

Notice of Annual General Meeting

Notice is hereby given that the Forty-Eight Annual General Meeting of Sesa Goa Limited will be held on Thursday, June 27, 2013 at 10.00 A.M. at Hotel Mandovi, Panaji, Goa, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. K. K. Kaura who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. J. P. Singh who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

6. "RESOLVED that subject to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof, approval of the Company be and is hereby accorded to the re-appointment of Mr. Amit Pradhan as Wholetime Director

of the Company, for the period from April 1, 2013 upto March 31, 2015 and to the payment of remuneration, with the base salary of ₹ 3,42,600/- per month (in the scale of ₹ 1,50,000/- to ₹ 5,00,000/-), more particularly as set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting, with a liberty to the Board of Directors to vary and increase the remuneration and perquisites payable or to be provided to Mr. Amit Pradhan including any monetary value thereof to the extent the Board of Directors may consider appropriate and to alter and vary the terms and conditions of the Agreement as may be agreed to by the Board of Directors and Mr. Amit Pradhan during the aforesaid period.

RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the Company shall pay Mr. Amit Pradhan minimum remuneration by way of salary, perquisites or any other allowance, as set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting and in accordance with the applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution."

**By Order of the Board
SESA GOA LIMITED**

C. D. Chitnis

Company Secretary & AVP-Legal

Place: Panaji - Goa

Date: April 27, 2013

NOTES:

- A) The relative Explanatory Statement as required by Section 173 of the Companies Act, 1956, in regard to the Special Business entered under Item 6 is annexed hereto.
- B) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- C) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, June 4, 2013 to Thursday, June 6, 2013 (both days inclusive).
- D) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between June 28, 2013 and July 25, 2013 to those members whose names shall appear on the Company's Register of Members on Monday, June 3, 2013; in respect of the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- E) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- F) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited.

Notice of Annual General Meeting

- G) In accordance with the provisions of Section 205A (5) read with Section 205C of the Companies Act, 1956, the amount of dividend for the Financial Year ended March 31, 2005 and interim dividend for the financial year ended March 31, 2006 which remained unpaid and unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company has been transferred to the Investor Education and Protection Fund established by the Central Government.
- H) Pursuant to the provisions of Section 205A (5) read with Section 205C of the Companies Act, 1956 the amount of final dividend for the Financial Year ended March 31, 2006 and thereafter which remain unpaid and unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund established by the Central Government and no claim shall lie against the said Fund or the Company for the amounts of dividend so transferred to the said Fund. Shareholders, who have not yet encashed their final dividend warrants for the Financial Year ended March 31, 2006 or any subsequent financial years are therefore requested to make their claim to the Company without delay.
- I) Members are requested to bring their Admission Slips along with copy of the Report and Accounts to the Annual General Meeting.
- J) Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended March 31, 2013 may visit the Company's corporate website www.sesagoa.com or send their queries atleast 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
- K) Sesa is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, permitted Companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.
- Recognising the spirit of the Circular issued by the MCA, the Company is sending documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc. to the email address provided by you with your depositories.
- We request you to update your e-mail address with your Depository Participant to ensure that the Annual Report and other documents reach you on your preferred email account.

- L) The information as required to be provided under the Listing Agreement with the Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed is given hereunder:

i)	Name	Mr. Kuldip Kumar Kaura
	Age	66 years
	Qualifications	Degree in Mechanical Engineering (Honours) from BITS, Pilani & Executive education at London Business School & IFL, Sweden.
	Expertise	18 years of experience at ABB India at various operations & business management positions. He was a member of Directors of ABB India from 1996 and was Managing Director and Country Manager of ABB from 1998 to 2001. In 2002 joined Sterlite and was Managing Director of Hindustan Zinc Ltd and became the Chief Operating Officer of Vedanta Resources plc. since its inception. He was a Director of Hindustan Zinc Ltd, Vedanta Alumina and Copper Mines Tasmania Pty Ltd and became Chief Executive Officer, Vedanta Resources plc., also Managing Director of Sterlite and Deputy Chairman of Konkola Copper Mines. Presently, he is the CEO & Managing Director of ACC Limited.
	Shareholding	Nil

Other Directorships / Committee Memberships

Sr. No.	Name of the Company	Position held	Committee Type	Membership Status
1.	ACC Ltd.	CEO & Managing Director	-	-
2.	Bulk Cement Corpn (I) Ltd.	Director	-	-
3.	Holcim Services (South Asia) Ltd.	Director	-	-
4.	ACC Mineral Resources Limited.	Director	-	-

Notice of Annual General Meeting

ii) Name	Mr. J. P. Singh
Age	65 years
Qualifications	M.A, MPA (Harvard), IAS Retd. (Rajasthan 1972)
Expertise	Former Secretary, Ministry of Finance (DOD) and Ministry of Mines, special Secretary labour and has over 36 years of executive experience in key positions in the State and Union Government.
Shareholding	Nil

Other Directorships / Committee Memberships

Sr. No.	Name of the Company	Position held	Committee Type	Membership Status
NIL				

iii) Name	Mr. Amit Pradhan
Age	58 years
Qualifications	M.Sc. (Physics) from IIT Delhi
Expertise	35 years of experience in Material /Project Management with a stint in Business Development.
Shareholding	1,340 shares

Other Directorships / Committee Memberships

Sr. No.	Name of the Company	Position held	Committee Type	Membership Status
1.	Goa Energy Limited	Director	-	-

Annexure to Notice

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

ITEM NO. 1

The Board of Directors of the Company, at its Meeting held on April 27, 2013 re-appointed Mr. Amit Pradhan as Wholetime Director of the Company, effective from April 1, 2013 upto March 31, 2015 subject to the approval of the Shareholders at the General Meeting of the Company on a base salary of ₹ 342,600/- per month in the scale of ₹ 1,50,000/- to ₹ 500,000/- as recommended by the Remuneration Committee.

Mr. Amit Pradhan is M.Sc. (Physics) from IIT Delhi with 35 years experience in Material /Project Management with a stint in Business Development.

The remuneration proposed and reproduced herein below is within the norms to the Schedule XIII of the Companies Act, 1956 as amended:

(A) Base Salary	₹ 342,600/- per month (in the scale of ₹ 150,000/- to ₹ 500,000/). Salary shall normally be subject to review for competitiveness periodically being adjusted as appropriate and as approved by the Board.
(B) Executive Allowance	20% of monthly Base Salary payable each month.
(C) Performance linked pay	Eligible for variable performance payments, normally made once annually following the end of the preceding fiscal year. Payments will be linked to individual, team and business performance achieved that year and may range upto 100% of annual salary paid as approved by the Board.
(D) Perquisites	In addition to Base Salary, Performance linked pay and Executive Allowance are classified in 3 categories as under:

Category A

- Housing - As per rules of the Company.
- Medical Reimbursement - Expenses incurred for self and family will be as per the rules of the Company.
- Leave Travel Concession - For self and family once in a year in accordance with the rules of the Company.
- Leave - As per rules of the Company. The availment / accumulation and encashment of leave will be as per rules of the Company.
- Club Fees - Annual membership and entrance fees shall be borne by the Company for upto two clubs. However, life membership fees will not be paid by the Company.
- Personal Accident Insurance - Coverage by Policy for ₹ 2,500,000/-.

For the purpose of Category A "Family" means wife, dependent children and dependent parents.

Category B

The Company's contribution to Provident Fund and Superannuation Fund will be as per rules of the Company.

Gratuity - As per the rules of the Company and from the date of commencement of employment with the Company.

Category C

The Company shall provide car, driver and mobile phone for business and personal use and telephone/fax/internet facility at the principal place of residence.

In the event of any loss or inadequacy of profits in any financial year during Mr. Amit Pradhan's tenure the Company shall remunerate him by way of salary, perquisites or any other allowance as specified above or within the applicable limit stipulated in Section II, Part II Schedule XIII, whichever is higher.

Mr. Amit Pradhan will not be entitled to sitting fees for attending Board/Committee Meetings of the Company.

The remuneration is subject to the provisions of the Income Tax Act, as applicable from time to time.

Mr. Amit Pradhan is interested in the Resolution, which if passed, will benefit him. No other Director is interested in this item.

Copy of the existing contract of Mr. Amit Pradhan is available for inspection at the Registered Office of the Company on any working day during office hours. The Board commends passing of the resolution.

The above statement under Item 1 may also be regarded as abstract of the terms and conditions and memorandum of interest under Section 302 of the Companies Act, 1956.

By Order of the Board
SESA GOA LIMITED

Place: Panaji - Goa
Date: April 27, 2013

C. D. Chitnis
Company Secretary & AVP-Legal