

VEDANTA LIMITED
 CIN:L13209MH1965PLC291394
 Regd. Office: 1st Floor, 'C' Wing,
 Unit 103, Corporate Avenue, Atul Projects, Chakala, Andheri (East),
 Mumbai – 400 093 Tel.: +91-22 6643 4500 Fax: +91-22 6643 4530
 Website: www.vedantalimited.com E-mail ID: comp.sect@vedanta.co.in

**Form No. MGT- 11
 Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]

Name of the Member (s):.....

Registered address:.....

E-mail ID:.....

Folio No./ Client ID:..... DP ID:.....

I/ We, being the Member (s) of shares of the above named company, hereby appoint

1. Name:..... E-mail ID:.....

Address:.....

Signature:....., or failing him/her

2. Name:..... E-mail ID:.....

Address:.....

Signature:....., or failing him/her

3. Name:..... E-mail ID:.....

Address:.....

Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 54th Annual General Meeting of the Company, to be held on Thursday, July 11, 2019 at 10:30 a.m. IST at the Rangsharda Auditorium, K C Marg, Bandra Reclamation, Bandra (West), Mumbai – 400 050 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution
 Ordinary Business**

- 1 To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
- 2 To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon.
- 3 To confirm the payment of two Interim Dividends aggregating to ₹ 18.85 per equity share for the financial year ended March 31, 2019.
- 4 To confirm the payment of Preference Dividend on 7.5% Non-Cumulative Non-Convertible Redeemable Preference shares, for the period from April 1, 2018 upto the date of redemption i.e. October 27, 2018.
- 5 To appoint Ms. Priya Agarwal (DIN:05162177), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

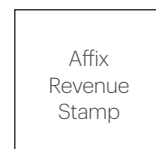
Special Business

- 6 To consider appointment of Mr. Srinivasan Venkatakrishnan (DIN: 08364908) as the Whole-Time Director, designated as Chief Executive Officer (CEO) of the Company for the period from March 01, 2019 to August 31, 2021.
- 7 To consider re-appointment of Mr. Tarun Jain (DIN:00006843) as Non-Executive Director of the Company for a period of one (1) year effective April 1, 2019 to March 31, 2020.
- 8 To consider and approve payment of remuneration to Mr. Tarun Jain (DIN:00006843), Non- Executive Director in excess of the limits prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 9 To consider the appointment of Mr. Mahendra Kumar Sharma (DIN: 00327684) as an Independent Director of the Company.
- 10 To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.

Signed this..... day of 2019

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.