

**Gist of the proceedings of the Annual General Meeting of  
Sesa Sterlite Limited held on 11<sup>th</sup> July, 2014**

The 49<sup>th</sup> Annual General Meeting of the Members of the Company was held on 11<sup>th</sup> July, 2014 at 11.00 A.M. at Main Hall of Institute Menezes Braganza, Panaji, Goa.

Mr. Navin Agarwal chaired the Meeting.

70 members present in person, 113 members by proxy and 9 authorised representatives attended the Meeting as per the records of attendance.

The Chairman addressed the meeting giving inter alia, report/information on business activities of Company's Divisions, viz. Oil and Gas, Zinc, Aluminum, Iron Ore, Copper India, Power and also on Sustainability and CSR initiatives, value creation and path ahead. The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook. Mr. Thomas Albanese, Chief Executive Officer addressed on iron ore mining ban in Goa and resumption of mining. The printed copy of Chairman's Statement was also distributed to the Members attending the Meeting.

The Chairman informed the Members that pursuant to the provisions the Companies Act, 2013 and Rules the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the 49<sup>th</sup> Annual General Meeting. The e-voting commenced at 9.00 A.M. on 5<sup>th</sup> July, 2014 and ended at 6.00 P.M. on 7<sup>th</sup> July, 2014. Mr.R.G. Ramani, Advocate was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 12 resolutions to be passed at the Meeting. Thereafter, all the 12 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman, Chief Executive Officer and other Directors.

Thereafter, the Chairman ordered for a poll to be taken at the meeting by way of ballot paper, given at the time of registration, and appointed Mr.Shivram Bhat - Practising Company Secretary and Mr. Shrikant Gaonkar - Practising Company Secretary, both Members of the Company as Scrutinizers for Poll process for all the 12 resolutions. The Chairman announced that the combined result of e-voting and the ballot will be available at the Registered Office of the Company on the same day of the Annual General Meeting and also put on the Company's website.

The resolutions passed by the Members, briefly, related to:

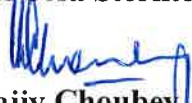
ORDINARY BUSINESS:	
1.	Adoption of (a) Audited Financial Statements of the Company for the financial year ended March 31, 2014, the Reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for



	the financial year ended March 31, 2014 (Ordinary Resolution).
2.	Declaration of final dividend and to confirm the interim dividend of Rs.1.50 paid during the financial year ended March 31, 2014 (Ordinary Resolution).
3.	Re-appointment of Mr.G.D Kamat, Director retiring by rotation (Ordinary Resolution).
4.	Re-appointment of Mr.Ravi Kant, Director retiring by rotation (Ordinary Resolution).
5.	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors (Ordinary Resolution).
<b>SPECIAL BUSINESS:</b>	
6.	Re-appointment of Mr. Mahendra Singh Mehta as Whole-Time Director, designated as Chief Executive Officer (CEO) for the period January 01, 2014 to March 31, 2014 (Special Resolution).
7.	Appointment of Mr. Thomas Albanese as Whole-Time Director, designated as Chief Executive Officer (CEO) for the period April 01, 2014 to March 31, 2017 (Special Resolution).
8.	Appointment of Mr. Tarun Jain as Whole-Time Director for the period April 01, 2014 to March 31, 2018 (Special Resolution).
9.	Appointment of Mr.Din Dayal Jalan as Whole-Time Director, designated as Chief Financial Officer (CFO) for the period April 01, 2014 to September 30, 2014 (Special Resolution).
10.	Payment of Commission to Independent / Non-Executive Directors of the Company upto 1% of the Net Profits per year as computed in the manner laid down u/s 198 of the Act and other applicable provisions of the Companies Act, 2013 (Special Resolution).
11.	Payment of Commission to Independent / Non-Executive Directors of the Company and erstwhile Sterlite Industries (India) Limited upto Rs.75 lacs for financial year 2013-14 (Special Resolution).
12.	Appointment and remuneration of the Cost Auditors for the Financial Year ending March 31, 2015 (Ordinary Resolution).

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For **Sesa Sterlite Limited**

  
**Rajiv Choubey** 30.07.2014  
 Company Secretary & AVP – Legal