

# **Vedanta Resources Plc**

(Incorporated and registered in England and Wales number 04740415)

## **Chairman's Letter and Notice of General Meeting**

To be held on Monday 1 October at 4.00 p.m. (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned) at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED.

### **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 04740415

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

13 September 2018

Dear Shareholder

### **Notice of 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 the General Meeting (the "**GM**"), which will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED at 4.00 p.m. (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned) on Monday, 1 October 2018. The formal notice of GM is set out on page 4 of this document.

We refer to the Company's announcements on 2 and 31 July 2018 in connection with the recommended cash offer by Volcan Investments Limited ("**Volcan Investments**") for the remaining issued and to be issued share capital of the Company not currently owned or controlled by Volcan Investments (the "**Offer**") and the following publication of the offer document on 3 August 2018. The Offer became unconditional in all respects on 3 September 2018.

Following the announcement that the Offer had become unconditional in all respects, the Company has applied to the London Stock Exchange and the UKLA to cancel the admission of its ordinary shares to trading on the London Stock Exchange's Main Market for listed securities and the admission to listing of its ordinary shares on the premium listing segment of the Official List, respectively (the "**De-listing**"). This Delisting is expected to occur on 1 October 2018 being 20 business days from the date of the announcement on 3 September 2018.

It is intended that the Company will be re-registered as a private company limited by shares, subject to the De-listing occurring. This general meeting is called to approve the re-registration of the Company as a private company limited by shares.

In accordance with the Company's re-registration as a private company limited by shares, it is intended that amended articles of association (the "**Amended Articles**") be adopted in place of the existing, and any previous, articles. The Amended Articles have been amended so as to make them suitable for a private company.

Additional important information for shareholders is also given on pages 5 to 8.

### **Voting**

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 two days before the day of the meeting.

If, prior to the date of the GM, you have accepted the Offer with respect to your shareholding, you will no longer be included on the register of members of the Company and will not be entitled to attend or vote at the GM.

If you are unable to attend the GM 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 GM on your behalf. To be valid, the Form of Proxy must be completed and returned by the deadline noted below.

At the GM, it is intended that the Company will take a poll on the resolution 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. Shareholders attending the GM in person or by proxy, or their duly appointed corporate representatives, will have the opportunity to ask questions on the GM 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 4.00 p.m. on 27 September 2018. Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the GM should you wish to do so.

**Recommendation**

Your Directors consider that the proposed resolution is 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 this resolution.

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

Yours sincerely

**Anil Agarwal**  
Executive Chairman

No. 04740415

**VEDANTA RESOURCES PLC**  
**Notice of General Meeting**

**NOTICE IS HEREBY GIVEN THAT** a general meeting of the Company will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Monday 1 October 2018 at 4.00 p.m. (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

**SPECIAL RESOLUTION**

THAT, subject to the cancellation by the London Stock Exchange and the UKLA of the admission of the Company's ordinary shares to trading on the London Stock Exchange's Main Market for listed securities and the admission to listing of the Company's ordinary shares on the premium listing segment of the Official List, pursuant to the provisions of section 97 of the Companies Act 2006, the Company be re-registered as a private company under the name of Vedanta Resources Limited and that in connection with such re-registration amended articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.

Dated 13 September 2018

**BY ORDER OF THE BOARD**

.....  
Director/Secretary

Registered office:

5th Floor  
6 St Andrew Street  
London  
EC4A 3AE

## **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 general meeting ("**GM**") 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 4.00 p.m. on 27 September 2018 (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](http://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 GM 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 GM. 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 GM**

7. It is intended that voting on all resolutions at the GM 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 GM and those lodged before the GM 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 6.00 p.m. on 27 September 2018 or, in the event of any adjournment, at 6.00 p.m. 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.

If, prior to the date of the GM, you have accepted the Offer with respect to your shareholding, you will no longer be included on the register of members of the Company and will not be entitled to attend or vote at the GM.

### **Total number of shares and voting rights**

9. As at 3 September 2018 (the latest practicable date before publication of this Notice), the Company's share capital comprised 304,398,171 ordinary shares of US\$0.10 each, of which 281,661,710 carry voting rights in relation to all circumstances at general meetings of the Company. Of the remaining 22,736,461 ordinary shares of US\$0.10 each, 22,502,483 were held as treasury shares and 233,978 shares were issued on the conversion of certain convertible bonds issued by one of the Company's subsidiaries. These 233,978 ordinary shares are held through a global depositary receipt and, as a result, carry no voting rights. Therefore, the total voting rights in the Company as at 3 September 2018 were 304,398,171.

### **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 GM, and any adjournment(s) thereof, by using the procedures and to the address described in the CREST Manual (available via [www.euroclear.com/CREST](http://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 4.00 pm on 27 September 2018 (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.

#### **Corporate Shareholders**

14. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the GM. 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**

15. Any member attending the GM 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**

16. 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**

17. 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 GM (Saturdays, Sundays and public holidays excepted) and at the GM location from 15 minutes before the GM until it ends:

- (a) Copies of the amended articles of association of the Company; and
- (b) Copies of the existing articles of association of the Company.

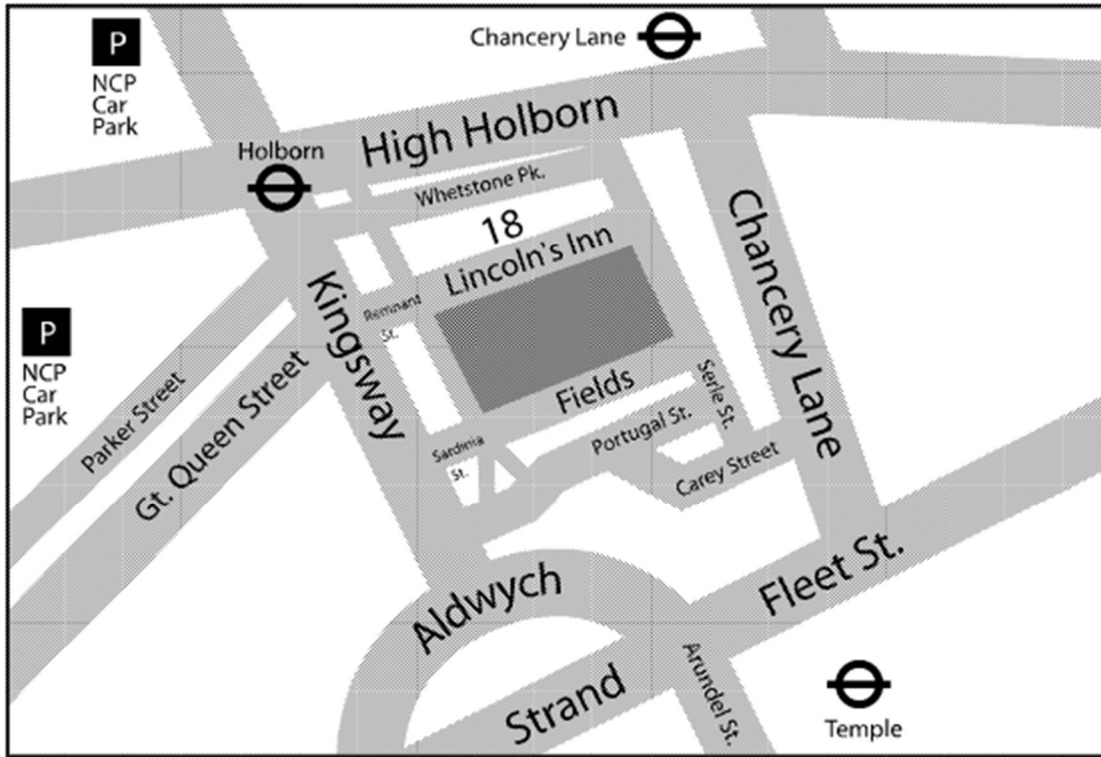
A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website at [www.vedantaresources.com](http://www.vedantaresources.com).

#### **Company's registrar**

18. 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.

## INFORMATION ABOUT ATTENDING THE GENERAL MEETING

The General Meeting of the Company will be held at 4.00 p.m. (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned) 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 annual general meeting. 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 GM 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 GM.

We ask all those present at the GM 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 3.00 p.m. and the doors to the general meeting will open at 3.45 p.m.**