any of the above, to the Compliance Officer of the Company.

## **DUTIES OF COMPLIANCE OFFICER**

- The Compliance Officer shall report to the Board and in particular shall provide reports to the Chairman of the Audit Committee and Insider Trading Committee at such frequency as may be stipulated by the Board.
- The Compliance Officer shall decide and notify the No Trading Period/Trading Window Closure Period;
- The Compliance Officer shall clarify issues regarding the Policy and redressing the grievances of the Insiders;
- The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- The Compliance Officer shall also be authorized to make necessary disclosures with the Stock Exchanges and other relevant statutory authorities in compliance with the SEBI Regulations.
- The Compliance Officer shall maintain a record of the Insiders and any changes made in the list of the Insiders.
- The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.
- The Compliance Officer shall maintain records of all the declarations given by the employees for a minimum period of five years.
- The Compliance Officer shall assist in addressing any clarifications regarding the SEBI Regulations and the Code.
- The tracking of Trading in Securities of the Company by the Employees will be done by M/s Karvy Computershare (P) Ltd., the Company's Registrar & Share Transfer Agents. Karvy will send a weekly report to the Compliance Officer;
- Such other duties as may be delegated by the Insider Trading Monitoring Committee from time to time

## **INQUIRIES FROM THIRD PARTIES**

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Corporate Communication department.

## **PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION**

All Insiders as defined above who are in possession of UPSI shall be subject to trading restrictions as set out below. These restrictions shall also apply to Insiders keeping in mind the objectives of this Code.

## **TRADING WINDOW**

The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities. Insider shall not trade in any Securities of the Company during the period beginning two weeks before the date of Board meeting to be held to consider the quarterly/half yearly/annual financial results of the Company and ending 48 hours after the public release of earnings data for such quarter.

Additionally, the Board shall specify a time for commencement of closing of Trading Window at the time of:

- (a) Declaration of dividends (interim and final)
- (b) Issue of Securities by way of public/rights/bonus issue etc;
- (c) Any major expansion plans or execution of new projects;
- (d) Amalgamation, mergers, takeovers and buy back;
- (e) Disposal of whole or substantially whole of the undertaking;
- (f) Any changes in policies, plans or operations of the Company.

When the Trading Window is closed, the Insiders shall not trade in the Company's Securities. All the Insiders, after seeking pre-clearance from Compliance Officer can trade in Securities of the Company only in a valid Trading Window and shall not trade in the Company's Securities during the periods when Trading Window is closed.

The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the UPSI is made public.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

#### **PRE-CLEARANCE OF TRADES**

To provide assistance in preventing inadvertent violations of applicable SEBI Regulations and US Securities Laws and to avoid the appearance of impropriety in connection with the purchase and sale of Company's Securities, **all transactions in Company's Securities (including without limitation, acquisitions and dispositions of Company's Securities, cashless exercise of stock options) by the Insiders must be pre-cleared.**

In case of stock options (ESOPs), exercise of options under Cash method is allowed during the period when the trading window is closed. However, the sale of shares allotted on exercise of stock options is strictly prohibited when trading window is closed.

The pre-clearance needs to be approved and obtained as under:

- All Pre-clearances needs to be applied to the Compliance Officer
- The Pre-clearances will be approved jointly by the Group CFO and Compliance Officer of the Company

All Insiders may trade in the Company's Securities only after obtaining pre-clearance of the proposed transactions from the Compliance Officer by submitting an application as per **Annexure I** and declaring that they are not in possession of any price sensitive information.

Any oral request from the Insider under this Code and/or oral confirmation for trading in Securities of the Company is not acceptable and shall not be regarded as a valid request or approval for trading in Securities of the Company.

The approval/rejection would be conveyed through electronic mail. If consent to trade in the Company's Securities is refused, the refusal in itself will constitute Price Sensitive Information and should not be divulged to any party. The consent or refusal to a trading request will be communicated as soon as possible following the request being made and a copy of the response will be given to the person concerned. If a request to trade is refused, the Compliance Officer shall

provide a written statement of the reasons, to the extent possible, for withholding his or her consent.

Unless the Insider concerned receives a formal communication from the Compliance Officer granting clearance to trade, no approval shall be deemed to have been granted and the Insider cannot trade in Securities of the Company.

While granting permission, the Compliance Officer may impose certain conditions or restrictions, as may be necessary.

Also, Insider can trade only upto the number of Securities for which the approval is granted by the Compliance Officer. Any trade which is in excess of number of Securities for which approval has been granted or which is of a kind different from what has been approved, is not permissible. The same will require a fresh approval as provided in the Code.

*As an example, if approval has been granted to employee "A" for buying 100 shares, then subject to other conditions of the Code, "A" can buy upto 100 shares but cannot undertake any sale of shares. Also, approval for "A" will not be construed as approval for another employee "B", unless the process as provided in the Code is followed by "B".*

#### **PRE-CLEARANCE FOR DEALINGS BY THE COMPLIANCE OFFICER**

In case the Compliance Officer of the Company intends to trade in the Securities of the Company, he / she shall seek pre-clearance of trade from the Insider Trading Committee ('the Committee') of the Company. All other provisions of the Code will mutatis-mutandis apply in respect of transactions by the Compliance Officer.

#### **OTHER RESTRICTIONS**

- Trading by or on behalf of a Insider relatives or any dealings by any trust, company or person with whom an employee or his Immediate Relative is regarded as "Associated" are also deemed to be "Trading in the Company's Securities" and shall be governed by provisions of this Code. Please refer to **Annexure VI** for full details of term "Associated".
- The pre-clearance once approved, shall be valid for a period of 7 trading days from the date of approval. The details of Securities traded shall be informed to the Compliance Officer as per format enclosed as **Annexure II** within two trading days of execution of trade.

If the order is not executed within 7 trading days after the approval is given the Insider must pre-clear the transaction again. The Insider shall also be required to provide reasons to the Compliance officer, as per format provided in **Annexure I**, in case no trades are executed or the trades executed are for lower quantity than the quantity for which the approval was sought.

All the Insiders who are permitted to trade shall not:

- Enter into an opposite transaction i.e., sell or buy any number of Securities during the next 6 (six) months following the prior transaction.
- Shall also not take positions in derivative transactions in the Securities of the company at any time.

- The holding period shall also apply to subscription in the primary market (IPOs/ FPOs). In the case of IPOs/FPOs, the holding period shall be 30 days and would commence when the Securities are actually allotted.

In case the sale of Securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his / her reasons in this regard.

The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI Regulations. Should a contra-trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

### **RESTRICTIONS POST ASSOCIATION WITH THE COMPANY /CHANGES IN DESIGNATED PERSON LIST**

The Employees who have ceased to be associated with the Company and any of its direct or indirect subsidiary companies or associate companies shall not, for a period of 6 (six) months from date of cessation, directly or indirectly trade in Company's Securities while in possession on any Unpublished Price Sensitive Information.

Further any employee who ceases to be an Insider as per the designated person list shall also be considered as an Insider for a cooling period of 3 month.

### **TRADING PLAN**

An Insider shall be entitled to formulate a Trading Plan that complies with SEBI regulations for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan (**Annexure III**).

Such Trading Plan shall:

1. Not entail commencement of Trading earlier than six months from the public disclosure of the plan;
2. Not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
3. Entail trading for a period of not less than twelve months;
4. Not entail overlap of any period for which another Trading Plan is already in existence;
5. Set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
6. Not entail trading in Securities for market abuse



The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.

However, the implementation of the Trading Plan shall not commence, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information.

Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to stock exchanges.

Further, the Insider shall also not be allowed to deal in Securities of the Company, if the date of trading in Securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

In case of request for approval of a Trading Plan by an Insider, the Compliance Officer may seek such additional information or undertaking, as it may deem necessary, before taking any decision in the matter.

#### **CONSEQUENCE OF NON COMPLIANCE WITH THE POLICY**

Failure to comply with this Code is a disciplinary issue and may also constitute a criminal offence in certain cases. Any employee who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action as may be considered appropriate by the 'Insider Trading Monitoring Committee' as per the sanction framework decided and approved by the Committee. All Breaches of this Code with actions taken by the Committee' shall be reported to the Board of Directors of the Company on a quarterly basis. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

#### **PENALTIES BY THE STATUTORY AUTHORITIES**

In case a Designated Person executes a contra trade within a period of six months, profit from such trade will be required to be deposited in the Investor Protection and Education Fund ("IPEF") of SEBI. If any Designated Person contravenes any of the provisions of the Insider Trading Code / SEBI Regulations, such Designated Person will be liable for appropriate penal actions in accordance with the provisions of the SEBI Act, 1992. The minimum penalty under the SEBI Act, 1992 is Rs.10 Lakhs, which can go up to Rs. 25 crores or 3 times the profit made from trading, whichever is higher.

#### **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

- Every person on appointment as a KMP or a director of the Company or upon becoming a Promoter shall within 7 days of appointment or becoming a promoter disclose details of the Securities held in the Company to the Compliance officer **(Form B)**.
- Every promoter, employee and director of the Company shall within two trading days of transaction disclose to the Company the number of such Securities acquired or disposed of, if the value of the Securities traded, whether in one transaction or a series of transactions over

any calendar quarter, aggregates to a traded value in excess of INR 10 lacs or such other value as may be specified by the Compliance officer **(Form C)**.

- All the employees shall be required to forward the following details of their Securities transactions including a statement of Immediate Relatives (as defined by the Company) to the Compliance Officer:
  - (a) All holdings in Securities of the Company by Employees at the time of joining the Company **(Annexure IV)** ;
  - (b) Periodic statement of any transactions in Securities (the periodicity of reporting may be defined by the Company. The Company may also be free to decide whether reporting is required for trades where pre-clearance is also required); and;
  - (c) Annual statement of all holdings in Securities of the Company **(Annexure V)**.
- The Compliance officer may, at its discretion require any other Insider o to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may necessary in order to monitor compliance with these SEBI Regulations **(Form D)**

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

## **RESPONSIBILITY**

It is the responsibility of every employee and others to whom the Code is applicable, to follow and comply with the provisions of the Code. When in doubt, the employees may seek assistance of the Compliance officer for any clarification on any provisions of the Code or other related applicable regulations issued by Securities and Exchange Board of India.

## **REFERENCES**

This Code should be referred to in conjunction, amongst others, with the following:

- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time
- applicable provisions of Companies Act, 2013 as amended from time to time
- Company's Code of Business Conduct & Ethics

## **REVIEW OF THE POLICY**

The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

## **Disclaimer**

*THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY SPECIFIED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH SPECIFIED PERSON (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND US SECURITIES LAWS AND OTHER RELATED STATUTES FULLY.*

## **CODE OF FAIR DISCLOSURE AND CONDUCT**

The Board shall conduct the affairs of the Company in fair, transparent and ethical manner in the interest of the stakeholders.

This following intends to formulate the policy for fair disclosure of UPSI and the Board shall adhere to it in letter and in spirit.

1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of UPSI information to avoid selective disclosure.
3. Unless otherwise resolved by the Board, the Company Secretary shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not UPSI.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all UPSI on a need-to-know basis.

## **SANCTIONS FRAMEWORK**

- a) Verbal or Written Warning;
- b) Organizing training sessions for other employees and Insiders;
- c) Internal Action, e.g. freeze on increment/promotion, change in role, job level, ineligibility for future participation in the Company's ESOP Scheme;
- d) Monetary Penalty as may be deemed appropriate by the Committee depending on the severity of each case;
- e) Suspension or Employment Termination;

<b>Categorisation of Code Breaches</b>	<b>Suggested Sanctions</b>
<p><b>Technical Breach</b></p> <ul style="list-style-type: none"> <li>• Trading without pre clearance;</li> <li>• Executing transaction after expiry of 7 days from date of pre-clearance;</li> <li>• Non reporting of completion of transaction after pre-clearance;</li> <li>• Mis-reporting/Non reporting of information required under the Code;</li> <li>• Non submission of forms and disclosures as required under the Code;</li> <li>• Non-compliance/delay in compliance with the remedial actions as may be imposed by the Committee</li> </ul>	Any action from A to D above or a combination thereof, as may be decided by the Committee depending on the severity of each case.
<p><b>Substantial Breach</b></p> <ul style="list-style-type: none"> <li>• Trading for profiteering in Vedanta Limited Securities during close period;</li> <li>• Transacting in violation of conditional pre-clearance;</li> <li>• Dealing in Derivatives;</li> <li>• Dealing in securities on the basis of price sensitive Information;</li> <li>• Passing on price sensitive information or making recommendations directly or indirectly for dealing in securities on the basis of such information</li> </ul>	Any action from C to E above or a combination thereof, as may be decided by the Code Committee depending on the severity of each case.

### **Notes:**

1. *Sanctions mentioned above are not mutually exclusive and more than one can be applied in any situation.*
2. *The committee while deciding the level of sanctions may take into account factors such as knowledge of price sensitive information, profiteering motive, level of management responsibility of the individual concerned, numbers of securities transacted, whether the breach occurred as a result of deliberate intent or not.*

The sanctions framework provides a guide for determining the appropriate sanction for a Code breach and committee may decide any other actions not listed above as may be necessary based on circumstances of a particular case.

**FORM 1**  
**APPLICATION FOR PRE - CLEARANCE OF TRADING**

**The Compliance Officer**  
Vedanta Limited

Date: \_\_\_\_\_

1. Name of the Applicant: \_\_\_\_\_ PAN \_\_\_\_\_
2. Approval sought for: Self  Dependent Immediate Relative (DIR)
3. Name of DIR and Relationship (in case of DIR): \_\_\_\_\_ PAN \_\_\_\_\_
4. Details of last transaction:  
Nature of transaction: Sale  Purchase
5. Date of transaction (dd/mm/yy): \_\_\_\_\_ No. of securities transacted: \_\_\_\_\_
6. No. of securities held in the Company as on date: \_\_\_\_\_
7. Nature of proposed transaction: Sale  Purchase
8. No. of securities proposed to be transacted: \_\_\_\_\_

9. Details of Identified Account:

Name and contact details of the Broker  
With Account Number \_\_\_\_\_

Name of Depository Participant (DP) \_\_\_\_\_

DP ID \_\_\_\_\_

Client ID \_\_\_\_\_

10. Details of any Previous Pre-Clearance, if any

Number of Shares \_\_\_\_\_ Date \_\_\_\_\_

Whether the transaction was executed or not? Yes/No:

If Yes, Details of the same, If No, reasons for not transacting the same:

**Undertaking:**

- a) I am not in possession of or knowledge of any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Policy upto the time of signing this undertaking;
- b) In the event that I am in possession/knowledge of any information that could be construed as "**Unpublished Price Sensitive Information**" as defined in the Policy, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- d) I have made full and true disclosure in the matter.
- e) I have not entered into any opposite transaction (buy / sell) during the previous six months.
- f) In the event if I do not execute the trade after receiving pre-clearance within 7 trading days, I will inform to the Compliance Officer and will not undertake any trade without taking approval from the Compliance Officer.

Signature: \_\_\_\_\_  
Name:  
Designation:

Signature: \_\_\_\_\_  
(DIR OR on behalf of DIR as well, if seeking approval for DIR)

**PRE-CLEARANCE ORDER**

PCO No. \_\_\_\_\_

Date: \_\_\_\_\_

Approval granted for purchase / sale/ exercise of \_\_\_\_\_ nos. shares/ options valid up to \_\_\_\_\_

Signature: \_\_\_\_\_  
Compliance Officer

Please provide all the information. Incomplete forms will not be accepted.

**ANNEXURE II**

**FORM 2  
FORM OF DISCLOSURE OF TRANSACTIONS**

*(To be furnished within 2 days from of transaction/dealing in Securities of the Company)*

1.	Employee No.	
2.	Name of employee	
3.	Location	
4.	If the trade is proposed to be effected in the name of any Immediate Relative, i.e., spouse, including parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to trading in securities, then details of the relative and the nature of relationship with the designated employee	
5.	No. of Securities bought/sold/subscribed/dealt	
6.	DP ID/Client ID/Folio Number	
7.	No. of Securities held prior to the date of transaction/trading in Securities In physical form In dematerialized form	
8.	Price at which the transaction/ Securities were dealt with	
9.	Total number of Securities held after acquisition / sale / other dealing	
10.	If the trade is proposed to be done in physical form then Folio Number and in case of Demat form, details of DP ID and Client ID where the securities will be credited/debited	

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

.....  
Signature of Designated Employee

Application No.	Received on	Approval Date, if any	Approval No., if any	Compliance Officer's Signature

**FORM 3**  
**APPLICATION FOR ANNUAL TRADING PLAN**

Date: \_\_\_\_\_

**To,**  
**The Compliance Officer**  
**Vedanta Limited**

1. Name of the Applicant: \_\_\_\_\_ PAN \_\_\_\_\_
2. No. of securities held in the Company as on date: \_\_\_\_\_
3. Approval sought for:     Self                       Immediate Relative (IR)
3. Trading plan belongs for a period of \_\_\_\_\_ months i.e. for a period commencing from \_\_\_\_\_ and ending on \_\_\_\_\_
5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

**Undertaking:**

- a) I will not commence trading earlier than six months from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- e) I have made full and true disclosure in the matter.
- f) I undertake to abide by this trading plan once approved and shall furnish such declarations/ disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- g) I shall not use this trading plan as a tool for market abuse

Date:

.....  
Signature of Designated Employee

For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of \_\_\_\_\_ months commencing from \_\_\_\_\_ up till \_\_\_\_\_

Notification to Stock Exchange \_\_\_\_\_

**Signature:** \_\_\_\_\_  
Compliance Officer

**Please provide all the information. Incomplete forms will not be accepted.**

**FORM 4**  
**INITIAL DISCLOSURE FORM**

*(Initial Disclosure of shareholding in Vedanta Limited at the time of joining or at the time of being promoted as designated employee)*

1	Employee No.				
2	Name of the employee				
3	Location				
4	Date of declaration				
5	Details of Securities held in the Company				
<b>a. Held by the Designated Employee</b>					
	<b><u>No. of Securities</u></b>	<b><u>Type of Security</u></b>	<b><u>Folio No(s), if held in physical form:</u></b>	<b><u>If held in demat form</u></b>	
				<b><u>DP ID</u></b>	<b><u>Client ID</u></b>
<b>b. Held by the Immediate Relative of the Designated Employee</b>					
<p>Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.</p> <p>Name of relative: Relation with the Designated Employee:</p>					
	<b><u>No. of Securities</u></b>	<b><u>Type of Security</u></b>	<b><u>Folio No(s), if held in physical form:</u></b>	<b><u>If held in demat form</u></b>	
				<b><u>DP ID</u></b>	<b><u>Client ID</u></b>

.....  
Signature of Designated Employee



**FORM of ANNUAL DISCLOSURE***(To be furnished before 30<sup>th</sup> April of each year for the previous year)*

1.	<b>Employee No.</b>		
2.	<b>Name of the employee/promoter</b>		
3.	<b>Location</b>		
4.	<b>Date of declaration</b>		
5.	<b>Details of Securities held in the Company</b>		
<b>a. Held by the Designated Employee/Promoter</b>			
	<b>No. of Securities</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
			<b>DP ID                      Client ID</b>
<b>b. Held by the Immediate Relative of the Designated Employee/Promoter</b>			
<b>Name of Immediate Relative:</b>			
<b>Nature of relationship with the Designated Employee/Promoter</b>			
	<b>No. of Securities</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
			<b>DP ID                      Client ID</b>

.....  
Signature of Employee/Promoter

**“Associated”**

For the purposes of the Code, a person (being an individual or a legal person, such as a company) is "**Associated**" with Insider if, but only if, he or she (not being himself such a designated employee) is:

1. Immediate relative of an Insider or;
2. except where the context otherwise requires, a body corporate in which the designated employee along with any other Associated person hold at least 10 per cent. of the equity share capital or are entitled to exercise or control the exercise of 10 per cent. or more of the voting rights or in practice where his or her directions or instructions are normally followed or;
3. a body corporate in which Insider or someone who is otherwise a connected person, is a director or a senior executive who has the power to make management decisions affecting the future development and business prospects of that body corporate or;
4. a person acting in his/her capacity as a trustee of any trust the beneficiaries of which include:
  - the Insider, his/her spouse and any children of the director/ employee/ consultant; or
  - a body corporate with which he/she is associated or of a trust whose terms confer a power on the trustees that may be exercised for the benefit of the Insider, his/her spouse, children or any such body corporate or
5. a person acting in his/her capacity as partner of that Insider;
6. a person acting in his/her capacity as a partner of any person who is:-
  - that Insider's spouse;
  - that Insider's child;
  - a body corporate with which that Insider is Associated; or
  - a person acting in his/her capacity as a trustee of any trust of a type specified in paragraph 4 above.

**FORM B**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6 (2)]**

Name of the company: **Vedanta Limited**

ISIN of the company: **INE205A01025**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of Units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

**Note:** "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Signature:**

**Designation:**

**Date:**

**Place:**

**FORM C**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6 (2)]**

Name of the company: **Vedanta Limited**

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/ public rights/p referential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade Was executed
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre-transaction	Post-transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

**Note:** "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Signature:**

**Designation:**

**Date:**

**Place:**

**Form D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name of the company: **Vedanta Limited**

ISIN of the company: \_\_\_\_\_

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company With contact nos.	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of shareholding		Date of Allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of Security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Name:**

**Signature:**

**Date:**

**Place:**