

Delivering
Growth
Long-term value
Sustainability

Vedanta Resources plc

(Incorporated and registered in England and Wales number 4740415)

Chairman's Letter

and

Notice of Annual General Meeting

**To be held on Wednesday, 27 July 2011 at 3.00pm
at The Queen Elizabeth II Conference Centre,
Broad Sanctuary, Westminster,
London SW1P 3EE**

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This document is important and requires your immediate attention

If you are in any doubt about the contents of this document or as to what action you should take, you should seek advice from your stockbroker, solicitor, accountant or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Vedanta Resources plc, please pass this document, together with the accompanying documents, including the enclosed Proxy Form, to the purchaser or transferee, or to the person through whom the transfer was effected for transmission to the purchaser or transferee.

Vedanta Resources plc
Registered in England and Wales
Company number 4740415

Registered Office:
2nd Floor, Vintners Place
68 Upper Thames Street
London
EC4V 3BJ

28 June 2011

Dear Shareholder

Notice of Annual General Meeting 2011

On behalf of the Board of Directors (the 'Board' or 'Directors') of Vedanta Resources plc (the 'Company') I am delighted to invite you to our 2011 Annual General Meeting (the 'AGM') which will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 3.00pm on Wednesday 27 July 2011. The formal notice of AGM is set out on pages 3 and 4 of this document.

An explanation of the business to be conducted at the meeting is included on pages 5 and 6 and on pages 7 to 9 you will find additional important information in relation to shareholder services.

Voting

If you are unable to attend the meeting in person, your vote is still important and I would ask you to complete, sign and return the enclosed proxy form (the 'Proxy Form') to register your vote. Any proxy you appoint may attend, speak and vote at the AGM on your behalf.

At the AGM it is intended that the Company will take a poll on all resolutions put to shareholders. This enables the voting preferences of all shareholders to be taken into account, not just those who can physically attend. The results of the voting will be released to the London Stock Exchange and posted on the Company's website (www.vedantaresources.com) after the meeting. Shareholders attending the meeting in person or by proxy will have the opportunity to ask questions on the AGM resolutions and any other topic of relevance to our business. We hope that you will make use of the opportunity to raise questions on the topics to be discussed. You are, of course, invited to write to me at any time if you have any questions.

Action to be taken

Please complete and return the Proxy Form in accordance with the instructions printed on the form to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event, so as to reach them no later than 3.00pm on Monday 25 July 2011. Completion and return of a Proxy Form will not prevent you from attending and voting in person at the meeting should you wish to do so.

Recommendation

Your Directors consider that the resolutions to be voted on at the AGM are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of these resolutions at the AGM, as the Directors themselves intend to do in respect of their own beneficial shareholdings except (where relevant) as regards their own re-appointment to the Board.

I look forward to meeting as many of you as possible at the AGM.

Yours sincerely,

Anil Agarwal
Chairman

Notice of Annual General Meeting

Notice is hereby given that the eighth Annual General Meeting (the 'AGM') of Vedanta Resources plc (the 'Company') will be held at 3.00pm on Wednesday 27 July 2011 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE to consider the following resolutions, of which resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolutions 10 to 12 (inclusive) will be proposed as special resolutions.

1. That the audited financial statements of the Company for the financial year ended 31 March 2011, together with the Directors' Report and the independent Auditors' Report thereon, be received.
2. That the Directors' Remuneration Report for the financial year ended 31 March 2011 be approved.
3. That a final dividend as recommended by the Directors of 32.5 US cents per ordinary share in respect of the financial year ended 31 March 2011 be approved.
4. That Mr N Agarwal, who retires and seeks re-appointment pursuant to article 122 of the Company's articles of association, be re-appointed as a Director.
5. That Mr N Chandra, who retires and seeks re-appointment pursuant to article 122 of the Company's articles of association, be re-appointed as a Director.
6. That Mr A Mehta, who retires and seeks re-appointment pursuant to article 122 of the Company's articles of association, be re-appointed as a Director.
7. That Deloitte LLP be re-appointed as auditors of the Company (the 'Auditors') for the financial year ending 31 March 2012.
8. That the Directors be authorised to determine the Auditors' remuneration.
9. That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the '2006 Act'), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the 2006 Act) of US\$9,090,041, such authority to expire at the conclusion of the annual general meeting of the Company in 2012 or on 1 October 2012, whichever is the earlier, save that the Company may before this authority expires make any offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires, and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
10. That, subject to the passing of resolution 9 above, the Directors be and are hereby empowered pursuant to sections 570(1) and 573 of the Companies Act 2006 (the '2006 Act') to:
 - (a) allot equity securities (as defined in section 560(3) of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 9; and
 - (b) sell ordinary shares (as defined in section 560(1) of the 2006 Act) held by the Company as treasury shares for cash,

as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of (a) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment and (b) holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or on any matter whatsoever; and
- (ii) otherwise than pursuant to sub-paragraph (i) of this resolution 10, up to an aggregate nominal amount of US\$1,363,506,

and shall expire at the conclusion of the annual general meeting of the Company in 2012 or on 1 October 2012, whichever is the earlier, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the

Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

11. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the '2006 Act') to make market purchases (within the meaning of section 693(4) of the 2006 Act) of any of its ordinary shares of US\$0.10 each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine and where such shares are held as treasury shares, the Company may use them for the purpose of its employee share scheme(s), provided that:
- (a) the maximum aggregate number of ordinary shares which may be purchased under this authority is 27,270,123;
 - (b) the minimum price which may be paid for each ordinary share is US\$0.10 which amount shall be exclusive of expenses, if any;
 - (c) the maximum price exclusive of expenses which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105 per cent of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (a) the last independent trade of or; (b) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out;
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company in 2012 or on 1 October 2012, whichever is earlier; and
 - (e) under this authority, the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
12. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Deepak Kumar
Company Secretary
28 June 2011

Vedanta Resources plc
Registered in England and Wales
Company number 4740415

Registered Office:
2nd Floor, Vintners Place
68 Upper Thames Street
London
EC4V 3BJ

Explanatory Notes to the Resolutions

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and will be passed if more than 50% of shareholders' votes cast are in favour of the resolution. Resolutions 10 to 12 (inclusive) will be proposed as special resolutions. For these resolutions to be passed, at least 75% of shareholders' votes cast must be in favour.

Resolution 1 – To receive the annual report and accounts

The Directors are required to present their Annual Report and Accounts of the Company for the financial year ended 31 March 2011 to shareholders for formal adoption at the annual general meeting.

Resolution 2 – To approve the Remuneration Report

The Directors are required to seek the approval of shareholders for the Remuneration Report. The report may be found on pages 69 to 77 of the Company's Annual Report and Accounts. The vote is an advisory vote, as permitted by law, and no entitlement to remuneration is made conditional on the resolution being passed.

Resolution 3 – Final dividend

The Directors recommend a final dividend of 32.5 US cents per ordinary share. The final dividend cannot exceed the amount recommended by the Directors. If approved the final dividend will be paid on 3 August 2011 to shareholders on the register of members on 8 July 2011.

Resolutions 4, 5 and 6 – Re-appointment of Directors

The Company's articles of association require that at every annual general meeting, one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one-third to retire from office. In addition any Director who has been in office for three years or more since his last appointment or re-appointment is required to retire and stand for re-appointment. The biographical details of the three Directors retiring at this year's AGM and seeking re-appointment are as follows:

Navin Agarwal

Navin Agarwal (50), is the Deputy Chief Executive. He is responsible for directing the Group's business strategy as well as managing its overall growth, and chairs the Group's Executive Committee. In this role he oversees the planning and completion of strategic growth projects. Mr Agarwal also oversees inorganic growth, strategic treasury and capital raising initiatives and global investor relations, as well as developing and managing the leadership talent of the Group.

Naresh Chandra

Naresh Chandra (76), is the Senior Independent Director and is engaged on a contract renewable every 12 months. Mr Chandra joined the Board in 2004. He was Home Secretary in India in 1990, Cabinet Secretary from 1990 to 1992, Senior Adviser to the Prime Minister of India from 1992 to 1995 and the Indian Ambassador to the United States of America from 1996 to 2001. He was Chairman of the Indian Government Committee on Corporate Governance from 2002 to 2003. He is Chairman of the National Security Advisory Board. In 2008 he was awarded the prestigious civilian award of Padma Vibhushan by the President of India. Mr Chandra has a Master's degree in Mathematics from Allahabad University.

Aman Mehta

Aman Mehta (64), joined the Board in 2004 following his retirement from HSBC where he had a career spanning 36 years. He held numerous positions, including that of Chairman and Chief Executive Officer of HSBC USA Inc. and Deputy Chairman of HSBC Bank Middle East, based in Dubai. In 1999, Mr Mehta was appointed Chief Executive Officer of the Hong Kong and Shanghai Banking Corporation, a position he held until retirement. He has a Bachelor's degree in Economics from Delhi University. In addition, Mr Mehta is a member of the Board of Governors of the Indian School of Business in Hyderabad, India and is a member of a number of corporate and institutional boards in India and overseas.

The Board considers annually the performance of all the Directors. Following this review the Board believes the performance of Mr Agarwal, Mr Chandra and Mr Mehta continues to be effective and that they demonstrate commitment to their roles. Accordingly, the Board unanimously recommends their re-election.

Resolutions 7 and 8 - Re-appointment of Deloitte LLP and approval to agree their remuneration

The Company is required at each general meeting at which accounts are laid before the shareholders to appoint auditors for each financial year of the Company. Deloitte LLP are the current auditors and have indicated their willingness to continue in office. Approval is also sought (by separate resolution) for the Directors to be authorised to agree the auditors' remuneration.

Resolution 9 – Directors' authority to allot shares

The Directors may allot shares and grant rights to subscribe for or to convert any security into shares of the Company ('Rights') only if authorised to do so by shareholders. The authority granted at the last annual general meeting expires at the conclusion of this year's AGM. Accordingly, resolution 9 seeks to renew this authority for a further period until the date of the next annual general meeting or 1 October 2012, whichever is earlier.

If passed, this resolution will give the Directors authority to allot ordinary shares, or grant Rights, up to an aggregate nominal value of US\$9,090,041 representing approximately one-third of the Company's existing issued share capital (excluding treasury shares) as at 15 June 2011, being the latest practicable date before publication of this Notice.

The Directors have no present intention of using this authority.

As at 15 June 2011 (the latest practicable date before publication of this Notice) the Company held 24,206,816 shares in treasury (which included 1,704,333 shares that were purchased under the share buyback programme by Gorey Investment Limited who have agreed not to vote on those shares). These shares represented approximately 8.9% of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

Resolution 10 - Disapplication of pre-emption rights

The Directors also require additional authority from shareholders to allot equity securities or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. The authority granted at last year's annual general meeting is due to expire at this year's AGM. Accordingly, resolution 10 will be proposed as a special resolution to grant such authority. Apart from rights issues, open offers or any other pre-emptive offer as mentioned, the authority will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of US\$1,363,506 (being approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 15 June 2011, the latest practicable date before publication of this Notice). If given, this authority will expire at the conclusion of the annual general meeting of the Company in 2012 or on 1 October 2012, whichever is the earlier. The Directors intend to adhere to the provisions of the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three year period without prior consultation with shareholders.

Resolution 11 - Purchase by the Company of its own shares

The Company may buy its own shares with the authority of shareholders. Resolution 11 seeks to renew the current authority given at last year's annual general meeting of the Company, which is due to expire at this year's AGM. The authority being requested will last until the conclusion of the annual general meeting in 2012 or on 1 October 2012, whichever is the earlier. The resolution specifies the maximum number of shares that may be purchased (being approximately 10% of the Company's issued share capital, excluding treasury shares, as at 15 June 2011) and the highest and lowest prices at which they may be bought. Any shares purchased under this authority will either be treated as cancelled or held as treasury shares. Listed companies, with authorisation from shareholders, may buy and hold their own shares in treasury instead of cancelling them immediately. Shares held as treasury shares can in the future be cancelled, re-sold or used to provide shares for employee share schemes.

In December 2008, the Company announced a US\$250m share buyback programme to purchase up to 10% of the Company's ordinary shares using the relevant authority granted to the Directors by the shareholders of the Company at the most recent annual general meeting of the Company. The Company has since announced increases in this programme, announcing on 1 April 2010 that it would increase to US\$825m. The Directors will continue to assess the opportunities of buying back shares in the Company and will use the above authority if and when, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Group, they believe that the effect of such purchases will be in the best interests of shareholders generally and that they will result in an increase in earnings per share.

The Company also announced in April 2010 a change to the structure of purchases made under the buyback programme. Accordingly, purchases may be made either by the Company or by an independent company to be funded by a wholly-owned subsidiary, Vedanta Jersey Investment Limited ('VJIL'). The independent company is Gorey Investments Limited ('Gorey'). VJIL will make purchases of Vedanta's shares on behalf of Gorey within the limits of the buyback programme. Gorey has agreed that it will not exercise voting rights in respect of Vedanta shares held by it under this arrangement. The shares purchased by Gorey will be treated in the consolidated accounts of the Company as treasury shares, available for purchase by the Company itself (subject to shareholder approval and availability of distributable reserves) as consideration for future acquisitions or sale to third parties to raise additional capital if and when desirable.

As at 15 June 2011 (the latest practicable date before publication of this Notice), there were share options outstanding to Group employees over 2,081,713 ordinary shares, which if exercised would represent approximately 0.76% of the Company's ordinary issued share capital at that date (excluding treasury shares). The Company has no warrants in issue in relation to its shares. If the buyback authority was to be exercised in full, these options would represent approximately 0.85% of the Company's ordinary issued share capital as at 15 June 2011 (excluding treasury shares).

Resolution 12 – Notice period for general meetings

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 (the 'Regulations') increase the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. Until the introduction of these Regulations, the Company was able to call general meetings, other than annual general meetings, on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 12 seeks the necessary shareholder approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Regulations in order to be able to call a general meeting on 14 clear days' notice. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting in question.

Important Information for Shareholders

Proxies

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (helpline number +44(0)870 707 1388). To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. Shareholders who are CREST members may use the electronic proxy voting service provided by Euroclear UK and Ireland Limited ('Euroclear') as described below.
3. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or at the electronic address provided at paragraph 4 below, in each case no later than 3.00pm on Monday 25 July 2011.
4. Alternatively, proxy votes can be submitted online at www.eproxyappointment.com. Online voting requires an internet-enabled computer with minimum web browser of Internet Explorer 4 or Netscape4. Shareholders will need to enter the Shareholder Reference Number (SRN), Control Number and Personal Identification Number (PIN) as printed on the proxy form, and to agree to certain terms and conditions.
5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 12 below) will not prevent a shareholder attending the AGM and voting in person if he / she wishes to do so.

Nominated persons

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him / her and the shareholder by whom he / she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he / she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Voting at the AGM

8. It is intended that voting on all resolutions at the AGM will be conducted on a poll, rather than a show of hands. The Directors believe that this produces more democratic results, as all shares represented at the AGM and those lodged before the AGM are included in the results of the voting on a one share one vote basis.

Right to attend and vote

9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (the 'Regulations'), the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 3.00pm on Monday 25 July 2011 or, in the event of any adjournment, at 3.00pm on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Total number of shares and voting rights

10. As at 15 June 2011 (the latest practicable date before publication of this Notice), the Company's issued share capital comprised 296,908,045 ordinary shares of US\$0.10 each, of which 265,796,234 carry voting rights in relation to all circumstances at general meetings of the Company. Of the remaining 31,111,811 ordinary shares of US\$0.10, 24,206,816 were held as treasury shares (which included 1,704,333 shares that were purchased under the share buyback programme by Gorey Investments Limited who have agreed not to vote on these shares) and 6,904,995 were issued on the conversion of certain convertible bonds issued by one of the Company's subsidiaries. These 6,904,995 ordinary shares are held through a global depositary receipt and, as a result, carry no voting rights. Therefore, the total voting rights in the Company as at 15 June 2011 were 265,796,234.

Instructions for electronic proxy appointment through CREST

11. CREST members who wish to appoint a proxy or proxies through the Euroclear electronic proxy appointment service may do so for the annual general meeting, and any adjournment(s) thereof, by using the procedures and to the address described in the CREST manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC ("Computershare") (ID number 3RA50) no later than 3.00pm on Monday 25 July 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his / her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Regulations.

Website publication of audit concerns

15. Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year beginning on 1 April 2011; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 April 2011 ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006 (in each case) that the members propose to raise at the AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Corporate Shareholders

16. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

Right to ask questions

17. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Communication

18. You may not use any electronic address (within the meaning of sections 333(4) of the Companies Act 2006) provided in this notice (or in any related documents, including the Chairman's letter and Proxy Form) to communicate with the Company for any purpose other than those expressly stated.

Inspection of documents

19. The following documents will be available for inspection during normal business hours at the Company's registered office, 2nd Floor, Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ from the date of this notice until the close of the AGM (Saturdays, Sundays and public holidays excepted) and at the AGM location from 15 minutes before the AGM until it ends:

1. Copies of the executive Directors' service contracts;
2. Copies of letters of appointment of the non-executive Directors.

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.vedantaresources.com.

Company's registrars

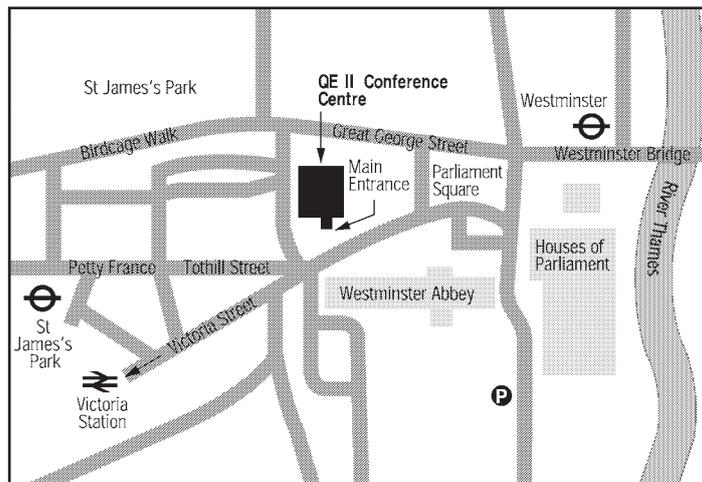
20. The Company's register of members is maintained by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE. The shareholder helpline number is +44(0)870 707 1388.

Investor Calendar

| Event | Financial year end to which event relates | Date |
|--------------------------------|--|------------------|
| Annual General Meeting | Financial year ended 31 March 2011 | 27 July 2011 |
| Payment of final dividend | Financial year ended 31 March 2011 | 3 August 2011 |
| Half year results announcement | Financial year ending 31 March 2012 | 10 November 2011 |
| Payment of half year dividend | Financial year ending 31 March 2012 | 15 December 2011 |

Information about attending the Annual General Meeting

The Annual General Meeting of the Company will be held at 3.00pm on Wednesday, 27 July 2011 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.



The Queen Elizabeth II Conference Centre is located just off Broad Sanctuary. The nearest underground station is Westminster on the Jubilee, Circle and District lines.

Security

Please note that, for security reasons, all hand luggage may be subject to examination prior to entry to the AGM. Certain items will not be permitted in the meeting room. These include cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chairman of the meeting may specify.

Persons who are not shareholders of the Company will not be admitted to the AGM unless prior arrangements have been made with the Company. Investors holding shares through nominees are welcome to attend provided that they bring proof of their holding with them to the AGM.

We ask all those present at the AGM to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.

Shareholders should note that registration will start at 2.00pm and the doors to the AGM will open at 2.45pm.



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