

Well positioned through the cycle

Vedanta Resources plc
Chairman's Explanatory Letter and Notice of Annual General Meeting to be held at
3.00pm on Monday 27 July 2009

This document is important and requires your immediate attention

Vedanta Resources plc

(incorporated and registered in England and Wales under number 4740415)

**Chairman's Letter and Notice of Annual General Meeting
to be held at 3.00pm on Monday 27 July 2009**

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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 recently sold or otherwise transferred all of your shares in Vedanta Resources plc, please pass this document, together with the accompanying documents (and the enclosed Proxy Form) to the purchaser or transferee or to the person through whom the sale or 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

25 June 2009

Notice of Annual General Meeting

Dear Shareholder

On behalf of the Board of Directors of Vedanta Resources plc (the 'Company') I am delighted to invite you to our 2009 Annual General Meeting (the 'AGM') which will be held at 3.00pm on Monday 27 July 2009 at The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED. The formal notice of Annual General Meeting is set out on pages 02 and 03 of this document.

An explanation of the business to be conducted at the meeting is included on pages 04 to 06 and on pages 07 and 08 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 to register your vote. Any proxy you appoint may attend, speak and vote at the AGM on your behalf.

At the AGM 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, no later than 3.00pm on Saturday 25 July 2009. 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 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 they themselves propose to do 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

The sixth Annual General Meeting of Vedanta Resources plc will be held at 3.00pm on Monday 27 July 2009 at The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED to consider the following resolutions, of which resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolutions 10 to 13 (inclusive) will be proposed as special resolutions.

1. That the audited financial statements of the Company for the financial year ended 31 March 2009, 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 2009 be approved.
3. That a final dividend as recommended by the directors of 25 US cents per ordinary share in respect of the financial year ended 31 March 2009 be approved.
4. That Mr Mahendra Mehta, having been appointed as a director since the last annual general meeting, be appointed as a director pursuant to article 121 of the Company's articles of association.
5. That Mr Anil Agarwal, 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 Naresh Chandra 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 2010.
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 80 of the Companies Act 1985 (the '1985 Act'), to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of:
 - (a) US\$2,788,008 in connection with the US\$725 million 4.60% guaranteed convertible bonds due 2026 issued by Vedanta Finance (Jersey) Limited, a wholly-owned subsidiary of the Company; and
 - (b) (otherwise than pursuant to sub-paragraph (a) of this resolution) US\$9,142,546,

these authorities to expire at the conclusion of the annual general meeting of the Company in 2010 or on 27 October 2010, whichever is the earlier, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired.

10. That subject to the passing of resolution 9 above, the directors be and are hereby empowered pursuant to section 95(1) of the Companies Act 1985 (the '1985 Act') to:
 - (a) allot equity securities (within the meaning of section 94 of the 1985 Act) of the Company for cash pursuant to the authority conferred by resolution 9(b); and
 - (b) sell relevant shares (as defined in section 94(5) of the 1985 Act) held by the Company as treasury shares (as defined in section 94(3A) of the 1985 Act) ('treasury shares') for cash (as defined in section 162D (2) of the 1985 Act),

as if section 89(1) of the 1985 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:

- (aa) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of equity securities held by them on the record date for such allotment and (ii) 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 deem necessary or expedient to deal with fractional entitlements, treasury shares, record dates or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(bb) otherwise than pursuant to sub-paragraph (aa) of this resolution 10, up to an aggregate nominal amount of US\$1,371,382,

and shall expire at the conclusion of the annual general meeting of the Company in 2010 or on 27 October 2010, 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 directors be and are hereby directed to elect on behalf of the Company that the exercise of all conversion rights attached to the US\$1.25 billion 5.50% guaranteed convertible bonds due 2016 issued by Vedanta Resources Jersey Limited, a wholly-owned subsidiary of the Company, be settled in full by the delivery of ordinary shares, and that the directors be and are hereby authorised to exercise all the powers of the Company to the extent they determine necessary to implement such election.
12. That pursuant to the powers contained in the Company's articles of association, the Company is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 (the '1985 Act') to make market purchases (within the meaning of section 163(3) of the 1985 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 number of ordinary shares which may be purchased is 27,427,638;
 - (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 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 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 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 2010 or on 27 October 2010, whichever is the 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.
13. That a general meeting, 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
25 June 2009

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 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 10 to 13 will be proposed as special resolutions. For these 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

The Directors are required to present their Annual Report and Accounts of the Company for the financial year ended 31 March 2009 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 45 to 51 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 25 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 5 August 2009 to shareholders on the register of members on 10 July 2009.

Resolution 4 – Appointment of new Director

Mr Mahendra Mehta is standing for election for the first time following his appointment to the Board on 1 October 2009 as required by the Company's articles of association. Biographical details of Mr Mehta are set out below. The election of Mr Mehta is unanimously supported by the Directors.

Prior to his appointment as Chief Executive Officer of Vedanta Resources plc, Mr Mehta, (53) was a full-time director and CEO of Hindustan Zinc Limited. Mr Mehta has been with the Vedanta group since 2000 and has held various leadership roles at group level. Prior to joining the group Mr Mehta worked for over 20 years in the steel sector. He is a mechanical engineer and holds a management degree from the Indian Institute of Management, Ahmedabad.

Resolutions 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. The biographical details of the two directors retiring at this year's AGM and seeking re-appointment are as follows:

Anil Agarwal

Anil Agarwal, (55) is the Executive Chairman. Mr Agarwal founded the Vedanta group in 1976 and has over 30 years' experience as an industrialist. He is also Chairman of Sterlite Industries (India) Limited, Bharat Aluminium Company Limited, Hindustan Zinc Limited and Vedanta Alumina Limited, the group's main subsidiaries. He is responsible for overseeing the Group's phenomenal growth since its inception including the flotation of Vedanta Resources plc on the London Stock Exchange in 2003. The Board unanimously supports his re-election.

Naresh Chandra

Naresh Chandra, (74) 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 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 India Government Committee on Corporate Governance & Audit from 2002 to 2003 and was Chairman of the Committee on Civil Aviation Policy from 2004 to 2005. In 2008 he was awarded the prestigious award of Padma Vibhushan by the Honourable President of India. Mr Chandra has a Master's degree in Mathematics from Allahabad University.

The Board considers annually the performance of all the Directors. Following this review the Board believes the performance of Mr Anil Agarwal and Mr Naresh Chandra 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

Your directors may allot shares only if authorised to do so by shareholders. The authorities granted at the last annual general meeting expire at the conclusion of this year's AGM. Accordingly, resolution 9 seeks to renew these authorities for a further period until the date of the next annual general meeting.

If passed, this resolution will give the Directors authority to allot ordinary shares up to an aggregate nominal value of:

- (a) US\$2,788,008 in connection with the US\$725 million 4.60% guaranteed convertible bonds due 2026 (the '2026 Bonds') issued by Vedanta Finance (Jersey) Limited, a wholly-owned subsidiary of the Company; and
- (b) US\$9,142,546 representing approximately one-third of the Company's issued share capital (excluding treasury shares) as at 12 June 2009 being the latest practicable date before publication of this Notice.

If given, these authorities will expire at the conclusion of the annual general meeting in 2010 or on 27 October 2010, whichever is the earlier.

The Directors intend to use the authority referred to in (a) above to issue and allot ordinary shares in connection with the potential exercise of conversion rights in relation to the 2026 Bonds. As at 12 June 2009 (the latest practicable date before publication of this Notice) the outstanding 2026 bonds represented conversion rights in respect of up to 27,880,080 ordinary shares, in turn representing approximately 10.16 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) as at that date.

The 2026 Bonds are convertible, at the election of the holder, into preference shares issued by Vedanta Finance (Jersey) Limited. In accordance with the articles of association of Vedanta Finance (Jersey) Limited, the preference shares arising on conversion of the 2026 Bonds are then delivered to the Company in exchange for the issue of ordinary shares. These ordinary shares will be represented by global depositary receipts ('GDRs') to be issued by The Bank of New York (the 'Depositary'), unless and until the Company has elected by giving notice to bondholders that the exercise of conversion rights will be satisfied in ordinary shares and not GDRs. As at 12 June 2009 (the latest practicable date before publication of this Notice) there are 100,367 GDRs in issue, representing approximately 0.04 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) as at that date. Holders of GDRs are not currently entitled to exercise voting rights in respect of the ordinary shares represented by GDRs and are not entitled to withdraw such ordinary shares from the deposit facility operated by the Depositary.

The Directors have no present intention of using the authority referred to in (b) above.

As at 12 June 2009 (the latest practicable date before publication of this Notice) the Company held 14,781,106 shares in treasury. These shares represented approximately 5.39 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

Resolution 10 - Disapplication of pre-emption rights

Your directors also require additional authority from shareholders to allot shares or grant rights over shares 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 issue of shares and sales of treasury shares for cash up to an aggregate nominal value of US\$1,371,382 (being approximately 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 12 June 2009), 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 2010 or on 27 October 2010, 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 per cent of the total issued ordinary share capital of the Company within a rolling three year period without prior consultation with shareholders.

Resolution 11 – Authority to facilitate full conversion of 2016 Bonds in ordinary shares

On 12 June 2009, the Company announced the pricing of an offering of US\$1.25 billion 5.50% Convertible Bonds due 2016 (the '2016 Bonds'). It is expected that the 2016 Bonds will be issued on or around 13 July 2009 by the Company's wholly-owned subsidiary, Vedanta Resources Jersey Limited, and will be guaranteed by the Company. The Company intends to use the net proceeds of the offering to support its organic growth pipeline, to increase its ownership interest in its subsidiaries and for general corporate purposes. The net proceeds will also provide the group with additional flexibility to finance acquisitions.

The 2016 Bonds will, from 24 August 2009, be convertible, at the election of holders, into preference shares issued by Vedanta Resources Jersey Limited. In accordance with the articles of association of Vedanta Resources Jersey Limited, the preference shares arising on conversion of the 2016 Bonds will then be delivered to the Company in exchange for ordinary shares. As at 12 June 2009, the 2016 Bonds represent conversion rights in respect of up to 34,265,351 ordinary shares, in turn representing approximately 12.49 per cent of the Company's total issued ordinary share capital (excluding treasury shares) as at that date.

Explanatory Notes to the Resolutions (continued)

Resolution 11 seeks to direct the directors to elect, on behalf of the Company, that the exercise of conversion rights attaching to the 2016 Bonds be settled in full by delivery of ordinary shares. Absent such election, conversions of the 2016 Bonds will be settled in ordinary shares only to the extent that the number of ordinary shares issued upon full exercise of all outstanding conversion rights would not exceed 9.99 per cent of the Company's total issued share capital (excluding treasury shares) as at 12 June 2009, with the balance settled in cash.

Resolution 12 - Purchase by the Company of its own shares

The Company may buy its own shares with the authority of shareholders. Resolution 12 seeks to renew the current authority given at the 2008 AGM of the Company until the conclusion of the annual general meeting in 2010 or on 27 October 2010, whichever is the earlier. The resolution specifies the maximum number of shares that may be purchased (approximately 10 per cent of the Company's issued share capital, excluding treasury shares, as at 12 June 2009) 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 \$250m share buyback programme to purchase up to 10 per cent of the Company's ordinary shares using the corresponding authority obtained at last year's AGM. 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.

It is the intention that shares purchased under this authority will be held as treasury shares. The Company may purchase and hold shares as treasury shares up to a maximum equal to 10 per cent of the nominal value of the issued ordinary share capital of the Company at that time, rather than cancelling them. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. Shares held in treasury in this way can be sold for cash or cancelled. This would allow the Company to manage its capital base more effectively and to replenish its distributable reserves.

As at 12 June 2009 (the latest practicable date before publication of this Notice), there were share options outstanding over 1,815,929 ordinary shares, representing approximately 0.66 per cent of the Company's ordinary issued share capital. 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 0.73 per cent of the Company's ordinary issued share capital.

Resolution 12 – Notice period for general meetings

This resolution is required to reflect the proposed implementation in August 2009 of the EU Shareholder Rights Directive. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. The Company may currently call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. 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 Directive in order to be able to call a general meeting on 14 days' notice.

Important Information for Shareholders

Proxies

- 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.
- 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 no later than 3.00pm on Saturday 25 July 2009. If they are a CREST member, shareholders may use the electronic proxy voting service provided by Euroclear.
- The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he / she wishes to do so.

Nominated persons

- 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.
- The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Right to attend and vote

- 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 Saturday 25 July 2009 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

- As at 12 June 2009 (the latest practicable date before publication of this Notice), the Company's issued share capital comprised 289,057,487 ordinary shares of US 10 cents each, of which 274,176,014 carry voting rights in relation to all circumstances at general meetings of the Company. Of the remaining 14,881,473 ordinary shares of US 10 Cents, 14,781,106 were held as treasury shares and 100,367 were issued on the conversion of certain convertible bonds issued by one of the Company's subsidiaries. These 100,367 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 12 June 2009 were 274,176,014.

Instructions for electronic proxy appointment through CREST

- CREST members who wish to appoint a proxy or proxies through the Euroclear electronic proxy appointment service may do so by using the procedures described in the CREST manual. 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.
- 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 instruction, 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 Saturday 25 July 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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.

Important Information for Shareholders (continued)

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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

12. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required 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 2009; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 April 2009 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

13. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.

Communication

14. You may not use any electronic address (within the meaning of section 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

15. 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.

Company's registrars

16. 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.

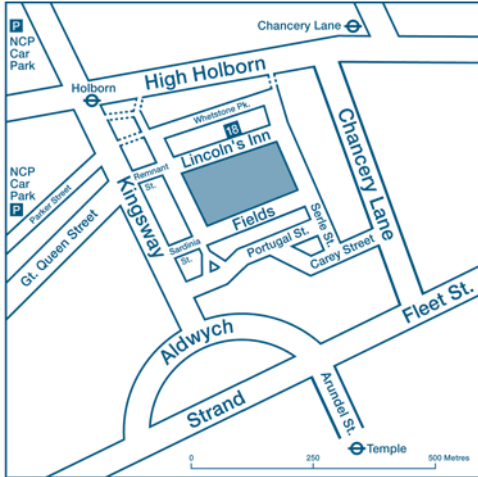
Investor Calendar

Event	Financial year end to which event relates	Date
Annual General Meeting	Financial year ended 31 March 2009	27 July 2009
Payment of final dividend	Financial year ended 31 March 2009	5 August 2009
Half year results announcement	Financial year ending 31 March 2010	5 November 2009
Payment of half year dividend	Financial year ending 31 March 2010	January 2010

Information about attending the Annual General Meeting

The Annual General Meeting of the Company will be held at 3.00pm on Monday 27 July 2009 at The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED.

How to get there



The Lincoln Centre is a few minutes away from Holborn, Chancery Lane and Covent Garden underground stations and in close proximity to Kings Cross St Pancras. Car parks are available in Lincoln's Inn Fields, Drury Lane and Bloomsbury Square.

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 the doors to the AGM will open at 2:45pm.

Vedanta Resources plc

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