

**VEDANTA LIMITED**

CIN: L13209MH1965PLC291394  
 Regd. Office: 1<sup>st</sup> Floor, 'C' Wing, Unit 103, Corporate Avenue,  
 Atul Projects, Chakala, Andheri (East), Mumbai – 400 093  
 Phone No. +91-22 6643 4500; Fax: +91-22 6643 4530  
 Email id: [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in) website: [www.vedantalimited.com](http://www.vedantalimited.com)

**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

2. Name: ..... E-mail Id: .....

Address: .....

Signature: ..... or failing him

3. Name: ..... E-mail Id: .....

Address: .....

Signature: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company, to be held on Friday, August 24, 2018 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:

**Sr. no. Resolution**

**Ordinary Business(es)**

1. To receive, consider and adopt the Audited Financial Statements (standalone & consolidated) of the Company for the financial year ended March 31, 2018 along with the reports of the Directors and Auditors thereon.
2. (a) To confirm the payment of First Interim Dividend of ₹ 21.20 per equity share for the financial year ended March 31, 2018.  
 (b) To confirm the payment of Preference Dividend of ₹ 0.75 per preference share @ 7.5% on pro-rata basis payable uptill the end of FY 2017-18.
3. To appoint Mr. GR Arun Kumar (DIN:01874769), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

**Special Business(es)**

4. To consider re-appointment of Mr. Navin Agarwal (DIN: 00006303) as Whole-time Director of the Company for the period of 5 years w.e.f. August 01, 2018.
5. To consider re-appointment of Ms. Lalita D. Gupte (DIN:00043559) as an Independent Director for a second and final term effective from January 29, 2018 to August 10, 2021.
6. To consider re-appointment of Mr. Ravi Kant (DIN:00016184) as an Independent Director for a second and final term effective from January 29, 2018 to May 31, 2019.
7. Appointment of Mr. U. K. Sinha (DIN:00010336) as an Independent Director for a for a fixed term effective from March 13, 2018 till August 10, 2021.
8. To consider re-appointment of Mr. Tarun Jain (DIN:00006843) as Whole Time Director of the Company for the period April 1, 2018 to March 31, 2019.
9. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019.
10. To approve offer or invitation to subscribe the Non- Convertible Debentures or other Debt Securities upto ₹ 20,000 crores on a Private Placement basis.

Signed this .....day of ..... 2018

Signature of member .....

Signature of Proxy holder(s) .....

Affix Revenue

**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.**