

Ramchandra Gajanan Ramani

B.Sc. (Hon).LL. B.

ADVOCATE

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Off.: Opp. Head Post Office
Panaji – Goa.
Phone: 2436913

October 11, 2014

To:
The Executive Chairman,
Sesa Sterlite Limited,
Sesa Ghor,
20 EDC Complex,
Patto, Panaji – Goa.

Dear Sir,

Sub: **Report of the Scrutinizer on Special Resolutions
Through Postal Ballot**

The Company, vide its letter dated 8th September, 2014, had appointed me as Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to conduct the postal ballot voting process with regard to the following Special Resolutions proposed vide Notice dated 5th September, 2014:

1. Special Resolution for increase in borrowing limits of the Company as per the provisions of Section 180 (1)(c) of the Companies Act, 2013.
2. Special Resolution for creation of charge / mortgage over the properties of the Company for the purpose of borrowing as per the provisions of Section 180(1)(a) of the Companies Act, 2013;
3. Special Resolution for Private Placement of Non-Convertible Debentures (NCDs) or other Debt Securities within the overall borrowing limit of the Company;
4. Special Resolution for issuance of Convertible Securities up to INR 6,000 crores;
5. Special Resolution for Private Placement of Non-Convertible Debentures or other Debt Securities with warrants for up to INR 4,000 crores;
6. Special Resolution for increase in limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments and Guarantees;
7. Special Resolution for re-appointment of Mr. Dindayal Jalan as Whole Time Director, designated as Chief Financial Officer (CFO) of the Company; and
8. Special Resolution for revision in the remuneration of the Whole Time Directors of the Company.

The Report duly signed by me is attached.

Thanking you,

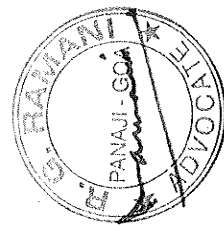


Yours faithfully,

A handwritten signature in black ink, appearing to read "R.G. Ramani".

(R.G. RAMANI)
Scrutinizer

Encl: As above



SESA STERILITE LIMITED SUMMARY OF RESULTS OF POSTAL BALLOTS - 11.10.2014												
Sr. No.	RESOLUTION	ASSENT			DISSENT			INVALID			TOTAL	
		No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot	No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot	No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot	No. Of Share-holders Voted	% of total shares received through postal ballot
1	Special Resolution for increase in borrowing limits of the Company as per the provisions of Section 180 (1)(c) of the Companies Act, 2013.	2789	2231551020	99.82	194	2564497	0.11	73	1565936	0.07	3056	100.00
2	Special Resolution for creation of charge / mortgage over the properties of the Company for the purpose of borrowing as per the provisions of Section 180(1)(a) of the Companies Act, 2013;	2744	2231492669	99.81	229	2587036	0.12	82	1601678	0.07	3055	100.00
3	Special Resolution for Private Placement of Non-Convertible Debentures (NCDs) or other Debt Securities;	2724	2221397129	99.36	242	4591811	0.21	88	9692613	0.43	3054	100.00
4	Special Resolution for issuance of Securities up to INR 6,000 crores;	2788	2230056549	99.75	191	4056677	0.18	72	1568180	0.07	3051	100.00

SESA STERILITE LIMITED

SUMMARY OF RESULTS OF POSTAL BALLOTS - 11.10.2014

Sr. No.	RESOLUTION	ASSENT			DISSENT			INVALID			TOTAL		
		No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot	No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot	No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot	No. Of Share-holders Voted	No. Of Shares	% of total shares received through postal ballot
5	Special Resolution for Private Placement of Non-Convertible Debentures or other Debt Securities with warrants for up to INR 4,000 crores;	2542	2063587105	92.30	444	170527295	7.63	76	1566906	0.07	3062	2235681306	100.00
6	Special Resolution for increase in limits u/s 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments and Guarantees;	2488	2040221012	91.26	473	185254398	8.29	100	10206146	0.45	3061	2235681556	100.00
7	Special Resolution for re-appointment of Mr.Dindayal Jalan as Whole Time Director, designated as Chief Financial Officer (CFO) of the Company;	2814	2233494909	99.92	163	133896	0.01	73	1652550	0.07	3050	2235281355	100.00
8	Special Resolution for revision in the remuneration of the Whole Time Directors of the Company.	2596	2223048685	99.43	349	2680623	0.12	103	9952079	0.45	3048	2235681387	100.00

