
VEDANTA RESOURCES PLC

CHAIRMAN'S EXPLANATORY LETTER AND NOTICE OF 2017 ANNUAL GENERAL MEETING

Vedanta Resources plc

(Incorporated and registered in England and Wales number 4740415)

Chairman's Letter

and

Notice of 2017 Annual General Meeting

To be held on Monday, 14 August 2017 at 3.00pm
at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED

Contents

2	Chairman's Letter to Shareholders
3	Notice of 2017 Annual General Meeting
5	Explanatory Notes to the Resolutions of the 2017 Annual General Meeting
8	Important Information for Shareholders
10	Information about attending the 2017 Annual General Meeting
11	Appendix 1 Board Biographies

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 or, if you are not resident in the UK, from another appropriately authorised professional adviser in your own jurisdiction.

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 Form of Proxy, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Vedanta Resources plc
Registered in England and Wales
Company number 4740415
Registered Office:
5th Floor
6 St Andrew Street
London
EC4A 3AE

10 July 2017

Dear Shareholder

Notice of 2017 Annual General Meeting

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 2017 Annual General Meeting (the 'AGM'), which will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED at 3.00pm on Monday, 14 August 2017. The formal notice of AGM is set out on pages 3 to 4 of this document.

In accordance with the UK Corporate Governance Code, all Directors (other than Mr Aman Mehta, who will be retiring following the conclusion of the AGM) will stand for election or re-election again this year.

Mr Edward Story was appointed to the Board on 1 June 2017 and brings a wealth of knowledge of the oil and gas industry to the Board. Accordingly, he will be standing for election by shareholders for the first time at the AGM. Mr Aman Mehta will be retiring from the Board following the conclusion of the AGM and is not standing for re-election by shareholders. We would like to thank him for his immense contribution to the deliberations of the Board over the last twelve years. Following his retirement from the Board, Mr Mehta will be succeeded by Mr Ravi Rajagopal as the Chairman of the Audit Committee and by Mr Deepak Parekh as the Senior Independent Director.

On behalf of the Board, I wholeheartedly recommend the election and re-election of each of the Directors. The biographical details of each of the Directors proposed for election/re-election by shareholders can be found on pages 11 and 12.

An explanation of the business to be conducted at the AGM is included on pages 5 to 7 and, on pages 8 to 10, you will find additional important information for shareholders.

Voting

If you are unable to attend the AGM in person, your vote is still important and I would ask you to complete, sign and return the enclosed form of proxy (the 'Form of Proxy') to register your vote. Any proxy you appoint may attend, speak and vote at the AGM on your behalf. To be valid, the Form of Proxy must be completed and returned by the deadline noted below.

At the AGM, it is intended that the Company will take a poll on each of the resolutions put to shareholders. This enables the voting preferences of all shareholders to be taken into account, not just those who attend the meeting in person or by proxy. The results of the voting will be released to the London Stock Exchange and posted on the Company's website at www.vedantaresources.com after the AGM. Shareholders attending the AGM in person or by proxy, or their duly appointed corporate representatives, will have the opportunity to ask questions on the AGM resolutions and any other topic which is relevant to the business of the meeting. 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 Form of Proxy in accordance with the instructions printed on the form to the Company's Registrar, 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 10 August 2017. Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the AGM should you wish to do so.

Recommendation

Your Directors consider that each of the proposed resolutions are in the best interests of the Company and of its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of these resolutions, as they themselves intend to do in respect of their own beneficial shareholdings.

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

Yours sincerely

Anil Agarwal
Executive Chairman

Notice of 2017 Annual General Meeting

Notice is hereby given that the fourteenth Annual General Meeting (the 'AGM') of Vedanta Resources plc (the 'Company') will be held at 3.00pm on Monday, 14 August 2017 at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 16 to 19 (inclusive) will be proposed as special resolutions.

1. That the audited financial statements of the Company for the financial year ended 31 March 2017, together with the Directors' Report and the independent Auditors' Report thereon, be received.
2. That the Directors' Remuneration Policy which is contained in the Directors' Remuneration Report as set out on pages 136 to 140 of the Annual Report and Accounts FY2017 be approved.
3. That the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) on pages 141 to 147 of the Annual Report and Accounts FY2017 for the year ended 31 March 2017 be approved.
4. That a final dividend as recommended by the Directors of 35.0 US cents per ordinary share in respect of the financial year ended 31 March 2017 be declared.
5. That Mr Edward Story be elected as a Director of the Company.
6. That Mr Anil Agarwal be re-elected as a Director of the Company.
7. That Mr Navin Agarwal be re-elected as a Director of the Company.
8. That Mr Tom Albanese be re-elected as a Director of the Company.
9. That Ms Ekaterina Zotova be re-elected as a Director of the Company.
10. That Mr Deepak Parekh be re-elected as a Director of the Company.
11. That Mr Geoffrey Green be re-elected as a Director of the Company.
12. That Mr Ravi Rajagopal be re-elected as a Director of the Company.
13. That Ernst & Young LLP be re-appointed as auditors of the Company (the 'Auditors') until the conclusion of the next general meeting of the Company at which accounts are laid.
14. That the Directors be authorised to determine the Auditors' remuneration.
15. 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 of US\$9,235,543, such authority to expire at the conclusion of the annual general meeting of the Company in 2018 or on 1 October 2018, 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.
16. That, subject to the passing of resolution 15 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 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 15; 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 an offer of or invitation to acquire equity securities 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 or sale 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 in either case 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 16, up to an aggregate nominal amount of US\$1,385,470 and shall expire at the conclusion of the annual general meeting of the Company in 2018 or on 1 October 2018, 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.
17. That, subject to the passing of resolutions 15 and 16 above, and in addition to the power given by that resolution 16 above, the Directors be given power 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 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 15; 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:

- (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of US\$1,385,470; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

and shall expire at the conclusion of the annual general meeting of the Company in 2018 or on 1 October 2018, whichever is the earlier, save that the Company may before such expiry make any offer or 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.

18. 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, provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased under this authority is 27,709,401;
- (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 an ordinary share 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 and; (B) the amount stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) No. 596/2014;
- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company in 2018 or on 1 October 2018, 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.

19. 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
10 July 2017

Vedanta Resources plc
Registered in England and Wales
Company number 4740415

Registered Office:
5th Floor
6 St Andrew Street
London
EC4A 3AE

Explanatory Notes to the Resolutions

Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and will be passed if more than 50 per cent of shareholders' votes cast are in favour of the resolution. Resolutions 16-19 (inclusive) will be proposed as special resolutions. For these special resolutions to be passed, at least 75 per cent of shareholders' votes cast must be in favour.

Resolution 1 – To receive the Annual Report and Accounts FY2017

The Directors are required to present the Company's audited financial statements for the financial year ended 31 March 2017, together with the Directors' Report and the Independent Auditors' Report thereon, to shareholders at the Company's annual general meeting.

Resolution 2 – To approve the Directors' Remuneration Policy

The Directors are required to seek the approval of shareholders for the Directors' Remuneration Policy (the 'Policy'). The Policy, which forms part of the Directors' Remuneration Report, may be found on pages 136 to 140 of the Company's Annual Report and Accounts FY2017. This vote is a binding vote and, subject to limited exceptions, no remuneration payment or loss of office payment may be made to a prospective, current or former Director unless consistent with the approved Policy (or otherwise specifically approved by shareholders). If approved by shareholders, the Policy will take effect immediately after the conclusion of the Company's 2017 Annual General Meeting and will apply for three years following the 2017 Annual General Meeting. If approved by shareholders and assuming that it remains an appropriate policy meeting the needs of the business, the Policy will be put to shareholders for approval again at the Company's 2020 Annual General Meeting. If the Company wishes to amend the Policy, it will have to put the revised Policy to a shareholder vote again before it can implement the new Policy.

Resolution 3 – To approve the Directors' Remuneration Report

The Directors are required to seek the approval of shareholders for the Annual Report on Remuneration (other than the part containing the Directors' Remuneration Policy). The Directors' Remuneration Report may be found on pages 141 to 147 of the Company's Annual Report and Accounts FY2017. The vote is an advisory vote, as permitted by law, and no entitlement to remuneration is made conditional on the resolution being passed. It is intended that this resolution will be put annually as required by the Companies Act 2006.

Resolution 4 – Final dividend

The Directors recommend a final dividend of 35.0 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 23 August 2017 to all shareholders on the register of members as at close of business on 21 July 2017.

Resolutions 5 to 12 (inclusive) – Election and re-election of Directors

In accordance with the UK Corporate Governance Code, all of the Directors are standing for election or re-election at this year's AGM. The biographical details of all the Directors may be found on pages 104 and 105 of the Company's Annual Report and Accounts FY2017.

Biographical details of all the Directors retiring and seeking election or re-election are set out in Appendix 1. Mr Aman Mehta will be retiring from the Board following the conclusion of this year's AGM.

Mr Edward Story was appointed by the Board with effect from 1 June 2017, and is seeking election by shareholders at the AGM. The Board believes that Mr Story's extensive experience in the oil and gas industry will significantly enhance the skill set on the Board for delivery of its strategic priorities.

The Board undertakes an annual evaluation of the individual performance of each of the Directors. Following this review, the Board believes the performance of all the Directors continues to be effective and that each of the Directors demonstrates commitment to their roles. As Mr Edward Story was appointed to the Board and also as a member of the Audit Committee effective from 1 June 2017, he was not included in the Board evaluation exercise. However, he will retire and offer himself for election by shareholders at the AGM together with the other Directors. Mr Edward Story will be included within the next Board evaluation, but the Board believes that he will be an effective member of the Board for the reasons noted above and that he is committed to his role. For further information on the Board evaluation process, please see page 118 of the Company's Annual Report and Accounts FY2017. The Directors believe that the Board as a whole continues to include an appropriate balance of skills and retains the ability to provide effective leadership. Accordingly, the Board unanimously recommends the election and re-election of each of the Directors.

Resolutions 5 and 9 to 12 (inclusive) relate to the election of Mr Edward Story, and the re-election of Ms Ekaterina Zotova, Mr Deepak Parekh, Mr Geoffrey Green and Mr Ravi Rajagopal respectively who are the Directors that the Board has determined are independent non-executive directors for the purposes of the UK Corporate Governance Code (the 'Independent Non-Executive Directors').

Under the Listing Rules, because Vulcan Investments Limited is a controlling shareholder of the Company (that is it exercises or controls more than 30 per cent of the voting rights of the Company), the election or re-election of any Independent Non-Executive Director by shareholders must be approved by a majority vote of not only all shareholders of the Company but also of the independent shareholders of the Company (that is the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Resolutions 5 and 9 to 12 (inclusive) are being proposed as ordinary resolutions which all shareholders may vote on in the usual way. However, in addition the Company will separately count the number of votes cast by independent shareholders in favour of each of the

resolutions (as a proportion of the total votes cast by independent shareholders). The Company, when announcing the results of the AGM in respect of resolutions 5 and 9 to 12 (inclusive) will announce the result of both the vote of all shareholders of the Company and also the vote of the independent shareholders of the Company.

Under the Listing Rules, if a resolution to elect or re-elect an Independent Non-Executive Director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at an annual general meeting, a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after, but within 120 days of, the annual general meeting when the first vote was held. Accordingly, if any of resolutions 5 and 9 to 12 (inclusive) is not approved by a majority vote of the Company's independent shareholders at the 2017 Annual General Meeting, the relevant Director(s) will be treated as having been elected or re-elected only for the period from the date of the 2017 Annual General Meeting until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after, but within 120 days of, the AGM, to propose a further resolution to re-elect him or her, (ii) the date which is 120 days after the 2017 Annual General Meeting and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the relevant Director's election or re-election is then approved by a majority vote of all shareholders at such second general meeting, he or she will then be elected or re-elected until the Company's next Annual General Meeting.

None of the Independent Non-Executive Directors seeking election or re-election at the AGM has any existing or previous relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R (1).

The Board carries out a review of the independence of its Directors on an annual basis. In considering the independence of the Independent Non-Executive Directors proposed for election or re-election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers Mr Edward Story, Mr Deepak Parekh, Mr Geoffrey Green, Mr Ravi Rajagopal and Ms Ekaterina Zotova to be independent in accordance with Provision B.1.1 of the UK Corporate Governance Code.

When considering new appointments to the Board, the Nominations Committee reviews the balance of skills, experience and diversity on the Board to identify those criteria which are key to strengthening the effectiveness of the Board. These criteria form the basis of the search for new appointments to the Board. Whilst the Nominations Committee is committed to addressing the lack of gender diversity, the Board is of the view that any appointments to the Board should be based on merit.

Resolutions 13 and 14 - Appointment of Ernst & Young LLP and approval to agree their remuneration

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

Resolution 15 – 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 15 seeks to renew this authority for a further period until the date of the next annual general meeting or 1 October 2018, 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\$9,235,543, representing approximately one-third (33.33 per cent) of the Company's existing issued ordinary share capital (excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited) as at 14 June 2017, being the latest practicable date before publication of this Notice.

The Directors have no present intention of using this authority.

As at 14 June 2017 (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 8.74 per cent of the Company's issued ordinary share capital (excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited) as at that date.

Resolutions 16 and 17 - Disapplication of pre-emption rights

The Directors require additional authority from shareholders to allot equity securities of the Company 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, and in line with the guidelines published by the Pre-Emption Group in May 2016, the Directors seek to renew such authority by separate resolutions 16 and 17, each of which will be proposed as a special resolution.

Apart from offers or invitations in proportion to the respective number of shares held, the authority being sought in resolution 16 will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of US\$1,385,470 (being approximately 5 per cent of the Company's issued ordinary share capital (excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited) as at 14 June 2017, the latest practicable date before publication of this Notice. If given, this authority will expire at the conclusion of the Company's annual general meeting in 2018 or on 1 October

2018, whichever is the earlier.

The figure of five per cent reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the ‘**Statement of Principles**’). Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non-preemptive basis pursuant to this power in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited in any rolling three-year period, without prior consultation with shareholders.

The power being sought in resolution 17 will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of US\$1,385,470 (being approximately 5 per cent of the Company’s issued ordinary share capital (excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited as at 14 June 2017, the latest practicable date before the publication of this Notice). This is in addition to the five per cent referred to in resolution 16. If given, this power will expire at the conclusion of the Company’s annual general meeting in 2018 or on 1 October 2018, whichever is the earlier. Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this Notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Resolution 18 - Purchase by the Company of its own shares

The Company may buy its own shares with the authority of shareholders. Resolution 18 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 2018 or on 1 October 2018, whichever is the earlier. The resolution specifies the maximum number of shares that may be purchased (being approximately 10 per cent of the Company’s issued share capital, excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited, as at 14 June 2017, being the latest practicable date before publication of this Notice) 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 per cent of the Company’s ordinary shares using the relevant authority granted to the Directors by the shareholders of the Company at the previous annual general meeting of the Company. The Company further announced on 1 April 2010 that it would increase the share buyback programme 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. During the financial year ended 31 March 2017, the Company did not purchase any of its shares under this programme.

The Company also announced in April 2010 a change to the structure of purchases made under the share 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 the Company’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 the Company 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 the availability of distributable reserves) as consideration for future acquisitions or sale to third parties to raise additional capital if and when desirable.

As at 14 June 2017 (the latest practicable date before publication of this Notice), there were share options outstanding to Group employees over 11,073,673 ordinary shares, which if exercised would represent approximately 4 per cent of the Company’s ordinary issued share capital at that date (excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited). 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 4.45 per cent of the Company’s ordinary issued share capital (excluding treasury shares and shares repurchased under the share buyback programme by Gorey Investment Limited) as at 14 June 2017.

Resolution 19 – Notice period for general meetings

Changes made to the 2006 Act by the Companies (Shareholders’ Rights) Regulations 2009 (the ‘Regulations’) increased 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 19 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 2006 Act 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 and where it is thought to be to the advantage of shareholders as a whole.

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 Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by telephone on +44(0)370 707 1388. To appoint more than one proxy you may photocopy the Form of Proxy. 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 to the Registrar 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 Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or at the electronic address provided below, in each case no later than 3.00pm on 10 August 2017 (or not less than 48 hours before the time fixed for any adjournment of the meeting). Alternatively, proxy votes can be submitted online at www.investorcentre.co.uk/eproxy. Shareholders will need to enter the Shareholder Reference Number (SRN), Control Number and Personal Identification Number (PIN) as printed on the Form of Proxy, and to agree to certain terms and conditions.
4. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the AGM and voting in person if he / she wishes to do so.

Nominated persons

5. 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.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 4 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

7. 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

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (the 'Regulations') and section 360(b)(2) of the Companies Act 2006, 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 6.00pm on 10 August 2017 or, in the event of any adjournment, at 6.00pm 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

9. As at 14 June 2017 (the latest practicable date before publication of this Notice), the Company's issued share capital comprised 301,300,825 ordinary shares of US\$0.10 each, of which 270,189,014 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 each, 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 shares 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 depository receipt and, as a result, carry no voting rights. Therefore, the total voting rights in the Company as at 14 June 2017 were 270,189,014.

Instructions for electronic proxy appointment through CREST

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM, 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.

11. 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 10 August 2017 (or not less than 48 hours before the time fixed for any adjournment of the meeting). 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.
12. 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.
13. 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

14. 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; or (ii) any circumstance connected with an auditor of the Company 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

15. 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

16. 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

17. 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 Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

Inspection of documents

18. The following documents will be available for inspection during normal business hours at the Company's registered office, 5th Floor, 6 St Andrew Street, London, EC4A 3AE, 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; and
 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 on the Company's website at www.vedantaresources.com/agm.

Company's registrars

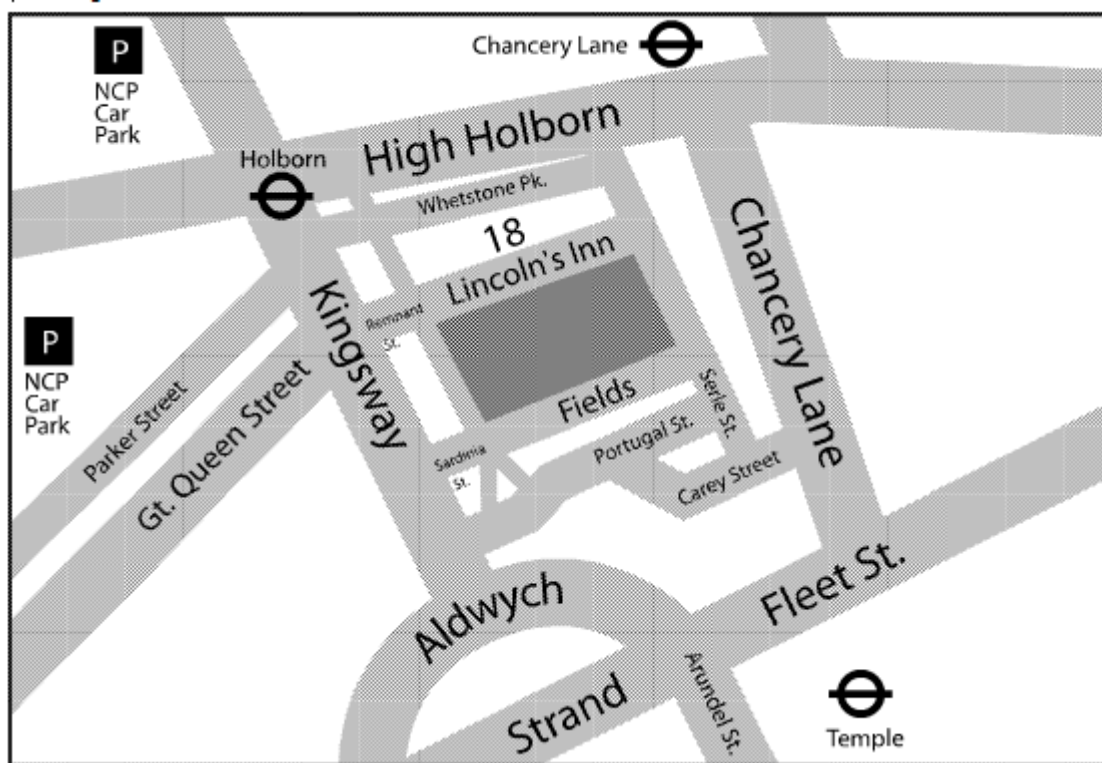
19. The Company's register of members is maintained by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE. The shareholder helpline number is +44(0)370 707 1388.

Investor Calendar

Event	Financial year end to which event relates	Date
Ex-Dividend Date of 2017 final dividend	Financial year ended 31 March 2017	20 July 2017
Record Date of 2017 final dividend		21 July 2017
Last date for currency elections for 2017 final dividend		24 July 2017
Annual General Meeting 2017		14 August 2017
Payment of 2017 final dividend		23 August 2017

Information about attending the 2017 Annual General Meeting

The 2017 Annual General Meeting of the Company will be held at 3.00pm on Monday, 14 August 2017 at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED.



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.

Appendix 1

Board of Directors

Anil Agarwal, 64

Executive Chairman

Date of appointment

Mr Agarwal was appointed to the Board in May 2003 and became the Executive Chairman in March 2005. Mr Agarwal is the Chairman of the Nominations Committee.

Background and experience

Mr Agarwal founded the Group in 1976 and has over three decades of entrepreneurial and mining experience. He has led the Group and has helped to shape the Group's strategic vision. Under his leadership, Vedanta has grown from an Indian domestic miner into a global natural resources group with entities listed in a number of markets and a world class portfolio of large, diversified, structurally low-cost assets which are capable of generating strong cash flow.

Mr Agarwal is also a director of Sterlite Technologies Limited, Conclave PTC Limited and the Anil Agarwal Foundation.

Navin Agarwal, 56

Executive Vice Chairman

Date of appointment

Mr Agarwal was appointed to the Board in November 2004 and became the Executive Vice Chairman in June 2005.

Background and experience

Mr Agarwal has over 25 years of executive experience within the Group and is currently the executive chairman of Vedanta Limited. He is the Chairman of the Group's Human Resources Advisory Committee and has championed personnel training and development initiatives to grow the talent pipeline for senior management succession planning within the Group. He has also been instrumental in making Human Resources a transformative value driver to the Group's business through the institutionalisation of best-in-class HR practices and leadership development while leveraging technology and digital trends. Mr Agarwal was formerly the Chairman of the Executive Committee until 31 August 2013 and chairman of Cairn India Limited until its merger with Vedanta Limited.

Tom Albanese, 59

Chief Executive Officer

Date of appointment

Mr Albanese was appointed to the Board in April 2014. He will be stepping down from the Board on 31 August 2017. He is a member of the Sustainability Committee.

Background and experience

Mr Albanese has nearly 30 years of international executive experience in the mining industry and has brought a wealth of industry knowledge to the Group. He is currently also a director of Vedanta Limited, Franco Nevada Corporation, a Toronto-based gold-focused royalty and metal streaming company with assets around the world and the Co-Chair of the Confederation of Indian Industry (CII) National Committee on Mining. Mr Albanese was formerly chief executive officer of Rio Tinto Plc from 2007 to January 2013, having joined Rio in 1993 following its acquisition of Nerco Minerals, where he was chief operating officer from 1989 to 1993. He has also previously served on the Board of Ivanhoe Mines Limited, Palabora Mining Company and Turquoise Hill Resources Limited. Mr Albanese has a Bachelor's degree in Mineral Economics and a Master's in Mining Engineering from the University of Alaska.

Geoffrey Green, 67

Independent Non-Executive Director

Date of appointment

Mr Green was appointed to the Board in August 2012. He is the Chairman of the Remuneration Committee and a member of the Audit Committee.

Background and experience

Mr Green has a wealth of knowledge in respect of UK corporate governance, regulatory and strategic matters, with many years' of legal and commercial experience advising major UK listed companies on corporate and governance issues, mergers and acquisitions and corporate finance. Mr Green was formerly a partner of Ashurst LLP, a leading international law firm, from 1983 to 2013 and served as the senior partner and chairman of its management board for 10 years until 2008. He was then appointed as head of Ashurst's Asian practice from 2009 to 2013, based in Hong Kong and was responsible for leading the firm's strategy and business development for the region. Mr Green is currently also the non-executive chairman of the Financial Reporting Review Panel, one of the main subsidiary bodies of the Financial Reporting Council. He has a degree in law from Cambridge University and qualified as a solicitor at Ashurst LLP.

Deepak Parekh, 73

Independent Non-Executive Director

Date of appointment

Mr Parekh joined the Board in June 2013. He is a member of the Audit Remuneration and Nominations Committees. Following the retirement of Mr Aman Mehta at the end of the AGM, Mr Parekh will succeed Mr Mehta as the Senior Independent Director.

Background and experience

Mr Parekh has considerable experience, both executive and non-executive across a number of sectors including financial services, infrastructure, pharmaceuticals, electronics and leisure. His diversity of experience and wealth of knowledge enhances the Board's thought and

perspective. Mr Parekh is currently the chairman of Housing Development Finance Corporation, India's leading financial services conglomerate. He is also the non-executive chairman of GlaxoSmithKline Pharmaceuticals Limited and Siemens, in India and a director on the boards of Mahindra & Mahindra Limited, Bangalore International Airport Limited, Indian Hotels Company Limited, Network 18 Media and Investments Ltd, Fairfax India Holdings Corporation and DP World. Mr Parekh was the first international recipient of the Institute of Chartered Accounts in England and Wales outstanding achievement award in 2010. He received the Padma Bhushan in 2006, Knight in the Order of the Legion of Honour in 2010 and the Bundesverdienstkreuz.

Ekaterina (Katya) Zotova, 39

Independent Non-Executive Director

Date of appointment

Ms Zotova was appointed to the Board in August 2014. She is the chair of the Sustainability Committee and a member of the Nominations and Remuneration Committees.

Background and experience

Ms Zotova has a wide range of commercial experience in the oil and gas industry including strategy, portfolio management, corporate finance and mergers and acquisitions. She is currently Senior Advisor at McKinsey & Company and her previous positions include Principal at L1 Energy LLP / Pamplona Capital where she was responsible for major M&A transactions and Head of International Acquisitions and Divestments for Citigroup's oil and gas investment banking where she worked directly with oil majors and national oil companies. Prior to joining Citigroup, she held a variety of finance, business development and M&A roles during her 14 year career at Royal Dutch Shell where her last role was Head of Portfolio Management for Upstream International. She has a summa cum laude degree in finance and management from the Academy of National Economy in Moscow and an MBA from Rotterdam School of Management/Columbia Business School.

Ravi Rajagopal, 62

Independent Non-Executive Director

Date of appointment

Mr Rajagopal was appointed to the Board in July 2016. He is a member of the Audit and Sustainability Committees. Following the retirement of Mr Aman Mehta at the end of the AGM, Mr Rajagopal will succeed Mr Mehta as the chair of the Audit Committee.

Background and experience

Mr. Rajagopal has substantial international executive experience having worked in a variety of senior finance and operational roles at a number of global companies. He has been CFO for Europe and Group Financial Controller in Diageo plc since December 1996. He is also a senior advisor to JM Financial Institutional Securities Limited, a leading Investment Bank in India and on the Board of their wholly owned subsidiary, JM Financial in Singapore.

Mr Rajagopal was formerly Global Head of Business Development of Diageo plc from July 2010 until 2015. Prior to joining Diageo plc, Mr. Rajagopal worked at ITC India (a BAT plc associate in India), where he held a variety of senior positions both in finance and general management. He was previously also a non-executive director of United Spirits, India until October 2016.

Mr Rajagopal has a degree in Commerce from Madras University and is a fellow of the Institute of Chartered Accountants of India and the Cost and Works Accountants of India. He has also completed the Advanced Management Program at Harvard Business School.

Edward Story, 73

Independent Non-Executive Director

Date of appointment

Mr Story was appointed to the Board on 1 June 2017. He is a member of the Audit Committee.

Background and experience

Mr Story is the founder, president and chief executive officer of SOCO International PLC, an international oil and gas exploration and production company listed on the London Stock Exchange with operations in Vietnam, Thailand, Republic of Congo (Brazzaville) and Angola. He brings to the Board over 50 years of global experience in the oil and gas industry, having previously held a number of senior executive positions at various international oil and gas companies such as Snyder Oil Corporation, Conquest Exploration Company, Superior Oil Company, Exxon Corporation and Esso Standard Oil. He was formerly also a non-executive director of Cairn Energy plc and more recently, a non-executive director of Cairn India Limited until its merger with Vedanta Limited. Mr Story holds a Bachelor of Science degree from Trinity University, San Antonio, Texas, a Master's degree in Business Administration from the University of Texas and an honorary Doctorate degree by the Institute of Finance and Economics of Mongolia.

VEDANTA RESOURCES PLC
5TH FLOOR
16 BERKELEY STREET
LONDON W1J 8DZ
T +44 (0) 20 7499 5900
F +44 (0) 20 7491 8440



VEDANTARESOURCES.COM
