

**EXHIBIT B - PART I
FORM OF RULE 144A TRANSFER CERTIFICATE**

VEDANTA RESOURCES PLC (the "Company")
[U.S.\$750,000,000 6.75 per cent. Bonds due 2016][U.S.\$900,000,000 8.25 per cent. Bonds due 2021]
(the "Bonds")

Reference is hereby made to the Paying Agency Agreement (the "**Agency Agreement**") dated 7 June 2011 between the Company and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement.

[NOTE: INSERT [A] FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY INDIVIDUAL DEFINITIVE CERTIFICATES NOT BEARING THE SECURITIES ACT LEGEND TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL DEFINITIVE CERTIFICATES BEARING THE SECURITIES ACT LEGEND. INSERT [B] FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE UNRESTRICTED GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL DEFINITIVE CERTIFICATES BEARING THE SECURITIES ACT LEGEND. INSERT [C] FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE UNRESTRICTED GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN THE BONDS EVIDENCED BY THE RESTRICTED GLOBAL CERTIFICATE.]

[A] This letter relates to U.S.\$[] principal amount of Bonds registered in the name of [insert name of transferor] (the "**Transferor**") and evidenced by individual definitive Certificates. The Transferor has requested a transfer or exchange of such Bonds for individual Bonds registered in the name of [insert name of transferee] (the "**Transferee**").

[B] This letter relates to U.S.\$[] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Unrestricted Global Certificate (ISIN No.[USG9328DAF71][USG9328DAG54] and CUSIP No. [G9328D AF7][G9328D AG5]) with DTC for the account of [Euroclear][Clearstream] (Common Code No. [063199923][063200760]) in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer or exchange of such interest for individual definitive Certificates registered in the name of [insert name of transferee] (the "**Transferee**").

[C] This letter relates to U.S.\$[] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Unrestricted Global Certificate (ISIN No.[USG9328DAF71][USG9328DAG54] and CUSIP No. [G9328D AF7][G9328D AG5]) with DTC for the account of [Euroclear][Clearstream] (Common Code No. [063199923][063200760]) in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer or exchange of such interest for an interest in the Bonds evidenced by the Restricted Global Certificate (CUSIP No. [92241T AF9][92241T AG7]) to be held with DTC in the name of [insert name of transferee] (the "**Transferee**").

In connection with such request, and in respect of such Bonds, we represent that we are acquiring the Bonds for our own account or an account with respect to which we exercise sole investment discretion, and we are and, if applicable, each such account holder is a "qualified institutional buyer" within the meaning of Rule 144A ("**Rule 144A**") under the United States Securities Act of 1933, as amended, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.

Ex B-2

This certificate and the statements contained herein are made for your benefit and the benefit of the Company.

[Name of Transferee]

By:

Authorised Signature

[Date]

EXHIBIT B - PART II
FORM OF REGULATION S TRANSFER CERTIFICATE

VEDANTA RESOURCES PLC (the "Company")
[U.S.\$750,000,000 6.75 per cent. Bonds due 2016][U.S.\$900,000,000 8.25 per cent. Bonds due 2021]
(the "Bonds")

Reference is hereby made to the Paying Agency Agreement (the "**Agency Agreement**") dated [•] April 2011 between the Company and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meaning given to them in Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**").

[NOTE: INSERT [A] FOR TRANSFERS OF THE BONDS EVIDENCED BY INDIVIDUAL DEFINITIVE CERTIFICATES BEARING THE SECURITIES ACT LEGEND TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL DEFINITIVE CERTIFICATES NOT BEARING THE SECURITIES ACT LEGEND. INSERT [B] FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE RESTRICTED GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL DEFINITIVE CERTIFICATES NOT BEARING THE SECURITIES ACT LEGEND. INSERT [C] FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE RESTRICTED GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN THE BONDS EVIDENCED BY THE UNRESTRICTED GLOBAL CERTIFICATE.]

[A] This letter relates to U.S.\$[] principal amount of Bonds registered in the name of [*insert name of transferor*] (the "**Transferor**") and evidenced by individual definitive Certificates. The Transferor has requested a transfer or exchange of such Bonds for individual definitive Certificates registered in the name of [*insert name of transferee*] (the "**Transferee**").

[B] This letter relates to U.S.\$[] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Restricted Certificate (CUSIP No. [92241T AF9] [92241T AG7]) with DTC in the name of [*insert name of transferor*] (the "**Transferor**"). The Transferor has requested a transfer or exchange of such interest for individual Bonds registered in the name of [*insert name of transferee*] (the "**Transferee**").

[C] This letter relates to U.S.\$[] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Restricted Global Certificate (CUSIP No. [92241T AF9] [92241T AG7]) with DTC in the name of [*insert name of transferor*] (the "**Transferor**"). The Transferor has requested a transfer of such interest for an interest evidenced by the Unrestricted Global Certificate to be held with DTC for the account of [Euroclear][Clearstream] (ISIN No.[USG9328DAF71] [USG9328DAG54] and CUSIP No. [G9328D AF7] [G9328D AG5]) in the name of [*insert name of transferee*] (the "**Transferee**").

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that (i) such transfer has been effected in accordance with the transfer restrictions set forth in the Agency Agreement and the Bonds and in accordance with any applicable securities laws of any state of the United States and any other jurisdiction and (ii) such transfer has been effected pursuant to and in accordance with Regulation S, for the purposes of which the Transferor certifies that:

- (1) the offer of the Bonds was not made to a person in the United States;

[(2) at the time the buy order was originated, the Transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the Transferee was outside the United States;]*

[(2) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;]*

(3) no directed selling efforts have been made in contravention of the requirements of Regulation S;

(4) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and

(5) if the undersigned is an officer or director of the Company, or a distributor or any affiliate of the Company, such sale is made in accordance with the applicable provisions of Regulation S.

* Insert one of these two provisions, which are derived from the definition of "offshore transaction" in Regulation S.

This certificate and the statements contained herein are made for your benefit and the benefit of the Company.

[Name of Transferor]

By:

Authorised Signature

[Date]

