

**SCHEME OF AMALGAMATION**

**OF**

**GOA ENERGY LIMITED**

**:**

**AMALGAMATING COMPANY**

**WITH**

**SESA STERLITE LIMITED**

**:**

**AMALGAMATED COMPANY**

**AND THEIR RESPECTIVE SHAREHOLDERS**

**UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956**

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**Certified True Copy  
For Sesa Sterlite Limited**  
*1098 Smani*  
**Company Secretary / Director / Authorized Signatory**

## **PREAMBLE**

### **(A) Description of the Companies:**

1. Sesa Sterlite Limited ("the Amalgamated Company" or "SSL") is one of the largest diversified natural resource company and primarily engaged in exploring, extracting and processing minerals and oil & gas. SSL produces oil & gas, zinc, lead, silver, copper, iron ore, aluminium and commercial power.
2. Goa Energy Limited ("the Amalgamating Company" or "GEL") is wholly owned subsidiary of SSL, is engaged in manufacturing of power using coke oven flue gases and blast furnace gases. GEL operates 30MW power plant.

### **(B) Purpose of the Scheme**

This Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("the Act") for amalgamation of Amalgamating Company into and with Amalgamated Company ("the Scheme"). The Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

### **(C) Rationale of the Scheme**

The Scheme would achieve the following synergies for the group:

- a. Simplification and rationalization of group structure;
- b. Consolidation of operating business in SSL;
- c. Reduce managerial overlaps, which are necessarily involved in running multiple entities;
- d. Reduction in secretarial compliances and operating cost;
- e. Achieving operational and management efficiency.

### **(C) Parts of the Scheme**

The Scheme is divided into the following parts:

- (a) **PART 1** of this scheme sets forth the Definitions and current capital structure of the concerned companies;
- (b) **PART 2** of this scheme provides for specific provision governing Amalgamation of the Amalgamating Company into and with the Amalgamated Company;
- (c) **PART 3** deals with Other Terms and Conditions.



**PART 1**  
**DEFINITIONS AND CAPITAL STRUCTURE**

**1.1. DEFINITIONS**

In this Scheme, unless repugnant with the subject, context or meaning thereof, the following words and expressions shall have the meaning as set out herein below:

- 1.1.1. **“Act” or “The Act”** means the Companies Act, 1956, the rules and regulations made thereunder and will include any statutory modification or re-enactment thereof for the time being in force and also mean and refer to corresponding sections of the Companies Act, 2013 the rules and regulations made thereunder, as and when such corresponding sections are notified by the Central Government;
- 1.1.2. **“Appointed Date”** shall means April 1, 2014, being the date with effect from which Amalgamating Company shall stand amalgamated into and with Amalgamated Company in terms of this Scheme, upon sanction of the Scheme by the Courts and this Scheme coming into effect;
- 1.1.3. **“Board of Directors”** means the Board of Directors or any committee thereof, of the Amalgamated Company or the Amalgamating Company or both as the context may require.
- 1.1.4. **“Court” or “High Court”** means the High Court of Judicature at Bombay at Goa and shall include the National Company Law Tribunal, if and when applicable;
- 1.1.5. **“Effective Date”** means the later of the dates on which the certified copies of the Order of High Court or such other competent authority as may be applicable, sanctioning the scheme is filed with the Registrar of Companies at Goa by the Amalgamating Company and the Amalgamated Company, as the case may be;
- 1.1.6. **“GEL” or “the Amalgamating Company”** means Goa Energy Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Sesa Ghor 20 EDC Complex Patto, Panjim, Goa - 400710;
- 1.1.7. **“SSL” or “the Amalgamated Company”** means Sesa Sterlite Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Sesa Ghor 20 EDC Complex Patto, Panjim, Goa - 400710;
- 1.1.8. **“Scheme” or “the Scheme” or “this Scheme”** shall mean this Scheme of Amalgamation in its present form as submitted to the High Court, with such modification(s) and amendments, if any made as per Clause 3.2 of the Scheme;





Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract Regulation Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

## 1.2. CAPITAL STRUCTURE

1.2.1. The capital structure of Amalgamating Company as of March 31, 2014 is as under:

| Particulars  | Rupees              |
|--|---------------------|
| <b><u>Authorised Capital</u></b>   |                     |
| 10,000 equity shares of Rs 10 each                                       | 1,00,000            |
| 3,50,00,000 Redeemable Non-Cumulative preference shares of Rs. 10/- each | 35,00,00,000        |
| <b>Total</b>   | <b>35,01,00,000</b> |
| <b><u>Issued, Subscribed &amp; Paid Up Capital</u></b>                   |                     |
| 10,000 equity shares of Rs 10 each                                       | 1,00,000            |
| 40,000 Redeemable Non-Cumulative preference shares of Rs. 10/- each      | 4,00,000            |
| <b>Total</b>   | <b>5,00,000</b>     |

The entire share capital of the Amalgamating Company is held by the Amalgamated Company and its nominees.

Post March 31, 2014, Amalgamating Company has issued 3,29,60,000 Redeemable Preference Shares of Rs. 10 each to Amalgamated Company.

1.2.2. The capital structure of Amalgamated Company as of March 31, 2014 is as under:

| Particulars  | Rupees         |
|--|----------------|
| <b><u>Authorised Capital</u></b>                       |                |
| 51,260,000,000 Equity Shares of Re. 1 each             | 51,260,000,000 |
| <b><u>Issued, Subscribed &amp; Paid up Capital</u></b> |                |
| 2,964,674,487 Equity Shares of Re. 1 each              | 2,964,674,487  |

There has been no change in the share capital of Amalgamated Company since March 31, 2014.

## 1.3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form, with or without any modification(s), as may be approved or imposed or directed by the High Court or made as per Clause 3.2 of the Scheme, shall become effective from the Appointed Date but shall be operative from the Effective Date.





**PART 2**  
**AMALGAMATION OF THE AMALGAMATING COMPANY INTO AND WITH THE**  
**AMALGAMATED COMPANY**

**2.1. AMALGAMATION AND VESTING OF UNDERTAKING**

2.1.1. With effect from the opening of the business as on the Appointed Date, the entire business and whole of the undertakings of the Amalgamating Company including all its properties and assets (whether movable or immovable, tangible or intangible) of whatsoever nature such as investments, licenses, permits, quotas, approvals, lease, tenancy rights, permissions, incentives if any, and all other rights, title, interest, contracts, consents, approvals or powers of every kind, nature and description whatsoever shall under the provisions of Sections 391 to 394 of the Act and pursuant to the orders of the High Court or any other appropriate authority sanctioning this Scheme and without further act, instrument or deed, stand amalgamated with and be vested in the Amalgamated Company as a going concern, so as to become the properties and assets of the Amalgamated Company.

2.1.2. The liabilities shall also, without any further act, instrument or deed, stand amalgamated with and be vested in and assumed by and/or deemed to be amalgamated with and be vested in and assumed by the Amalgamated Company pursuant to the provisions of Sections 391 to 394 of the Act, so as to become the liabilities of the Amalgamated Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause.

**2.2. CONSIDERATION**

2.2.1. Upon this Scheme coming into effect and upon the vesting of the undertakings of Amalgamating Company (inclusive of all assets and liabilities thereof as defined), into and with Amalgamated Company in accordance this Scheme, Amalgamated Company shall not pay any consideration to Amalgamating Company or to its shareholders, as Amalgamating Company is a wholly owned subsidiary of Amalgamated Company and Amalgamated Company (either itself and through its nominee) is the only shareholder of Amalgamating Company, and accordingly, no shares shall be issued and allotted by Amalgamated Company either to itself or to any of its nominee shareholders holding shares in Amalgamating Company.

2.2.2. Upon this Scheme coming into effect, the entire share capital of Amalgamating Company will stand automatically cancelled.

2.2.3. Upon this Scheme coming into effect, the share certificates, if any, and/or the shares / depository receipts in electronic form representing the shares held by Amalgamated Company shall be deemed to be cancelled without any further act or deed for cancellation thereof by Amalgamated Company.



### **2.3. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY**

On the Scheme becoming effective and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation in its books of accounts as under:

- 2.3.1. All assets, liabilities & reserves (as appearing in the books of accounts of Amalgamating Company at the close of business on the day preceding the Appointed Date) of Amalgamating Company shall be recorded in the books of Amalgamated Company at their respective book values.
- 2.3.2. Amalgamated Company shall follow the method of accounting as prescribed for the "Pooling of Interest method "under Accounting Standard 14 as notified under Section 211 (3C) Companies (Accounting Standards) Rules, 2006, as amended (corresponding to section 133 of the Companies Act, 2013, which is effective in place of the erstwhile section 211 (3C) which stands repealed).
- 2.3.3. The investment in the equity shares, if any, of Amalgamating Company, appearing in the books of account of Amalgamated Company will stand cancelled as provided in clause 2.2.2 of this Scheme.
- 2.3.4. Any inter-company payables, receivables (including loans, advances or debenture etc.) and investments between Amalgamating Company and Amalgamated Company (whether held by themselves or through their nominees) shall be cancelled and Amalgamated Company shall accordingly not record any of such payables, receivables and investments in its books.
- 2.3.5. The difference, if any, between the value of total assets and total liabilities as recorded by Amalgamated Company, pursuant to Clause 2.3.1 above, after giving adjustment as mentioned in sub-clause 2.3.2, 2.3.3 and Clause 2.3.4 above, shall be recorded as and credited to capital reserve account or debited to the general reserve account, as the case may be, available in the financial statement of Amalgamated Company.
- 2.3.6. In case of any differences in accounting policy between Amalgamating Company and Amalgamated Company, the accounting policies followed by Amalgamated Company will prevail and the impact of same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statement of Amalgamated Company reflect the financial position on the basis of consistent accounting policy.
- 2.3.7. The balances of the Profit and Loss Accounts of Amalgamating Company (as appearing in the books of accounts of Amalgamating Company at the close of business on the day preceding the Appointed Date) shall be aggregated and added to or set-off (as the case may be) with the corresponding balance appearing in the financial statements of Amalgamated Company.





2.3.8. Amalgamated Company shall record in its books of account, all transactions of Amalgamating Company in respect of assets, liabilities, income and expenses, from the Appointed Date to the date of this Scheme coming into effect.

## **2.4. MODIFICATIONS IN THE MEMORANDUM OF ASSOCIATION OF THE AMALGAMATED COMPANY**

### **2.4.1. AGGREGATION OF AUTHORISED CAPITAL**

2.4.1.1. Upon the Scheme becoming effective and with effect from the appointed date, the authorised share capital of Amalgamating Company shall stand consolidated and vested in and be merged with the authorized share capital of Amalgamated Company and shall stand reclassified as consisting of only equity shares of Re. 1 each, without any liability for payment of any additional fees (including fees and charges to the relevant Registrar of Companies) or stamp duty, as such fees and duties in respect of such authorized share capital of Amalgamating Company have already been paid by Amalgamating Company, the benefit of which stands vested in Amalgamated Company pursuant to the Scheme becoming effective in terms thereof.

2.4.1.2. The Memorandum of Association of Amalgamated Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended and no future resolutions under section 16, 94 & any other applicable provisions of the Act would be required to be separately passed. The stamp duties and fees paid on the authorised capital of Amalgamating Company shall be utilized and applied to the increased authorised share capital of Amalgamated Company and shall be deemed to have been so paid by Amalgamated Company for increase in the authorised share capital on such combined authorised share capital and accordingly no payment of any extra stamp duty and/or fee shall be payable by Amalgamated Company for increase in the authorised share capital to that extent.

2.4.1.3. Upon the Scheme coming into effect and with effect from the Appointed Dates (and consequent to consolidation and vesting of the existing authorized share capital of Amalgamating Company into and with the authorized share capital of Amalgamated Company, in accordance with Clause 2.4.1.1. hereinabove), the authorized share capital of Amalgamated Company of Rs. 51,260,000,000 (divided into 51,260,000,000 equity shares of Re. 1 each) shall stand enhanced as under:

| <b>Authorised Capital</b>                                 | <b>Rs.</b>            |
|---|-----------------------|
| 51,260,100,000 Equity Shares of Re. 1 each                | 51,260,100,000        |
| 3,50,00,000 Redeemable preference shares of Rs. 10/- each | 35,00,00,000          |
| <b>Total</b>  | <b>51,610,100,000</b> |





2.4.1.4. Clause V of the Memorandum of Association of Amalgamated Company shall stand substituted by virtue of the Scheme to read as follows:

*"The Authorised Share Capital of the Company is Rs. 51,610,100,000 (Rupees Five Thousand One Hundred Sixty One Crore One Lacs only) divided into 51,260,100,000 number of (Rupees Five Thousand One Hundred Twenty Six Crore One Lacs only) equity shares of Re. 1/- each and 3,50,00,000 (Three Crore Fifty Lacs only) Redeemable preference shares of Rs. 10/- each."*

2.4.1.5. It is clarified that the approval of the High Court to the Scheme shall be deemed to be the consent / approval to the alteration of the Memorandum of Association of the Amalgamated Company as may be required under the Act.

## **2.5. BUSINESS AND PROPERTY IN TRUST FOR THE AMALGAMATED COMPANY**

2.5.1. With effect from the Appointed Date and up to and including the Effective Date,

- (a) Amalgamating Company shall carry on and deemed to have carried on its business and activities and shall stand possessed of their entire business and undertakings, in trust for Amalgamated Company and shall account for the same to Amalgamated Company.
- (b) All profits or income arising or accruing in favour of Amalgamating Company and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax credit, dividend distribution tax, securities transaction tax, taxes withheld/paid in a foreign country, etc) or losses arising or incurred by Amalgamating Company shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of Amalgamated Company.
- (c) Amalgamating Company shall carry on their business and activities with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not alter or diversify their respective businesses nor venture into any new businesses, nor alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business, without the prior consent of Amalgamated Company or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the respective Boards of Directors of Amalgamating Company and Amalgamated Company.

2.5.2. Amalgamated Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government(s) and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which Amalgamated Company may require to carry on the business of Amalgamating Company.

## **2.6. PENDING SUITS, ETC.**

2.6.1. If any suit, appeal or other proceeding of whatever nature by or against Amalgamating Company is pending, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the amalgamation by anything contained in this Scheme, but the said suit, appeal or other legal





proceedings may be continued, prosecuted and enforced by or against Amalgamated Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Amalgamating Company as if this Scheme had not been made.

- 2.6.2. After the Appointed Date, if any proceedings are taken against Amalgamating Company in respect of the matters referred to in sub-clause 2.6.1 above, Amalgamating Company shall defend the same at the cost of the Amalgamated Company and Amalgamated Company shall reimburse and indemnify Amalgamating Company against all liabilities and obligations incurred by Amalgamating Company in respect thereof.

## **2.7. CONTRACTS, DEEDS AND OTHER INSTRUMENTS**

- 2.7.1. Subject to the other provisions contained in this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatever nature to which, Amalgamating Company is a party subsisting or having effect immediately before the Scheme coming into effect shall be in full force and effect against or in favour of Amalgamated Company, and may be enforced by or against Amalgamated Company as fully and effectually as if, instead of Amalgamating Company, Amalgamated Company had been a party thereto.

## **2.8. SAVING OF CONCLUDED TRANSACTIONS**

- 2.8.1. The transfer of properties and liabilities under Clause 2.1 above and the continuance of proceedings by or against Amalgamated Company under Clause 2.6 above shall not affect any transaction or proceedings already concluded by Amalgamating Company on or after the Appointed Date till the Effective Date, to the end and intent that Amalgamated Company accepts and adopts all acts, deeds and things done and executed by Amalgamating Company in respect thereto as done and executed on behalf of itself.

## **2.9. STAFF, WORKMEN & EMPLOYEES**

- 2.9.1. On the Scheme becoming operative, all staff, workmen and employees of Amalgamating Company in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Amalgamated Company without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favourable than those applicable to them with reference to Amalgamating Company on the Effective Date.
- 2.9.2. It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts created or existing for the benefit of the staff, workmen and employees of Amalgamating Company shall become the trusts/ funds of Amalgamated Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in





accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of Amalgamating Company in relation to such Fund or Funds shall become those of Amalgamated Company. It is clarified that the services of the staff, workmen and employees of Amalgamating Company will be treated as having been continuous for the purpose of the said Fund or Funds.

## **2.10. WINDING UP**

- 2.10.1. On the Scheme becoming effective, the Amalgamating Company shall stand dissolved, without any further act or deed, without being wound up.

## **PART 3**

### **OTHER TERMS AND CONDITIONS**

## **3.1. APPLICATION TO HIGH COURT**

- 3.1.1. Amalgamating Company shall make and file all applications and petitions under Sections 391 to 394 and other applicable provisions of the Act to and with the High Court for sanction of this Scheme and for dissolution of Amalgamating Company without winding-up under the provisions of law.

## **3.2. MODIFICATION OR AMENDMENTS TO THE SCHEME**

- 3.2.1. Amalgamating Company and Amalgamated Company by their respective Board of Directors may assent to any modifications/amendments to the Scheme or to any conditions or limitations that the Court and/or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) subject to, where applicable, the approval of the Hon'ble High Court or any other authorities under applicable law. Amalgamating Company and Amalgamated Company by their respective Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

## **3.3. CONDITIONALITY OF THE SCHEME**

This effectiveness of the Scheme is and shall be conditional upon and subject to:

- 3.3.1. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the members and / or creditors of the Amalgamating Company as may be directed by the High Court of Bombay at Goa or any other competent authority, as may be applicable.
- 3.3.2. The Scheme being sanctioned by the High Court or any other authority under Sections 391 to 394 of the Act.





- 3.3.3. Certified copies of the Order of the High Court sanctioning the Scheme being filed with the Registrar of Companies, Goa by the Amalgamating Company and the Amalgamated Company.

#### **3.4. EFFECT OF NON-RECEIPT OF APPROVALS**

- 3.4.1. In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained and/ or the Scheme not being sanctioned by the High Court or such other competent authority and / or the Order not being passed as aforesaid before September 30, 2014 or within such further period or periods as may be agreed upon between the Amalgamating Company and the Amalgamated Company by their Boards of Directors (and which the Boards of Directors of the companies are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. Each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme.

#### **3.5. COSTS, CHARGES & EXPENSES**

- 3.5.1. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and matters incidental thereto, shall be borne and paid by the Amalgamated Company.

#### **3.6. REPEALS AND SAVINGS**

- 3.6.1. Any matter filed with Registrar of Companies, Regional Director, Income Tax authority or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions under the Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar of Companies, Regional Director Income Tax authority or the Central Government, as the case may be, in terms of the Companies Act, 1956. Any direction or order given by the Hon'ble High Court under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of the Companies Act, 2013. Accordingly, the provisions of the Companies Act, 2013, shall not apply to acts done by the Company as per direction or order of the Hon'ble High Court sanctioning the Scheme.





## **SESA STERLITE LIMITED**

[Formerly known as Sesa Goa Limited]

CIN No. L13209GA1965PLC000044

Sesa Ghor,

20, EDC Complex,

Patto, Panaji, Goa – 403001

Tel: +91-832-2460600

www.sesasterlite.com

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SESA STERLITE LIMITED AT ITS MEETING HELD AT VEDANTA HOUSE, 75, NEHRU ROAD, VILE PARLE (EAST), MUMBAI 400 099 ON 29<sup>TH</sup> APRIL 2014**

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**Approval of Statement of Undertaking and Statutory Auditors' Certificate under Para 5.16 of SEBI Circular NO.CIR/CFD/DIL15/2013 dated 4 February, 2013 (as modified by para 7 of SEBI Circular no.CIR/CFD/DIL18/2013 dated 21 May 2013**

"**RESOLVED THAT** the undertaking and Statutory Auditors' Certificate stating the reasons for non - applicability of requirements prescribed in Para 5.16 of SEBI Circular No. *CIR/CFD/DIL/5/2013* dated 4 February, 2013 as replaced vide SEBI Circular *NO.CIR/CFD/DIL18/2013* dated 21 May, 2013 (referred to as "Replaced Para 5.16") in respect of the Scheme of Amalgamation of Goa Energy Limited with the Company and their respective Shareholders ("the Scheme") under Sections 391-394 of the Companies Act, 1956, be and is hereby approved and that the Company Secretary be authorised furnish and submit the same to the Stock Exchanges, SEBI and other regulatory authorities as may be required and further to do such acts, deed and things as may be necessary in this regard."

**For Sesa Sterlite Limited**



**Company Secretary**

Place: Panaji, Goa

Date: 30<sup>th</sup> April, 2014



**REPORT OF THE AUDIT COMMITTEE OF SESA STERLITE LIMITED**

**Present**

- (a) Ms. Lalita D. Gupte (Chairperson of the Audit Committee);
- (b) Mr. Naresh Chandra;
- (c) Mr. G D Kamat.

**1. Background**

The Company has placed before the Audit Committee draft Scheme of Amalgamation ('the Scheme') of Goa Energy Limited ('GEL') with Sesa Sterlite Limited ('SSL') their respective shareholders for recommendation of the Scheme by the Audit Committee to the Board of Directors as required vide SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 ('Circular').

This report is made in order to comply with the requirements of the Circular after considering the following:

- a. Draft Scheme;
- b. Valuation Report dated April 28, 2014 issued by SSPA and Co, Chartered Accountants;
- c. Audited financial statement of the Company and GEL for the year ending March 31, 2014, March 31, 2013 and March 31, 2012;

**2. Proposed Scheme**

The Salient features of the draft Scheme are as under:

- a. The Scheme provides for merger of GEL into the Company.
- b. The accounting treatment to be followed for the proposed merger of GEL into the Company will be pooling of interest method as per accounting standard 14 issued by ICAI.
- c. Proposed Appointed Date for the amalgamation will be 1<sup>st</sup> April, 2014.
- d. GEL being wholly owned subsidiary of the Company, no shares to be issued pursuant to merger and the shares held by the Company in GEL will be cancelled.

**3. Recommendation of the Audit Committee**

The Audit Committee recommends the draft Scheme, inter-alia taking into consideration that there would not be any issuance of shares, for favorable consideration by the Board of Directors of the Company, Stock Exchange(s) and SEBI.

**DATE: April 28, 2014**

**PLACE: Mumbai**

  
(Chairperson of the Audit Committee)  
Sesa Sterlite Limited



STRICTLY PRIVATE & CONFIDENTIAL

DSPL/Fairness/SSL\_GEL/2

April 28, 2014

|  |  |
|--|--|
| <p>The Board of Directors,<br/>Goa Energy Limited,<br/>Sesa Ghor, 20 EDC Complex, Patto,<br/>Panjim,<br/>Goa - 403 001</p> | <p>The Board of Directors,<br/>Sesa Sterlite Limited ,<br/>Sesa Ghor, 20 EDC Complex, Patto,<br/>Panjim,<br/>Goa - 403 001</p> |
|--|--|

Dear Sirs,

**Subject: Fairness Opinion for the proposed amalgamation of pursuant to Scheme of Amalgamation in terms of Clause 24 (h) of the Listing Agreement.**

Please refer to the engagement letter dated April 28, 2014 regarding the Fairness Opinion in terms of Clause 24 (h) of the Listing Agreement, for the proposed amalgamation of Goa Energy Limited (GEL) (hereinafter referred to as the Amalgamating Company) with Sesa Sterlite Limited (SSL) (hereinafter referred to as the Amalgamated Company) pursuant to Scheme of Amalgamation in terms of provisions of section 391 to 394 of the Companies Act 1956 (the Act) and other applicable provisions of the Act and /or Rules/Regulations / any re-enactments made there under.

**1. Background**

**1.1. Sesa Sterlite Limited ("SSL")**

SSL was originally incorporated as Sesa Goa Limited, under the provisions of the Indian Companies Act, 1956 in Goa, on Subsequent to the merger of other associated companies with the company in February 2012, the name of Company was changed to Sesa Sterlite Limited on September 18, 2013 upon receipt of the High Court approvals for the merger. SSL is one of the largest diversified natural resource companies and primarily engaged in exploring, extracting and processing minerals and oil & gas. SSL produces oil & gas, zinc, lead, silver, copper, iron ore, aluminum and commercial power.

Shareholding pattern of SSL as on March 31, 2014 is as under:

| Category                               | Shareholding of equity shares (%) |
|--|-----------------------------------|
| Promoters (including Custodian Shares) | 58.31 %                           |
| Public (including Custodian shares)    | 41.69%                            |
| Total                                  | 100.00                            |

The equity shares of SSL are listed and traded on BSE/NSE.





### Summary of Financials SSL:

Since FY 2013-14 would be the First Financial year for the merged entity SSL, the audited financial results for the first full year are yet to be released. Based on the unaudited consolidated results for 9 months ended December 31,2013, SSL has earned income of Rs.45,258 cr on which it earned net profit of 4676.96 cr.

### Goa Energy Limited (GEL):

Goa Energy Limited, was incorporated as a company under the provisions of Companies Act 1956 on November 26,1996 as Talcher Mining Private Limited in New Delhi. Subsequently, its name was changed to Goa Energy Private Limited and later to Goa Energy Limited. Its Registered office also was shifted from Delhi to Goa. It is engaged in the business of power generation using coke oven flue gases and blast furnace gases. The entire paid up equity share capital of Rs.0.05 crore of GEL is held by SSL and its nominees.

Summary Financials of GEL is as under:

| Year ending March 31,   | 2012   | 2013   | 2014  |
|-------------------------|--------|--------|-------|
| Total Revenue           | 28.30  | 29.90  | 29.43 |
| Total Expenditure       | 25.93  | 20.58  | 18.49 |
| Profit Before Tax       | 2.37   | 9.33   | 10.94 |
| Profit After Tax        | (3.10) | 6.46   | 7.39  |
| Equity share capital    | 0.05   | 0.05   | .05   |
| Reserves                | (8.18) | (1.73) | 5.66  |
| Share Application Money | 32.96  | 32.96  | 32.96 |

Rs. Cr

The loss for FY 2011-12 was on account of Deferred tax provision of 4.98 cr. On April 23, 2014, GSL allotted 3.296 crore of 0% Preference share capital for the share application money of Rs.32.96 crore (outstanding as on March 31,2014). The Net worth of GSL, as on April 23,2014 was Rs.5.71 crore.

## 2. Scheme of Amalgamation

2.1. We have been informed that it is proposed to merge GEL into SSL with effect from April 1,2014 (hereinafter referred to as 'Appointed Date') pursuant to the Draft Scheme under section 391-394 of the Act and other sections of the Companies Act 2013, wherever applicable. The Draft Scheme would need approval from the jurisdictional High Court and other regulatory authorities, etc as applicable.

2.2. The Salient features of the Draft Scheme are as under:

- The Draft Scheme provides for merger of GEL into SSL.
- Proposed Appointed Date for the amalgamation will be April 1,2014





- c. All assets and liabilities of the Amalgamating Company shall be recorded in the books of the Amalgamated Company at their respective book values. The difference if any, in the value of total assets and liabilities shall be recorded as and credited to or debited to the general reserve account of the Amalgamated Company.
- d. GEL being wholly owned subsidiary of SSL, no shares to be issued pursuant to merger and the shares held by SSL in GEL will be cancelled.

### 3. Scope of Engagement

For the aforesaid purpose, SSL has appointed us to issue a fairness opinion for the intended Scheme in terms of Clause 24 (h) of the Listing Agreement. This report is intended only for the sole use of SSL and GEL and in connection with the proposed Scheme including for the purpose of obtaining judicial and regulatory approvals for the amalgamation.

### 4. Sources of Information

We have relied on the following information in issuing this fairness opinion for the purpose of the amalgamation:

- Draft Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956, with regard to the proposed amalgamation.
- Copy of Memorandum and Article of Association of SSL and GEL.
- Shareholding pattern of SSL as on March 31, 2014 (As per BSE website).
- Unaudited financial results of SSL (merged entity upon approval of regulatory authorities in September 2013) Audited financial statement of GEL for the year ending March 31, 2014, March 31, 2013, and March 31, 2012 respectively.
- Certificate dated April 28, 2014 issued by M/s SSPA & Co, Mumbai Chartered Accountants, and
- Such other information, documents, data, reports, discussions and verbal & written explanations from SSL as well as advisors for merger/amalgamation to SSL, public domain websites, as were considered relevant for the purpose of the Fairness Opinion.

### 5. Key Facts From The Scheme

- 5.1. Based on information provided by the management of the entities forming part of the amalgamation and after analyzing the Scheme, we understand that GEL will merge itself into SSL without any consideration.
- 5.2. The proposed scheme, as and when it becomes effective, would lead to
  - a. Simplification and rationalization of group structure;
  - b. Consolidation of operating business in SSL;
  - c. Reduce managerial overlaps, which are necessarily involved in running multiple entities;
  - d. Reduction in secretarial compliances and operating cost;
  - e. Achieving operational and management efficiency.





## 6. Exclusions and Limitations

Our report is subject to the scope limitations detailed hereinafter. The report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

6.1. In the course of the present exercise, we were provided with both written and verbal information, including financial data. Our report is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financials and the information and representations furnished to us without carrying out any audit or other tests to verify its accuracy with limited independent appraisal. Also, we have been given to understand by the managements of the companies that they have not omitted any relevant and material factors. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. We assume no responsibility whatsoever for any errors in the above information furnished by the companies and their impact on the present exercise.

6.2. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.

6.3. Our work does not constitute an audit, due diligence or verification of historical financials including the working results of the Companies or their business referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

6.4. We express no opinion whatsoever and make no recommendation at all to the companies underlying decision to effect the proposed Scheme or as to how the holders of equity shares or secured or unsecured creditors of the Companies should vote at their respective meetings held in connection with the proposed Scheme. We do not express and should not be deemed to have expressed any views on any other term of the proposed Scheme. We also express no opinion and accordingly accept no responsibility or as to the prices at which the equity shares of SSL will trade following the announcement of the proposed Scheme or as to the financial performance of SSL following the consummation of the proposed Scheme.

6.5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed transfer with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

6.6. No investigation of the companies claim to the title of assets or property owned by the companies has been made for the purpose of this fairness opinion. With regard to the companies claim we have relied solely on representation, whether verbal or otherwise made, by the management to us for purpose of this report.

6.7. Our analysis and results are also specific to the date of this report. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies, their businesses, and any other matter, which may have an impact on our opinion for the proposed merger, including any significant changes that have



taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date for the proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.

6.8. This report has been issued for the sole purpose to facilitate the Company to comply with clause 24(f) and 24(h) of the Listing Agreement and SEBI Circular No CIR/CFD/DIL/5/2013 dated 4 February 2013 and CIR/CFD/DIL/8/2013 dated 21 May 2013 and it shall not be valid for any other purpose.

## 7. Opinion & Conclusion

With reference to above and based on information provided by the management of the entities forming part of the amalgamation and after analyzing the Draft Scheme, we understand that the present Scheme has been intended to merge GEL into SSL without any consideration. In the above cases valuation is not undertaken as these are occurring within the Holding Company and wholly owned Subsidiary Company and it does not involve any movement of assets or liabilities outside the group. Upon the Scheme becoming effective and with effect from the Appointed Date, the entire issued and paid up capital of GEL fully held by SSL on the Effective Date shall be extinguished and shall be deemed to be extinguished and all such equity shares of GEL held by SSL through its wholly owned subsidiary shall be cancelled and deemed to be cancelled without any further application, act or deed. There is also no change in the promoter and public shareholding pattern of the public listed Company i.e., SSL. Accordingly no valuation process is applicable to the Scheme.

In light of the forgoing and subject to the caveats as detailed hereinbefore, we as a Merchant Banker hereby certify that, in our opinion the proposed Scheme of Amalgamation without any consideration is fair and reasonable since the shareholders of SSL will continue to remain beneficial owners of SSL in the same proportion as they held it prior to the Scheme.

For *Dalmia Securities Private Limited*



Jeyakumar S  
COO- Investment Banking

Place: Mumbai

SEBI Registration Number INM000011476





**SSPA & CO.****Chartered Accountants****1st Floor, "Arjun", Plot No. 6A,****V. P. Road, Andheri (W),****Mumbai-400 058. INDIA.****Tel. : 91 (22) 2670 4376****2670 3682****Fax : 91 (22) 2670 3916****Website : [www.sspa.in](http://www.sspa.in)****STRICTLY PRIVATE & CONFIDENTIAL**

April 28, 2014

**The Board of Directors****Sesa Sterlite Limited**

Sesa Ghor 20, EDC Complex Patto,

Panjim,

Goa – 400 710

**The Board of Directors****Goa Energy Limited**

Sesa Ghor 20, EDC Complex Patto,

Panjim,

Goa – 400 710

**Re: Amalgamation of Goa Energy Limited with Sesa Sterlite Limited**

Dear Sirs,

We have been requested by the management of Sesa Sterlite Limited and Goa Energy Limited (hereinafter collectively referred to as "Companies") to issue this report in connection with amalgamation of Goa Energy Private Limited with Sesa Sterlite Limited.

**1. BACKGROUND**

- 1.1 Sesa Sterlite Limited (hereinafter referred to as "SSL") is one of the largest diversified natural resource company and primarily engaged in exploring, extracting and processing minerals and oil & gas. SSL produces oil & gas, zinc, lead, silver, copper, iron ore, aluminium and commercial power.
- 1.2 Goa Energy Limited ("the Amalgamating Company" or "GEL") is wholly owned subsidiary of SSL and is engaged in manufacturing of power using coke oven flue gases and blast furnace gases. GEL operates 30MW power plant.
- 1.3 The management of SSL & GEL are considering amalgamation of GEL with SSL with effect from appointed date of April 1, 2014.
- 1.4 We have been informed that 0% Redeemable Preference Shares (RPS) of INR 10 each have been allotted against the Share Application Money Pending Allotment of INR 32.96 crores on April 23, 2014.



**2. SOURCES OF INFORMATION**

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Draft Scheme of Amalgamation of GEL with SSL under section 391 to 394 of the Companies Act, 1956;
- (b) Audited Financial Statements of GEL for Financial Year (FY) 2013-14; and
- (c) Such other information and explanations as we required and which have been provided by the management of SSL and GEL.

**3. LIMITATIONS & EXCLUSIONS**

- 3.1 Our recommendation is dependent upon the information furnished to us being complete in all material respects.
- 3.2 Our report is not nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed amalgamation.
- 3.3 No investigation on the Companies claims to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.4 We have not carried out a due diligence or audit of the information provided for the purpose of this engagement. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.
- 3.5 The information contained herein and our report is absolutely confidential. It is intended only for the sole use and information of SSL & GEL and only in connection with the proposed amalgamation as aforesaid. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed amalgamation as aforesaid, can be done only with our prior permission in writing.
- 3.6 SSPA, nor its partners, managers, employees or agents or any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or





completeness of the information, based on which the report has been issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in this report.

#### 4. CONCLUSION

- 4.1 We have considered the Audited Financial Statements of GEL as on March 31, 2014 which has been provided to us. We have taken into account the issue of RPS against the Share Application Money Pending allotment as on March 31, 2014. After considering the allotment the Net Assets works out to INR 5.71 crores. The working for the same is given below:

**GOA ENERGY LIMITED**  
**NET ASSET VALUE AS ON MARCH 31, 2014** (INR crores)

| Particulars                                     | Amount  | Amount         |
|---|---------|----------------|
| <b>Non Current Assets</b>                       |         |                |
| <b>Fixed Assets</b>                             |         |                |
| Tangible assets                                 | 69.82   |                |
| Capital work-in-progress                        | 0.00    |                |
| <b>Total Fixed Assets</b>                       |         | <b>69.82</b>   |
| <b>Current Assets</b>                           |         |                |
| Inventories                                     | 0.45    |                |
| Trade Receivables                               | 3.65    |                |
| Cash & Cash equivalents                         | 0.48    |                |
| Short Term Loans & Advances                     | 0.09    |                |
| <b>Total Current Assets</b>                     |         | <b>4.67</b>    |
| <b>Non Current Liabilities</b>                  |         |                |
| Deferred Tax Liabilities (Net)                  | (7.20)  |                |
| Long Term Provisions                            | (0.15)  |                |
| <b>Total Non Current Liabilities</b>            |         | <b>(7.35)</b>  |
| <b>Current Liabilities</b>                      |         |                |
| Short Term Borrowings                           | (23.31) |                |
| Trade Payables                                  | (3.57)  |                |
| Other Current Liabilities                       | (1.33)  |                |
| Short Term Provisions                           | (0.27)  |                |
| <b>Total Current Liabilities</b>                |         | <b>(28.47)</b> |
| <b>0% Redeemable Preference Shares (Note 1)</b> |         | <b>(32.96)</b> |
| <b>Net Assets of GEL</b>                        |         | <b>5.71</b>    |

Note 1: RPS allotted on April 23, 2014



- 4.2 As per the draft scheme of amalgamation no shares are proposed to be issued to GEL in consideration of amalgamation of GEL with SSL as GEL is wholly owned subsidiary of SSL as on date.
- 4.3 In our opinion, the above is fair since shareholders of SSL will continue to remain beneficial owners of GEL and SSL in the same proportion as they held it prior to the amalgamation.

Thanking you,  
Yours faithfully,

*SSPA & Co*



**SSPA & Co.**  
**Chartered Accountants**  
Firm registration number: 128851W

Place: Mumbai



**SESA STERLITE LIMITED**

[Formerly known as Sesa Goa Limited]  
CIN No. L13209GA1965PLC000044  
Sesa Ghor,  
20, EDC Complex,  
Patto, Panaji, Goa – 403001  
Tel: +91-832-2460600  
www.sesasterlite.com

**Compliance Report under Clause 49 of the Listing Agreement**
**Name of the Company: Sesa Sterlite Limited**
**Date: 31<sup>st</sup> March 2014**

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks  |
|---|-----------------------------|--------------------------|--|
| <b>I Board of Directors</b>                             | 49 I                        |                          |  |
| (A) Composition of Board                                | 49 (IA)                     | Yes                      |  |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB)                     | Yes                      |  |
| (C) Other provisions as to Board and Committees         | 49 (IC)                     | Yes                      |  |
| D) Code of Conduct                                      | 49 (ID)                     | Yes                      | The declaration by CEO will form part of Annual Report 2013-14 |
| <b>II. Audit Committee</b>                              | 49 (II)                     |                          |  |
| (A) Qualified & Independent Audit Committee             | 49 (IIA)                    | Yes                      |  |
| (B) Meeting of Audit Committee                          | 49 (IIB)                    | Yes                      |  |
| (C) Powers of Audit Committee                           | 49 (IIC)                    | Yes                      |  |
| (D) Role of Audit Committee                             | 49 (IID)                    | Yes                      |  |
| (E) Review of Information by Audit Committee            | 49 (IIE)                    | Yes                      |  |
| <b>III. Subsidiary Companies</b>                        | 49 (III)                    | Yes                      |  |



## SESA STERLITE LIMITED

[Formerly known as Sesa Goa Limited]

CIN No. L13209GA1965PLC000044

Sesa Ghor,

20, EDC Complex,

Patto, Panaji, Goa - 403001

Tel: +91-832-2460600

www.sesasterlite.com

|  |           |     |  |
|--|-----------|-----|--|
| <b>IV. Disclosures</b>   | 49 (IV)   | Yes |  |
| (A) Basis of related party transactions                                  | 49 (IV A) | Yes |  |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B) | N.A |  |
| (C) Board Disclosures  | 49 (IV C) | Yes |  |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A |  |
| (E) Remuneration of Directors  | 49 (IV E) | Yes | All required details will be disclosed in Annual Report 2013-14            |
| (F) Management   | 49 (IV F) | Yes | Management Discussion and Analysis will form part of Annual Report 2013-14 |
| (G) Shareholders   | 49 (IV G) | Yes |  |
| <b>V.CEO/CFO Certification</b>   | 49 (V)    | Yes | Will form part of Annual Report 2013-14                                    |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)   | Yes | Will form part of Annual Report 2013-14                                    |
| <b>VII. Compliance</b>   | 49 (VII)  | Yes | Will form part of Annual Report 2013-14                                    |

For Sesa Sterlite Limited



COMPANY SECRETARY






**1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 - Pre Amalgamation**

|  |                               |  |   |
|--|-------------------------------|--|---|
| <b>NAME OF THE COMPANY: SESA STERLITE LIMITED</b>  |                               |  |   |
| <b>SCRIP CODE:</b>   | <b>500295</b>                 | <b>Name of the Scrip:</b>                                  |   |
| <b>Class of Security:</b>  |                               |  |   |
| <b>QUARTER ENDED:</b>  | <b>31/03/2014</b>             |  |   |
|  |                               |  |   |
| Partly paid-up shares  | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares               | As a % of total no. of shares of the Company.   |
| Held by promoter/promoter group  | 0                             | 0  | 0   |
| Held by Public   | 0                             | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                      | <b>0</b>   | <b>0</b>  |
|  |                               |  |   |
| Outstanding convertible securities:  | No. of outstanding securities | As a % of total no. of outstanding convertible securities. | As a % of total no. of shares of the Company assuming full conversion of the convertible securities |
| Held by promoter/promoter group  | 0                             | 0  | 0   |
| Held by Public   | 502168                        | 100.00%  | 2.67%   |
| <b>Total:</b>  | <b>502168</b>                 | <b>100.00%</b>   | <b>2.67%</b>  |
|  |                               |  |   |
| Warrants:  | No. of warrants               | As a % of total no. of warrants                            | As a % of total no. of shares of the Company, assuming full conversion of warrants                  |
| Held by promoter/promoter group  | 0                             | 0  | 0   |
| Held by Public   | 0                             | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                      | <b>0</b>   | <b>0</b>  |
|  |                               |  |   |
| <b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b> | <b>3046117119</b>             | <b>100</b>   | <b>100.00</b>   |

Note :

The Company has outstanding Foreign Currency Convertible Bonds (FCCBs) to the tune of USD 216.80 million. FCCBs are convertible into Equity Shares at a conversion price of Rs.346.88 per shares and at a fixed rate of exchange on conversion of Rs. 48.00 per USD 1.00 at any time on or after December 9, 2009 at the option of the Bond Holders. The conversion price is subject to adjustment in certain circumstances. Unless previously converted, redeemed or repurchased and cancelled, the FCCBs fall due for redemption on October 31, 2014 at par.

Erstwhile Sterlite Industries (India) Limited (SIIL) has outstanding Foreign Currency Convertible Notes (FCCNs) to the tune of USD 500 million. FCCNs are convertible into SIIL ADSs at a conversion rate of 42.8688 ADSs per \$1,000 principal amount of notes, which is equal to a conversion price of approximately \$23.33 per SIIL ADS. Post merger FCCNs of SIIL are convertible into Sesa ADSs at a conversion rate of 25.7213 ADSs per \$1,000 principal amount of notes, which is equal to a conversion price of approximately \$38.88 per Sesa ADS.



**Certified True Copy**  
**For Sesa Sterlite Limited**  
*Ravi Pillai*  
 Company Secretary / Director / Authorized Signatory

**Certified True Copy**  
**For Sesa Sterlite Limited**

Company Secretary / Director / Authorized Signatory



## STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 as on March 31, 2014 - Pre Amalgamation

| CATEGORY CODE | CATEGORY OF SHAREHOLDER   | NO OF SHAREHOLDERS | TOTAL NUMBER OF SHARES | NO OF SHARES HELD IN DEMATERIALIZED FORM | TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES |                            | SHARES PLEDGE OR OTHERWISE ENCUMBERED |                                      |
|---------------|---|--------------------|------------------------|--|---|----------------------------|---------------------------------------|--------------------------------------|
|               |   |                    |                        |  | AS a PERCENTAGE of (A+B)                        | AS a PERCENTAGE of (A+B+C) | NUMBER OF SHARES                      | AS a PERCENTAGE (IX)=(VIII)/(IV)*100 |
| (I)           | (II)  | (III)              | (IV)                   | (V)                                      | (VI)  | (VII)                      | (VIII)                                | (IX)=(VIII)/(IV)*100                 |
| (A)           | PROMOTER AND PROMOTER GROUP   |                    |                        |  |   |                            |                                       |                                      |
| (1)           | INDIAN  |                    |                        |  |   |                            |                                       |                                      |
| (a)           | Individual /HUF   |                    |                        |  |   |                            |                                       |                                      |
| (b)           | Central Government/State Government(s)                                | 4                  | 480496                 | 480496                                   | 0.02  | 0.02                       | 0                                     | 0.00                                 |
| (c)           | Bodies Corporate  | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
| (d)           | Financial Institutions / Banks  | 1                  | 121740                 | 121740                                   | 0.00  | 0.00                       | 0                                     | 0.00                                 |
| (e)           | Others  | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
|               |   | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
|               | Sub-Total A(1) :  | 5                  | 602236                 | 602236                                   | 0.02  | 0.02                       | 0                                     | 0.00                                 |
| (2)           | FOREIGN   |                    |                        |  |   |                            |                                       |                                      |
| (a)           | Individuals (NRIs/Foreign Individuals)                                |                    |                        |  |   |                            |                                       |                                      |
| (b)           | Bodies Corporate  | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
| (c)           | Institutions  | 5                  | 1628741709             | 1628741709                               | 59.98   | 54.94                      | 0                                     | 0.00                                 |
| (d)           | Qualified Foreign Investor  | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
| (e)           | Others  | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
|               | Sub-Total A(2) :  | 0                  | 0                      | 0  | 0.00  | 0.00                       | 0                                     | 0.00                                 |
|               | Total A=A(1)+A(2)   | 5                  | 1628741709             | 1628741709                               | 59.98   | 54.94                      | 0                                     | 0.00                                 |
|               |   | 10                 | 1629343945             | 1629343945                               | 60.00   | 54.96                      | 0                                     | 0.00                                 |
| (B)           | PUBLIC SHAREHOLDING   |                    |                        |  |   |                            |                                       |                                      |
| (1)           | INSTITUTIONS  |                    |                        |  |   |                            |                                       |                                      |
| (a)           | Mutual Funds /UTI   |                    |                        |  |   |                            |                                       |                                      |
| (b)           | Financial Institutions /Banks   | 217                | 73889708               | 73878428                                 | 2.72  | 2.49                       |                                       |                                      |
| (c)           | Central Government / State Government(s)                              | 116                | 116084947              | 116037327                                | 4.27  | 3.92                       |                                       |                                      |
| (d)           | Venture Capital Funds   | 1                  | 1680                   | 0  | 0.00  | 0.00                       |                                       |                                      |
| (e)           | Insurance Companies   | 0                  | 0                      | 0  | 0.00  | 0.00                       |                                       |                                      |
| (f)           | Foreign Institutional Investors                                       | 6                  | 30890700               | 30786700                                 | 1.14  | 1.04                       |                                       |                                      |
| (g)           | Foreign Venture Capital Investors                                     | 437                | 532794590              | 532780006                                | 19.62   | 17.97                      |                                       |                                      |
| (h)           | Qualified Foreign Investor  | 0                  | 0                      | 0  | 0.00  | 0.00                       |                                       |                                      |
| (i)           | Others  | 1                  | 100                    | 100                                      | 0.00  | 0.00                       |                                       |                                      |
|               | Sub-Total B(1) :  | 0                  | 0                      | 0  | 0.00  | 0.00                       |                                       |                                      |
|               |   | 778                | 753661725              | 753482561                                | 27.75   | 25.42                      |                                       |                                      |
| (2)           | NON-INSTITUTIONS  |                    |                        |  |   |                            |                                       |                                      |
| (a)           | Bodies Corporate  |                    |                        |  |   |                            |                                       |                                      |
| (b)           | Individuals   | 3212               | 93155981               | 91826270                                 | 3.43  | 3.14                       |                                       |                                      |
|               | (i) Individuals holding nominal share capital upto Rs.1 lakh          | 408599             | 157518008              | 136071567                                | 5.80  | 5.31                       |                                       |                                      |
|               | (ii) Individuals holding nominal share capital in excess of Rs.1 lakh | 42                 | 20284725               | 20284725                                 | 0.75  | 0.68                       |                                       |                                      |



ISP





## STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 as on March 31, 2014 - Pre Amalgamation

| CATEGORY CODE | CATEGORY OF SHAREHOLDER   | NO OF SHAREHOLDERS | TOTAL NUMBER OF SHARES | NO OF SHARES HELD IN DEMATERIALIZED FORM | TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES |                            | SHARES PLEDGE OR OTHERWISE ENCUMBERED |                      |
|---------------|---|--------------------|------------------------|--|---|----------------------------|---------------------------------------|----------------------|
|               |   |                    |                        |  | As a PERCENTAGE of (A+B)                        | As a PERCENTAGE of (A+B+C) | NUMBER OF SHARES                      | AS a PERCENTAGE      |
| (I)           | (II)  | (III)              | (IV)                   | (V)                                      | (VI)  | (VII)                      | (VIII)                                | (IX)=(VIII)/(IV)*100 |
| (c)           | Others  |                    |                        |  |   |                            |                                       |                      |
|               | TRUSTS  |                    |                        |  |   |                            |                                       |                      |
|               | NON RESIDENT INDIANS  | 47                 | 45446864               | 2836324                                  | 1.67  | 1.53                       |                                       |                      |
|               | FOREIGN NATIONALS   | 5997               | 4631046                | 4412624                                  | 0.17  | 0.16                       |                                       |                      |
|               | FOREIGN BODIES-DR   | 2                  | 5467                   | 5467                                     | 0.00  | 0.00                       |                                       |                      |
|               | FOREIGN BODIES  | 6                  | 6073297                | 6073297                                  | 0.22  | 0.20                       |                                       |                      |
|               | DIRECTORS   | 2                  | 7794                   | 7794                                     | 0.00  | 0.00                       |                                       |                      |
|               | CLEARING MEMBERS  | 1                  | 2000                   | 2000                                     | 0.00  | 0.00                       |                                       |                      |
| (d)           | Qualified Foreign Investor  | 488                | 5433155                | 5433155                                  | 0.20  | 0.18                       |                                       |                      |
|               |   | 0                  | 0                      | 0  | 0.00  | 0.00                       |                                       |                      |
|               | Sub-Total B(2) :  | 418396             | 332558337              | 266953223                                | 12.25   | 11.22                      |                                       |                      |
|               | Total B=B(1)+B(2) :   | 419174             | 1086220062             | 1020435784                               | 40.00   | 36.64                      |                                       |                      |
|               | Total (A+B) :   | 419184             | 2715564007             | 2649779729                               | 100.00  | 91.60                      |                                       |                      |
| (C)           | Shares held by custodians, against which Depository Receipts have been issued |                    |                        |  |   |                            |                                       |                      |
| (1)           | Promoter and Promoter Group   | *                  | 99292708               | 99292708                                 |   |                            |                                       |                      |
| (2)           | Public  | 1                  | 149817772              | 149817772                                |   | 3.35                       |                                       |                      |
|               |   |                    |                        |  |   | 5.05                       |                                       |                      |
|               | Sub-Total C (1+2) :   |                    | 249110480              | 249110480                                |   | 8.40                       |                                       |                      |
|               | GRAND TOTAL (A+B+C) :   | 419185             | 2964674487             | 2898890209                               |   | 100                        | 0                                     | 0.00                 |

- \*Twinstar Holdings Limited (Foreign Promoter) holds 2,48,23,177 ADS representing 9,92,92,708 equity shares. One(1) American Depository Shares represents four equity share:
- The Company has outstanding Foreign Currency Convertible Bonds(FCCBs) to the tune of USD 216.80 million. FCCBs are convertible into Equity Shares at a conversion price of Rs.346.88 per shares and at a fixed rate of exchange on conversion of Rs. 48.00 per USD 1.00 at any time on or after December 9, 2009 at the option of the Bond Holders. The conversion price is subject to adjustment in certain circumstances. Unless previously converted, redeemed or repurchased and cancelled, the FCCBs fall due for redemption on October 31, 2014 at par.
- \*Erstwhile Sterlite Industries (India) Limited (SIIL) has outstanding Foreign Currency Convertible Notes (FCCNs) to the tune of USD 500 million. FCCNs are convertible into SIIL ADSs at a conversion rate of 42.8681 ADSs per \$1,000 principal amount of notes, which is equal to a conversion price of approximately \$23.33 per SIIL ADS. Post merger FCCNs of SIIL are convertible into Sesa ADSs at a conversion rate of 25.7213 ADSs per \$1,000 principle amount of notes, which is equal to a conversion price of approximately \$38.88 per Sesa ADS.
- Allotment of 3,30,384 equity shares to shareholders of erstwhile Sterlite Industries (India) Limited have been kept in abeyance.



SESA STERLITE LIMITED

C. D. CHITNIS  
SECRETARY & AVP - LEGAL



| (I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" |  |                        |                                   |                       |                    |  |                         |   |                                       |   |  |
|--|--|------------------------|-----------------------------------|-----------------------|--------------------|--|-------------------------|---|---------------------------------------|---|--|
| Sr.No  | Name of the Shareholder                | Details of Shares held |                                   | Encumbered shares (*) |                    |  | Details of Warrants     |   | Details of convertible securities     |   | Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|  |  | No. of Shares held     | As a % of grand total (A)+(B)+(C) | Pledge Shares         | AS a percentage    | AS a % of grand total (A) + (B) + (C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class |  |
| (I)  | (II)                                   | (III)                  | (IV)                              | (V)                   | (VI)=(V)/(III)*100 | (VII)  | (VIII)                  | (IX)  | (X)                                   | (XI)  | (XII)  |
| 1  | TWIN STAR HOLDINGS LIMITED             | 950589594              | 32.06                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 31.21  |
| 2  | FINSIDER INTERNATIONAL COMPANY LIMITED | 401496480              | 13.54                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 13.18  |
| 3  | TWINSTAR HOLDINGS LIMITED              | 194071440              | 6.55                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 6.37   |
| 4  | WESTGLOBE LIMITED                      | 44343139               | 1.50                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 1.46   |
| 5  | WELTER TRADING LIMITED                 | 38241056               | 1.29                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 1.26   |
| 6  | ANKIT AGARWAL                          | 195200                 | 0.01                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.01   |
| 7  | PRATIK AGARWAL                         | 179600                 | 0.01                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.01   |
| 8  | AGARWAL GALVANISING P LTD              | 121740                 | 0.00                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.00   |
| 9  | SUMAN DIDWANIA                         | 87696                  | 0.00                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.00   |
| 10   | SAKSHI MODY                            | 18000                  | 0.00                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.00   |
| TOTAL :  |  | 1629343945             | 54.96                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 53.49  |

Twinstar Holdings Limited (Foreign Promoter) holds 2,48,23,177 ADS representing 9,92,92,708 (3.35%) equity shares. One(1) American Depository Shares represents four (4) equity shares.



SD





| Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares |  |                       |  |                         |   |                                       |  |   |
|---|--|-----------------------|--|-------------------------|---|---------------------------------------|--|---|
| Sr.No.  | Name of the shareholder                  | Number of shares held | Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital) |
|   |  |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |   |
| 1   | CITIBANK N.A. NEW YORK, NYADR DEPARTMENT | 149817772             | 5.05   | 0                       | 0.00  | 0                                     | 0.00   | 4.92  |
| 2   | FRANKLIN TEMPLETON INVESTMENT FUNDS      | 69906539              | 2.36   | 0                       | 0.00  | 0                                     | 0.00   | 2.29  |
| 3   | LIFE INSURANCE CORPORATION OF INDIA      | 47272186              | 1.59   | 0                       | 0.00  | 0                                     | 0.00   | 1.55  |
| 4   | BHADRAM JANHIT SHALIKA                   | 42608460              | 1.44   | 0                       | 0.00  | 0                                     | 0.00   | 1.40  |
| TOTAL :   |  | 309604957             | 10.44  | 0                       | 0.00  | 0                                     | 0.00   | 10.16   |



SP



| Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company |   |                       |  |                         |   |                                       |  |   |
|--|---|-----------------------|--|-------------------------|---|---------------------------------------|--|---|
| Sr.No.   | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares {i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital) |
|  |   |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |   |
| 1  | CITIBANK N.A. NEW YORK, NYADR DEPARTMENT  | 149817772             | 5.05   | 0                       | 0.00  | 0                                     | 0.00   | 4.92  |
|  | TOTAL :   | 149817772             | 5.05   | 0                       | 0.00  | 0                                     | 0.00   | 4.92  |



ISP





| (I)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES" |                         |                            |   |                                |
|---|-------------------------|----------------------------|---|--------------------------------|
| Sr.No.  | Name of the shareholder | Number of locked-in shares | Locked-in shares as a (%) percentage of total number of shares (i.e, Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a) above} | Promoter/Promoter Group/Public |
| TOTAL :   |                         | 0                          | 0   |                                |



BD



| (II)(a) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS) |  |                           |   |  |
|--|--|---------------------------|---|--|
| Sr.No.   | Type of outstanding DR (ADRs,GDRs,SDRs,etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above} |
| 1  | ADR  | 249110480                 | 249110480                                   | 8.40   |
|  | TOTAL :                                      | 249110480                 | 249110480                                   | 8.40   |



RD





| (II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares. |  |   |   |  |
|---|--|---|---|--|
| Sr.No.  | Name of the DR Holder                    | Type of outstanding DR (ADRs,GDRs,SD Rs,etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above} |
| 1   | CITIBANK N.A. NEW YORK, NYADR DEPARTMENT | ADR   | 99292708                                    | 3.35   |
| TOTAL :   |  |   | 99292708                                    | 3.35   |



BP



## GOA ENERGY LIMITED

CIN No. U40105GA1996PLC007246  
Sesa Ghor,  
20, EDC Complex,  
Patto, Panaji, Goa – 403001  
Tel: +91-832-2460600  
www.sesasterlite.com

### Shareholding Pattern Pre Amalgamation of Goa Energy Limited as on March 31, 2014

| Sr. No. | Name of the Shareholders | No. of Equity Shares | % to Equity |
|---------|--------------------------|----------------------|-------------|
| 1.      | Sesa Sterlite Limited    | 9,994                | 99.94%      |
| 2       | Prasun Kumar Mukherjee * | 1                    | 0.01%       |
| 3       | Amit Pradhan *           | 1                    | 0.01%       |
| 4       | S. L. Bajaj *            | 1                    | 0.01%       |
| 5       | D. D. Jalan *            | 1                    | 0.01%       |
| 6       | Tarun Jain *             | 1                    | 0.01%       |
| 7       | M.S. Mehta *             | 1                    | 0.01%       |
|         | <b>Total</b>             | <b>10,000</b>        | <b>100%</b> |

\*Beneficial interest vest with Sesa Sterlite Limited

For Goa Energy Limited



**AUTHORISED SIGNATORY**



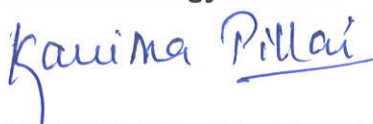
## **GOA ENERGY LIMITED**

CIN No. U40105GA1996PLC007246  
Sesa Ghor,  
20, EDC Complex,  
Patto, Panaji, Goa – 403001  
Tel: +91-832-2460600  
www.sesasterlite.com

### **Shareholding Pattern Pre Amalgamation of Goa Energy Limited as on March 31, 2014**

| <b>Sr. No.</b> | <b>Name of the Shareholder</b> | <b>No. of Preference Shares</b> | <b>% to Equity</b> |
|----------------|--------------------------------|---------------------------------|--------------------|
| 1.             | Sesa Sterlite Limited          | 40,000                          | 100%               |
|                | <b>Total</b>                   | <b>40,000</b>                   | <b>100%</b>        |

**For Goa Energy Limited**



**AUTHORISED SIGNATORY**

**(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 - Post Amalgamation**

|  |                               |  |   |
|--|-------------------------------|--|---|
| <b>NAME OF THE COMPANY: SESA STERLITE LIMITED</b>  |                               |  |   |
| <b>SCRIP CODE:</b>   | <b>500295</b>                 | <b>Name of the Scrip:</b>                                  |   |
| <b>Class of Security:</b>  |                               |  |   |
| <b>QUARTER ENDED:</b>  | <b>31/03/2014</b>             |  |   |
|  |                               |  |   |
| Partly paid-up shares  | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares               | As a % of total no. of shares of the Company.   |
| Held by promoter/promoter group  | 0                             | 0  | 0   |
| Held by Public   | 0                             | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                      | <b>0</b>   | <b>0</b>  |
| Outstanding convertible securities:  | No. of outstanding securities | As a % of total no. of outstanding convertible securities. | As a % of total no. of shares of the Company assuming full conversion of the convertible securities |
| Held by promoter/promoter group  | 0                             | 0  | 0   |
| Held by Public   | 502168                        | 100.00%  | 2.67%   |
| <b>Total:</b>  | <b>502168</b>                 | <b>100.00%</b>   | <b>2.67%</b>  |
| Warrants:  | No. of warrants               | As a % of total no. of warrants                            | As a % of total no. of shares of the Company, assuming full conversion of warrants                  |
| Held by promoter/promoter group  | 0                             | 0  | 0   |
| Held by Public   | 0                             | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                      | <b>0</b>   | <b>0</b>  |
| <b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b> | <b>3046117119</b>             | <b>100</b>   | <b>100.00</b>   |

Note :

The Company has outstanding Foreign Currency Convertible Bonds (FCCBs) to the tune of USD 216.80 million. FCCBs are convertible into Equity Shares at a conversion price of Rs. 346.88 per shares and at a fixed rate of exchange on conversion of Rs. 48.00 per USD 1.00 at any time on or after December 9, 2009 at the option of the Bond Holders. The conversion price is subject to adjustment in certain circumstances. Unless previously converted, redeemed or repurchased and cancelled, the FCCBs fall due for redemption on October 31, 2014 at par.

Erstwhile Sterlite Industries (India) Limited (SIIL) has outstanding Foreign Currency Convertible Notes (FCCNs) to the tune of USD 500 million. FCCNs are convertible into SIIL ADSs at a conversion rate of 42.8688 ADSs per \$1,000 principal amount of notes, which is equal to a conversion price of approximately \$23.33 per SIIL ADS. Post merger FCCNs of SIIL are convertible into Sesa ADSs at a conversion rate of 25.7213 ADSs per \$1,000 principle amount of notes, which is equal to a conversion price of approximately \$38.88 per Sesa ADS.



*Certified True Copy*  
*For Sesa Sterlite Limited*  
**Kavima Pillai**  
 Company Secretary / Director / Authorized Signatory



## STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 as on March 31, 2014 - Post Amalgamation

| CATEGORY CODE<br>(I) | CATEGORY OF SHAREHOLDER<br>(II)                                  | NO OF SHAREHOLDERS<br>(III) | TOTAL NUMBER OF SHARES<br>(IV) | NO OF SHARES HELD IN DEMATERIALIZED FORM<br>(V) | TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES |                                     | SHARES PLEDGE OR OTHERWISE ENCUMBERED |   |
|----------------------|--|-----------------------------|--------------------------------|---|---|-------------------------------------|---------------------------------------|---|
|                      |  |                             |                                |   | AS a PERCENTAGE of (A+B)<br>(VI)                | As a PERCENTAGE of (A+B+C)<br>(VII) | NUMBER OF SHARES<br>(VIII)            | AS a PERCENTAGE<br>(IX)=(VIII)/(IV)*100 |
| (A)                  | PROMOTER AND PROMOTER GROUP                                      |                             |                                |   |   |                                     |                                       |   |
| (1)                  | INDIAN   |                             |                                |   |   |                                     |                                       |   |
| (a)                  | Individual /HUF  |                             |                                |   |   |                                     |                                       |   |
| (b)                  | Central Government/State Government(s)                           | 4                           | 480496                         | 480496  | 0.02  | 0.02                                | 0                                     | 0.00                                    |
| (c)                  | Bodies Corporate   | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
| (d)                  | Financial Institutions / Banks                                   | 1                           | 121740                         | 121740  | 0.00  | 0.00                                | 0                                     | 0.00                                    |
| (e)                  | Others   | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
|                      |  | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
|                      | Sub-Total A(1) :   | 5                           | 602236                         | 602236  | 0.02  | 0.02                                | 0                                     | 0.00                                    |
| (2)                  | FOREIGN  |                             |                                |   |   |                                     |                                       |   |
| (a)                  | Individuals (NRIs/Foreign Individuals)                           | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
| (b)                  | Bodies Corporate   | 5                           | 1628741709                     | 1628741709                                      | 59.98   | 54.94                               | 0                                     | 0.00                                    |
| (c)                  | Institutions   | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
| (d)                  | Qualified Foreign Investor                                       | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
| (e)                  | Others   | 0                           | 0                              | 0   | 0.00  | 0.00                                | 0                                     | 0.00                                    |
|                      | Sub-Total A(2) :   | 5                           | 1628741709                     | 1628741709                                      | 59.98   | 54.94                               | 0                                     | 0.00                                    |
|                      | Total A=A(1)+A(2)  | 10                          | 1629343945                     | 1629343945                                      | 60.00   | 54.96                               | 0                                     | 0.00                                    |
| (B)                  | PUBLIC SHAREHOLDING  |                             |                                |   |   |                                     |                                       |   |
| (1)                  | INSTITUTIONS   |                             |                                |   |   |                                     |                                       |   |
| (a)                  | Mutual Funds /UTI  | 217                         | 73889708                       | 73878428  | 2.72  | 2.49                                |                                       |   |
| (b)                  | Financial Institutions /Banks                                    | 116                         | 116084947                      | 116037327                                       | 4.27  | 3.92                                |                                       |   |
| (c)                  | Central Government / State Government(s)                         | 1                           | 1680                           | 0   | 0.00  | 0.00                                |                                       |   |
| (d)                  | Venture Capital Funds  | 0                           | 0                              | 0   | 0.00  | 0.00                                |                                       |   |
| (e)                  | Insurance Companies  | 6                           | 30890700                       | 30786700  | 1.14  | 1.04                                |                                       |   |
| (f)                  | Foreign Institutional Investors                                  | 437                         | 532794590                      | 532780006                                       | 19.62   | 17.97                               |                                       |   |
| (g)                  | Foreign Venture Capital Investors                                | 0                           | 0                              | 0   | 0.00  | 0.00                                |                                       |   |
| (h)                  | Qualified Foreign Investor                                       | 1                           | 100                            | 100   | 0.00  | 0.00                                |                                       |   |
| (i)                  | Others   | 0                           | 0                              | 0   | 0.00  | 0.00                                |                                       |   |
|                      | Sub-Total B(1) :   | 778                         | 753661725                      | 753482561                                       | 27.75   | 25.42                               |                                       |   |
| (2)                  | NON-INSTITUTIONS   |                             |                                |   |   |                                     |                                       |   |
| (a)                  | Bodies Corporate   | 3212                        | 93155981                       | 91826270  | 3.43  | 3.14                                |                                       |   |
| (b)                  | Individuals  |                             |                                |   |   |                                     |                                       |   |
|                      | Individuals holding nominal share capital upto Rs.1 lakh         | 408599                      | 157518008                      | 136071567                                       | 5.80  | 5.31                                |                                       |   |
|                      | Individuals holding nominal share capital in excess of Rs.1 lakh | 42                          | 20284725                       | 20284725  | 0.75  | 0.68                                |                                       |   |





## STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 as on March 31, 2014 - Post Amalgamation

| CATEGORY CODE | CATEGORY OF SHAREHOLDER   | NO OF SHAREHOLDERS | TOTAL NUMBER OF SHARES | NO OF SHARES HELD IN DEMATERIALIZED FORM | TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES |                            | SHARES PLEDGE OR OTHERWISE ENCUMBERED |                                      |
|---------------|---|--------------------|------------------------|--|---|----------------------------|---------------------------------------|--------------------------------------|
|               |   |                    |                        |  | AS a PERCENTAGE of (A+B)                        | AS a PERCENTAGE of (A+B+C) | NUMBER OF SHARES                      | AS a PERCENTAGE (IX)=(VIII)/(IV)*100 |
| (I)           | (II)  | (III)              | (IV)                   | (V)                                      | (VI)  | (VII)                      | (VIII)                                | (IX)                                 |
| (c)           | Others  |                    |                        |  |   |                            |                                       |                                      |
|               | TRUSTS  | 47                 | 45446864               | 2836324                                  | 1.67  | 1.53                       |                                       |                                      |
|               | NON RESIDENT INDIANS  | 5997               | 4631046                | 4412624                                  | 0.17  | 0.16                       |                                       |                                      |
|               | FOREIGN NATIONALS   | 2                  | 5467                   | 5467                                     | 0.00  | 0.00                       |                                       |                                      |
|               | FOREIGN BODIES-DR   | 6                  | 6073297                | 6073297                                  | 0.22  | 0.20                       |                                       |                                      |
|               | FOREIGN BODIES  | 2                  | 7794                   | 7794                                     | 0.00  | 0.00                       |                                       |                                      |
|               | DIRECTORS   | 1                  | 2000                   | 2000                                     | 0.00  | 0.00                       |                                       |                                      |
|               | CLEARING MEMBERS  | 488                | 5433155                | 5433155                                  | 0.20  | 0.18                       |                                       |                                      |
| (d)           | Qualified Foreign Investor  | 0                  | 0                      | 0  | 0.00  | 0.00                       |                                       |                                      |
|               | Sub-Total B(2) :  | 418396             | 332558337              | 266953223                                | 12.25   | 11.22                      |                                       |                                      |
|               | Total B=B(1)+B(2) :   | 419174             | 1086220062             | 1020435784                               | 40.00   | 36.64                      |                                       |                                      |
|               | Total (A+B) :   | 419184             | 2715564007             | 2649779729                               | 100.00  | 91.60                      |                                       |                                      |
| (C)           | Shares held by custodians, against which Depository Receipts have been issued |                    |                        |  |   |                            |                                       |                                      |
| (1)           | Promoter and Promoter Group   | *                  | 99292708               | 99292708                                 |   | 3.35                       |                                       |                                      |
| (2)           | Public  | 1                  | 149817772              | 149817772                                |   | 5.05                       |                                       |                                      |
|               | Sub-Total C (1+2) :   |                    | 249110480              | 249110480                                |   | 8.40                       |                                       |                                      |
|               | GRAND TOTAL (A+B+C) :   | 419185             | 2964674487             | 2898890209                               |   | 100                        | 0                                     | 0.00                                 |

- 1 \*Twinstar Holdings Limited (Foreign Promoter) holds 2,48,23,177 ADS representing 9,92,92,708 equity shares. One(1) American Depository Shares represents four equity shares.
- 2 The Company has outstanding Foreign Currency Convertible Bonds(FCCBs) to the tune of USD 216.80 million. FCCBs are convertible into Equity Shares at a conversion price of Rs.346.88 per shares and at a fixed rate of exchange on conversion of Rs. 48.00 per USD 1.00 at any time on or after December 9, 2009 at the option of the Bond Holders. The conversion price is subject to adjustment in certain circumstances. Unless previously converted, redeemed or repurchased and cancelled, the FCCBs fall due for redemption on October 31, 2014 at par.
- 3 Erstwhile Sterlite Industries (India) Limited (SIIL) has outstanding Foreign Currency Convertible Notes (FCCNs) to the tune of USD 500 million. FCCNs are convertible into SIIL ADSs at a conversion rate of 42.8688 ADSs per \$1,000 principal amount of notes, which is equal to a conversion price of approximately \$23.33 per SIIL ADS. Post merger FCCNs of SIIL are convertible into Sesa ADSs at a conversion rate of 25.7213 ADSs per \$1,000 principle amount of notes, which is equal to a conversion price of approximately \$38.88 per Sesa ADS.
- 4 Allotment of 3,30,384 equity shares to shareholders of erstwhile Sterlite Industries (India) Limited have been kept in abeyance.

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C. D. CHITNIS  
SECRETARY & AVP - LEGAL



| (I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" |  |                        |                                   |                       |                    |  |                         |   |                                       |   |  |
|--|--|------------------------|-----------------------------------|-----------------------|--------------------|--|-------------------------|---|---------------------------------------|---|--|
| Sr.No  | Name of the Shareholder                | Details of Shares held |                                   | Encumbered shares (*) |                    |  | Details of Warrants     |   | Details of convertible securities     |   | Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|  |  | No. of Shares held     | As a % of grand total (A)+(B)+(C) | Pledge Shares         | AS a percentage    | AS a % of grand total (A) + (B) + (C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class |  |
| (I)  | (II)                                   | (III)                  | (IV)                              | (V)                   | (VI)=(V)/(III)*100 | (VII)  | (VIII)                  | (IX)  | (X)                                   | (XI)  | (XII)  |
| 1  | TWIN STAR HOLDINGS LIMITED             | 950589594              | 32.06                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 31.21  |
| 2  | FINSIDER INTERNATIONAL COMPANY LIMITED | 401496480              | 13.54                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 13.18  |
| 3  | TWINSTAR HOLDINGS LIMITED              | 194071440              | 6.55                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 6.37   |
| 4  | WESTGLOBE LIMITED                      | 44343139               | 1.50                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 1.46   |
| 5  | WELTER TRADING LIMITED                 | 38241056               | 1.29                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 1.26   |
| 6  | ANKIT AGARWAL                          | 195200                 | 0.01                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.01   |
| 7  | PRATIK AGARWAL                         | 179600                 | 0.01                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.01   |
| 8  | AGARWAL GALVANISING P LTD              | 121740                 | 0.00                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.00   |
| 9  | SUMAN DIDWANIA                         | 87696                  | 0.00                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.00   |
| 10   | SAKSHI MODY                            | 18000                  | 0.00                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 0.00   |
| TOTAL :  |  | 1629343945             | 54.96                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 53.49  |



Twinstar Holdings Limited (Foreign Promoter) holds 2,48,23,177 ADS representing 9,92,92,708 (3.35%) equity shares. One(1) American Depositary Shares represents four (4) equity shares.

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| Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares |  |                       |  |                         |   |                                       |  |   |
|---|--|-----------------------|--|-------------------------|---|---------------------------------------|--|---|
| Sr.No.  | Name of the shareholder                  | Number of shares held | Shares as a percentage of total number of shares {i.e., Grant total (A)+(B)+(C) indicated in Statement at para (i)(a) above} | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital) |
|   |  |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |   |
| 1   | CITIBANK N.A. NEW YORK, NYADR DEPARTMENT | 149817772             | 5.05   | 0                       | 0.00  | 0                                     | 0.00   | 4.92  |
| 2   | FRANKLIN TEMPLETON INVESTMENT FUNDS      | 69906539              | 2.36   | 0                       | 0.00  | 0                                     | 0.00   | 2.29  |
| 3   | LIFE INSURANCE CORPORATION OF INDIA      | 47272186              | 1.59   | 0                       | 0.00  | 0                                     | 0.00   | 1.55  |
| 4   | BHADRAM JANHIT SHALIKA                   | 42608460              | 1.44   | 0                       | 0.00  | 0                                     | 0.00   | 1.40  |
|   | TOTAL :                                  | 309604957             | 10.44  | 0                       | 0.00  | 0                                     | 0.00   | 10.16   |





| (II)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company |   |                       |  |                         |   |                                       |  |   |
|--|---|-----------------------|--|-------------------------|---|---------------------------------------|--|---|
| Sr.No.   | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares {i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital) |
|  |   |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |   |
| 1  | CITIBANK N.A. NEW YORK, NYADR DEPARTMENT  | 149817772             | 5.05   | 0                       | 0.00  | 0                                     | 0.00   | 4.92  |
|  | <b>TOTAL :</b>  | 149817772             | 5.05   | 0                       | 0.00  | 0                                     | 0.00   | 4.92  |



| (I)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES" |                         |                            |   |                                |
|---|-------------------------|----------------------------|---|--------------------------------|
| Sr.No.  | Name of the shareholder | Number of locked-in shares | Locked-in shares as a (%) percentage of total number of shares {i.e, Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a) above} | Promoter/Promoter Group/Public |
| TOTAL :   |                         | 0                          | 0   |                                |



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| (II)(a) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS) |  |                           |   |  |
|--|--|---------------------------|---|--|
| Sr.No.   | Type of outstanding DR (ADRs,GDRs,SDRs,etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above} |
| 1  | ADR  | 249110480                 | 249110480                                   | 8.40   |
|  | TOTAL :                                      | 249110480                 | 249110480                                   | 8.40   |



| (II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares. |  |  |   |  |
|---|--|--|---|--|
| Sr.No.  | Name of the DR Holder                    | Type of outstanding DR (ADRs, GDRs, SD Rs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above} |
| 1   | CITIBANK N.A. NEW YORK, NYADR DEPARTMENT | ADR  | 99292708                                    | 3.35   |
|   | TOTAL :                                  |  | 99292708                                    | 3.35   |



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**sesa sterlite**

a vedanta company

The financial details of the transferee company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Sesa Sterlite Limited (formerly known as Sesa Goa Limited)**

(Rs. in Crores)

| Particulars                   | As per last Audited Financial Year | 1 year prior to the last Audited Financial Year | 2 years prior to the last Audited Financial Year |
|-------------------------------|------------------------------------|---|--|
|                               | 2013-14                            | 2012-13   | 2011-12  |
| Equity Paid up Capital        | 296.50                             | 86.91   | 86.91  |
| Reserves and surplus          | 33,382.32                          | 12,936.88                                       | 12,826.28  |
| Carry forward losses          | -                                  | -   | -  |
| Net Worth                     | 33,678.82                          | 13,023.79                                       | 12,913.19  |
| Miscellaneous Expenditure     | -                                  | 31.98   | 41.08  |
| Secured Loans                 | 26450.70                           | -   | 1.50   |
| Unsecured Loans               | 7317.61                            | 4501.54   | 3597.63  |
| Fixed Assets                  | 39,911.36                          | 1917.89   | 1673.99  |
| Income from Operations (net)  | 28,536.5                           | 2187.92   | 6513.45  |
| Total Income                  | 30,353.59                          | 2529.91   | 6899.78  |
| Total Expenditure             | 31,294.36                          | 2463.21   | 4412.75  |
| Profit before Tax             | (1071.65)                          | 56.99   | 2420.94  |
| Profit after Tax              | 1076.09                            | 120.77  | 1679.94  |
| Cash profit (Note)            | 2188.23                            | 193.98  | 1785.79  |
| EPS (in Rs.)                  | 3.67                               | 1.39  | 19.33  |
| Book value per share (in Rs.) | 113.58                             | 149.85  | 148.58   |

Note:

1) Cash profit: (PAT + Depreciation(including amortization expenses)+ Deferred Tax)

For Sesa Sterlite Limited

*Kavitha Pillai*  
AUTHORISED SIGNATORY



91-92, 7<sup>TH</sup> FLOOR,  
KRD GEE GEE CRYSTAL  
Dr. RADHAKRISHNAN SALAI,  
MYLAPORE,  
CHENNAI – 600 004.  
TEL: 2811 2985-8  
FAX: 0091 – 44 – 28112989

## **PKF SRIDHAR & SANTHANAM**

Chartered Accountants

### **INDEPENDENT AUDITOR'S REPORT**

To the Members of GOA ENERGY LIMITED,

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of Goa Energy Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.





### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
  - (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **PKF Sridhar & Santhanam**

Chartered Accountants

Firm's Regn. No.: **003990S**



*V Kothandaraman*

**V Kothandaraman**

Partner

Mem. No.: **25973**

**Place:** Kahalgoan

**Date:** 23<sup>rd</sup> April 2014

## Annexure

**Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- (b) The company has a regular program of verifying fixed assets every year, however, we have been informed that the reconciliation of assets verified with the fixed assets has been completed but physical verification report is yet to be received. As informed by the management, no material discrepancies were noticed during such verification;
- (c) There was no substantial disposal of fixed assets during the year;
- (ii) (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) In our opinion, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. No material discrepancies have been noticed on physical verification between physical stock and book records;
- (iii) During the year, the company has not taken/granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Act;
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of audit, we have not observed any major weaknesses in internal control or any continuing failure to correct major weakness in internal control;
- (v) In our opinion and according to the information and explanation given to us, there are no transaction in pursuance of contracts or agreements entered in the register maintained u/s 301 of the Companies Act, 1956 exceeding the value of Rupees five lakhs in respect of any party during the year;
- (vi) The company has not accepted deposits from the public within the meaning of sections 58A and 58AA of the Act and the rules framed there under;
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business;
- (viii) We have broadly reviewed the books of accounts maintained by the company pursuant to the order made by Central Government for the maintenance of the cost records under clause (d) of sub-









across any material fraud on or by the Company noticed or reported during the year nor we have been informed of any such case by the management that causes the financial statements to be materially misstated.

For **PKF Sridhar & Santhanam**

Chartered Accountants

Firm's Regn. No.: **003990S**



*V Kothandaraman*

**V Kothandaraman**

Partner

Mem. No.: **25973**

Place: Kahalgoan

Date: 23<sup>rd</sup> April 2014



**GOA ENERGY LIMITED**  
**BALANCE SHEET AS AT 31st March 2014**

| Particulars                                | Note | As at           | As at           |
|--|------|-----------------|-----------------|
|  |      | 31st March 2014 | 31st March 2013 |
|  |      | ₹               | ₹               |
| <b>EQUITY AND LIABILITIES</b>              |      |                 |                 |
| <b>Shareholders' funds</b>                 |      |                 |                 |
| Share capital                              | 2    | 5,00,000        | 5,00,000        |
| Reserves and surplus                       | 3    | 5,65,96,326     | -1,72,83,492    |
|  |      | 5,70,96,326     | -1,67,83,492    |
| Share application money pending allotment  | 4    | 32,96,00,000    | 32,96,00,000    |
| <b>Non-current liabilities</b>             |      |                 |                 |
| Deferred tax liabilities (Net)             | 5    | 7,20,11,667     | 5,95,11,667     |
| Long-term provisions                       | 6    | 14,61,575       | 16,59,569       |
|  |      | 7,34,73,242     | 6,11,71,236     |
| <b>Current liabilities</b>                 |      |                 |                 |
| Short-term borrowings                      | 7    | 23,30,70,495    | 38,62,00,000    |
| Trade payables                             | 8    | 3,57,02,035     | 39,88,557       |
| Other current liabilities                  | 9    | 1,32,63,403     | 62,20,234       |
| Short-term provisions                      | 10   | 26,74,646       | 71,981          |
|  |      | 28,47,10,579    | 39,64,80,772    |
| <b>TOTAL</b>                               |      | 74,48,80,147    | 77,04,68,516    |
| <b>ASSETS</b>                              |      |                 |                 |
| <b>Non-current assets</b>                  |      |                 |                 |
| Fixed assets                               | 11   |                 |                 |
| Tangible assets                            |      | 69,81,88,240    | 74,94,01,579    |
| Intangible assets                          |      | -               | -               |
| Capital work-in-progress                   |      | 12,138          | 2,89,338        |
| Long-term loans and advances               | 12   | -               | 3,25,959        |
|  |      | 69,82,00,378    | 75,00,16,876    |
| <b>Current assets</b>                      |      |                 |                 |
| Inventories                                | 13   | 45,17,575       | 33,64,160       |
| Trade receivables                          | 14   | 3,65,21,861     | 1,22,52,228     |
| Cash and cash equivalents                  | 15   | 47,87,165       | 28,87,387       |
| Short-term loans and advances              | 16   | 8,53,168        | 19,47,865       |
|  |      | 4,66,79,769     | 2,04,51,640     |
| <b>TOTAL</b>                               |      | 74,48,80,147    | 77,04,68,516    |
| Summary of significant accounting policies | 1(b) |                 |                 |

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

For PKF Sridhar & Santhanam  
Firm Registration No. 003990S  
Chartered Accountants

*V Kothandaraman*

Partner : V Kothandaraman  
Membership No. : 25973

Place : Kahalgoan  
Date : 23rd April 2014

For and on behalf of the Board of Directors

*S. L. Bajaj*  
S. L. Bajaj  
Director

*Amit Pradhan*  
Amit Pradhan  
Director

*Anna Mathew*  
Anna Mathew  
Company Secretary

Place : Panaji  
Date : 23rd April 2014



**GOA ENERGY LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2014**

| Particulars  | Note | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|--|------|---------------------------------------|--|
|  |      | ₹                                     | ₹  |
| <b>REVENUE</b>   |      |                                       |  |
| Revenue from operations  | 17   | 28,96,13,859                          | 29,84,56,933                             |
| Other income   | 18   | 46,55,228                             | 5,81,841                                 |
| <b>TOTAL REVENUE</b>   |      | <b>29,42,69,087</b>                   | <b>29,90,38,774</b>                      |
| <b>EXPENSES</b>  |      |                                       |  |
| Manufacturing and Operating Costs  | 19   | 7,90,81,481                           | 9,22,38,161                              |
| Employee Benefits  | 20   | 1,45,68,305                           | 1,36,39,358                              |
| Finance Costs  | 21   | 3,30,53,476                           | 4,18,11,252                              |
| Depreciation and Amortization expense                                    | 11   | 5,39,64,246                           | 5,41,81,931                              |
| Other Expenses   | 22   | 42,21,761                             | 38,70,889                                |
| <b>TOTAL EXPENSES</b>  |      | <b>18,48,89,269</b>                   | <b>20,57,41,591</b>                      |
| <b>Profit before tax</b>   |      | <b>10,93,79,818</b>                   | <b>9,32,97,183</b>                       |
| Less: Tax Expense  |      |                                       |  |
| Current Tax (Minimum Alternative Tax)                                    |      | 2,30,00,000                           | 1,90,09,471                              |
| Deferred Tax   |      | 1,25,00,000                           | 96,85,000                                |
| <b>Profit (Loss) for the period</b>                                      |      | <b>7,38,79,818</b>                    | <b>6,46,02,712</b>                       |
| Earnings per equity share of ₹10 Each fully Paid up (Refer Note no. 25): |      |                                       |  |
| Basic  |      | 7,388                                 | 6,460                                    |
| Diluted  |      | 7,388                                 | 6,460                                    |
| Summary of significant accounting policies                               | 1(b) |                                       |  |

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

For PKF Sridhar & Santhanam  
Firm Registration No. 003990S  
Chartered Accountants

*V. Kothandaraman*  
Partner : V Kothandaraman  
Membership No. : 25973

Place : Kahalgoan  
Date : 23rd April 2014

For and on behalf of the Board of Directors

*S. L. Bajaj*  
S. L. Bajaj  
Director

*Amit Pradhan*  
Amit Pradhan  
Director

*Anna Mathew*  
Anna Mathew  
Company Secretary

Place : Panaji  
Date : 23rd April 2014





**GOA ENERGY LIMITED**  
**STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31st March 2014**

| Particulars   | Year ended<br>31st March 2014<br>₹ | Year ended<br>31st March 2013<br>₹ |
|---|------------------------------------|------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>  |                                    |                                    |
| Net profit before tax   | 10,93,79,818                       | 9,32,97,183                        |
| Adjustments for:  |                                    |                                    |
| Depreciation & Impairment of Assets   | 5,39,64,246                        | 5,41,81,931                        |
| Loss on sale of assets  | 2,42,770                           | -                                  |
| Provision for Doubtful Advances   | 1,05,708                           | -                                  |
| Interest  | 3,30,53,476                        | 4,18,11,252                        |
| Operating profit before working capital changes   | 19,67,46,018                       | 18,92,90,366                       |
| Adjustments for Increase/Decrease in Working Capital<br>Decrease/(Increase) in Current Assets |                                    |                                    |
| Trade Receivables   | (2,42,69,633)                      | 1,41,20,764                        |
| Loans and advances  | 9,88,988                           | (10,06,615)                        |
| Inventories   | (11,53,415)                        | (24,85,189)                        |
| Less : Decrease/(Increase) in Current Liabilities & Provisions                                | (3,85,41,277)                      | 7,74,96,994                        |
| Cash generated from operations  | 21,08,53,235                       | 12,24,22,332                       |
| Taxes paid  | (2,00,54,000)                      | (1,97,96,933)                      |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>   | <b>19,07,99,235</b>                | <b>10,26,25,399</b>                |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>   |                                    |                                    |
| Purchase of Fixed Assets  | (28,92,476)                        | (5,81,739)                         |
| Sale of Fixed Assets  | 1,76,000                           | -                                  |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>  | <b>(27,16,476)</b>                 | <b>(5,81,739)</b>                  |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>   |                                    |                                    |
| Repayment of loan   | (15,31,29,505)                     | (10,95,36,481)                     |
| Interest paid   | (3,30,53,476)                      | (4,18,11,252)                      |
| <b>NET CASH USED IN FINANCING ACTIVITIES</b>  | <b>(18,61,82,981)</b>              | <b>(15,13,47,733)</b>              |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>                                   | <b>18,99,778</b>                   | <b>(4,93,04,073)</b>               |
| Cash and cash equivalents - opening balance   | 28,87,387                          | 5,21,91,460                        |
| Cash and cash equivalents - closing balance   | 47,87,165                          | 28,87,387                          |

As per our report of even date

For PKF Sridhar & Santhanam  
Firm Registration No. 003990S  
Chartered Accountants

*V Kothandaraman*  
Partner : V Kothandaraman  
Membership No. : 25973

Place : Kahalgaon  
Date : 23rd April 2014

For and on behalf of the Board of Directors

*S. L. Bajaj*  
S. L. Bajaj  
Director

*Amit Pradhan*  
Amit Pradhan  
Director

*Anna Mathew*  
Anna Mathew  
Company Secretary

Place : Panaji  
Date : 23rd April 2014



**GOA ENERGY LIMITED**

**Notes to Financial statements for the year ended on 31st March 2014**

**Note 1(a) - Corporate Information**

Goa Energy Limited (The Company), formerly known as Goa Energy Private Limited, is a company domiciled in India and incorporated under the provisions of the Companies Act 1956. The Company is engaged in the manufacture of power using "Coke Oven Flue Gases" & "Blast Furnace Gases" and sells it to Goa Electricity Department, Power Trading Corporation and Sesa Sterlite Limited.

**Note 1(b) - Significant Accounting Policies**

**i. Basis of Accounting**

The financial statements have been prepared on accrual basis under the historical cost convention to comply in all material respects with the generally accepted accounting principles in India, Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

**ii. Use of Estimates**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognized in the period in which the results are known /materialized.

**iii. Revenue Recognition**

Revenue is recognized on transfer of significant risks and rewards in respect of ownership. Revenue from power supply is accounted on the basis of billing to customers.

**iv. Employee Benefits**

**a. Short Term Employee Benefits**

Short term employee benefits are recognized in the period during which the services have been rendered.

**b. Long Term Employee Benefits**

**i. Provident Fund and Employees' State Insurance Schemes**

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a "Defined Contribution Plan". Both the employees and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance schemes, which are also "Defined Contribution Schemes" recognized and administered by the Government of India.

The Company's contributions to both these schemes are expensed. The Company has no further obligations under these plans beyond its monthly contributions.

**ii. Gratuity**

The Company provides for gratuity obligations through a defined benefit retirement plan (the "Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company makes provision for the Gratuity Plan based on actuarial valuations in accordance with Accounting Standard 15 (revised), "Employee Benefits". The present value of obligation under gratuity is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Actuarial gains and losses are recognized as and when it arises in the statement of profit and loss.

**c. Other long term benefits - Leave Encashment (unfunded)**

The Company provides for the liability at period end on account of unavailed earned leave as per the actuarial valuation as per the Projected Unit Credit Method.

Actuarial gains and losses are recognized as and when it arises in the statement of profit and loss.

**v. Inventories**

Inventories of stores and spare parts and loose tools are valued at cost determined on the basis of weighted average method or net realizable value, whichever, is lower. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

**vi. Foreign Currency Transactions**

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. All monetary assets and liabilities denominated in foreign currency are restated at the year-end exchange rate. All non-monetary assets and liabilities are stated at the rates prevailing on the date of the transaction. Exchange difference arising on restatement or settlement is charged to the Statement of Profit and Loss.

**vii. Fixed Assets Tangible & Intangible**

Fixed Assets stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes taxes, duties (net of MODVAT/CENVAT availed, if any), freight and borrowing cost up to the date of commissioning for operations and other incidental expenses incurred for bringing the assets to the working condition required for their intended use.

When assets are retired or otherwise disposed off, the cost of such assets and the related accumulated depreciation are removed from the accounts. Any profit or loss on retirement or other disposal is reflected in the statement of Profit and Loss.

**viii. Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of assets requiring a substantial period of time are capitalized. All other borrowing costs including exchange differences on foreign currency loans to the extent regarded as an adjustment to the interest costs are charged to Statement of Profit and Loss and included under "Finance costs".

**xi. Depreciation and Amortization**

Depreciation on fixed assets is provided on straight line method in accordance with the rates specified in Schedule XIV of the Companies Act, 1956, on a pro-rata basis. The rates specified in Schedule XIV of the Act are representative of useful lives of fixed assets except in case of vehicles, furniture and computers for which depreciation has been charged on straight line method at annual rate of 20%, 10% and 30% respectively in line with the useful life of the asset.

Depreciation has been charged from the month of the date of purchase in the case of acquisitions made during the year. In respect of assets sold, depreciation is provided up to the month prior to the date of sale.

In respect of Leasehold Land, depreciation is provided over the balance period of lease. Assets individually costing less than 5,000 are fully depreciated in the year of purchase.

**xii. Impairment of Assets**

The carrying amounts of fixed assets are reviewed for impairment, if events or changes in circumstances indicate that the carrying value of an asset may not be recoverable at each balance sheet date. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Whenever the carrying value of an asset exceeds recoverable amount, impairment is charged to the Statement of Profit and Loss.

**xiii. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is neither recognized nor disclosed.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.



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Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

**xiv. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding (including shares applied but allotment yet to be made) during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

**xv. Taxes on Income**

The Company's income taxes include taxes on the Company's taxable profits, adjustment attributable to earlier periods and changes in deferred taxes. Valuation of all tax liabilities/receivables are carried at current amounts and in accordance with the enacted tax laws and in the case of deferred taxes, at rates that have been substantially enacted.

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being allowed for income tax purposes during a period different from when they were recognized in the financial statements.

Deferred tax assets, when there is unabsorbed depreciation/brought forward loss are recognized to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Other deferred tax assets are recognized and carried forward to the extent there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



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**GOA ENERGY LIMITED**  
Notes to Financial statements for the year ended on 31st March 2014

**Note 2 - Share Capital**

| Particulars  | As at<br>31st March 2014<br>₹ | As at<br>31st March 2013<br>₹ |
|--|-------------------------------|-------------------------------|
| <b>Authorised Share Capital</b>  |                               |                               |
| 10,000 (Previous year 10,000) Equity Shares of ₹10/- each                          | 1,00,000                      | 1,00,000                      |
| 3,50,00,000 (Previous year 3,50,00,000) Redeemable Preference Shares of ₹10/- each | 35,00,00,000                  | 35,00,00,000                  |
| <b>Issued, subscribed and fully paid-up shares</b>                                 |                               |                               |
| 10,000 (Previous year 10,000) Equity Shares of ₹10/- each                          | 1,00,000                      | 1,00,000                      |
| 40,000 (Previous Year 40,000) 0% Redeemable Preference Shares of ₹10/- each        | 4,00,000                      | 4,00,000                      |
| <b>Total</b>   | <b>5,00,000</b>               | <b>5,00,000</b>               |

2a. During the year, the Company has not issued/bought back any of the Equity Shares/Preference Shares. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period is given below

| Particulars   | As at<br>31st March 2014 |                 | As at<br>31st March 2013 |                 |
|---|--------------------------|-----------------|--------------------------|-----------------|
|   | Number of Shares         | ₹               | Number of Shares         | ₹               |
| <b>Equity Shares of ₹10 each fully paid</b>                   |                          |                 |                          |                 |
| At the beginning of the period                                | 10,000                   | 1,00,000        | 10,000                   | 1,00,000        |
| Issued during the period                                      | -                        | -               | -                        | -               |
| Bought back and cancelled during the period                   | -                        | -               | -                        | -               |
| <b>Shares outstanding at the end of the period</b>            | <b>10,000</b>            | <b>1,00,000</b> | <b>10,000</b>            | <b>1,00,000</b> |
| <b>0% Redeemable Preference Shares of ₹10 each fully paid</b> |                          |                 |                          |                 |
| At the beginning of the period                                | 40,000                   | 4,00,000        | -                        | -               |
| Issued during the period                                      | -                        | -               | 40,000                   | 4,00,000        |
| Bought back and cancelled during the period                   | -                        | -               | -                        | -               |
| <b>Shares outstanding at the end of the period</b>            | <b>40,000</b>            | <b>4,00,000</b> | <b>40,000</b>            | <b>4,00,000</b> |

**2b. Terms/rights attached to shares**

Equity shares: The Company has only one class of equity shares having a par value of Rs. 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Preference Shares: The Company has only one class of preference shares having a par value of Rs 10 each per share. The preference shares have a coupon rate of 0% and redeemable by 7 years at par.

**2c. Shares held by holding/ultimate holding company and/or their subsidiaries/associates**

| Name of Shareholder   | As at<br>31st March 2014 |          | As at<br>31st March 2013 |          |
|---|--------------------------|----------|--------------------------|----------|
|   | Number of Shares         | ₹        | Number of Shares         | ₹        |
| <b>Equity Shares of ₹10 each fully paid</b>                   |                          |          |                          |          |
| Sesa Sterile Limited and its nominees                         | 10,000                   | 1,00,000 | 10,000                   | 1,00,000 |
|   | 10,000                   | 1,00,000 | 10,000                   | 1,00,000 |
| <b>0% Redeemable Preference Shares of ₹10 each fully paid</b> |                          |          |                          |          |
| Sesa Sterile Limited  | 40,000                   | 4,00,000 | 40,000                   | 4,00,000 |
|   | 40,000                   | 4,00,000 | 40,000                   | 4,00,000 |

**2d. Details of Shareholders holding more than 5% shares in the company**

| Name of Shareholder   | As at<br>31st March 2014 |              | As at<br>31st March 2013 |              |
|---|--------------------------|--------------|--------------------------|--------------|
|   | No. of Shares held       | % of Holding | No. of Shares held       | % of Holding |
| <b>Equity Shares of ₹10 each fully paid</b>                   |                          |              |                          |              |
| Sesa Sterile Limited and its nominees                         | 10,000                   | 100          | 10,000                   | 100          |
| <b>0% Redeemable Preference Shares of ₹10 each fully paid</b> |                          |              |                          |              |
| Sesa Sterile Limited  | 40,000                   | 100          | 40,000                   | 100          |

2e. During the preceding 5 years company has not issued any shares pursuant to contract(s) without payment being received in cash and Bonus Shares

**Note 3 - Reserves & Surplus**

| Particulars  | As at<br>31st March 2014<br>₹ | As at<br>31st March 2013<br>₹ |
|--|-------------------------------|-------------------------------|
| <b>Surplus/(deficit) in the statement of profit and loss</b> |                               |                               |
| Balance as per last financial statements                     | (1,72,83,492)                 | (8,18,86,204)                 |
| Add: Profit for the year                                     | 7,38,79,818                   | 6,46,02,712                   |
| <b>Total</b>   | <b>5,66,96,326</b>            | <b>(1,72,83,492)</b>          |

**Note 4 - Share Application Money Pending Allotment**

| Particulars  | As at<br>31st March 2014<br>₹ | As at<br>31st March 2013<br>₹ |
|--|-------------------------------|-------------------------------|
| <b>Share Application Money Pending Allotment</b>   |                               |                               |
| (3,29,60,000 Nos. (Previous Year 3,29,60,000) of 0% Redeemable Preference Shares of Rs. 10/- each, redeemable by 7 years at par, will be issued against this money to the holding company Sesa Sterile Ltd by 31st May 2014 and this will be within authorised share capital.) | 32,96,00,000                  | 32,96,00,000                  |
| <b>Total</b>   | <b>32,96,00,000</b>           | <b>32,96,00,000</b>           |



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## GOA ENERGY LIMITED

Notes to Financial statements for the year ended on 31st March 2014

## Note 5 - Deferred Tax Liabilities (Net)

| Particulars  | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--|--------------------------|--------------------------|
|  | ₹                        | ₹                        |
| Deferred Tax Liabilities:  |                          |                          |
| - Fixed Assets : Impact of difference between depreciation calculated under normal provision of Income Tax Act, 1961 and depreciation & amortisation charged for the financial reporting | 7,20,11,667              | 5,95,11,667              |
| <b>Deferred Tax Liability (Net)</b>  | <b>7,20,11,667</b>       | <b>5,95,11,667</b>       |

5a The net increase during the period in the deferred tax liability of Rs. 1,25,00,000/- (previous year Rs. 96,85,000/-) has been debited to Statement of Profit & Loss.

## Note 6 - Long Term Provisions

| Particulars                     | As at<br>31st March 2014 | As at<br>31st March 2013 |
|---------------------------------|--------------------------|--------------------------|
|                                 | ₹                        | ₹                        |
| Provision for employee benefits |                          |                          |
| Gratuity                        | 9,35,682                 | 9,22,159                 |
| Leave Encashment                | 5,25,893                 | 7,37,410                 |
| <b>Total</b>                    | <b>14,61,575</b>         | <b>16,59,569</b>         |

Disclosures required as per AS - 15 on "Employees Benefits" has been made in Note no. 24



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**GOA ENERGY LIMITED**

Notes to Financial statements for the year ended on 31st March 2014

**Note 7 - Short Term Borrowings**

| Particulars   | As at<br>31st March 2014 | As at<br>31st March 2013 |
|---|--------------------------|--------------------------|
|   | ₹                        | ₹                        |
| <b>Unsecured</b><br>- from Fellow subsidiary<br>(The loan is due in March'15, which can be renewed on mutual consent from both the parties. The interest on the loan is 10% P.A.) | 23,30,70,495             | 38,62,00,000             |
| <b>Total</b>  | <b>23,30,70,495</b>      | <b>38,62,00,000</b>      |

**Note 8 - Trade Payables**

| Particulars  | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--|--------------------------|--------------------------|
|  | ₹                        | ₹                        |
| <b>Trade Payables</b><br>Due to micro and small enterprises<br>Due to Others | 3,57,02,035              | 39,88,557                |
| <b>Total</b>   | <b>3,57,02,035</b>       | <b>39,88,557</b>         |

Note: There are no amounts payable to micro and small enterprises in terms of section 16 of Micro, Small and Medium Enterprise Development Act, 2006, based on the information available. Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of intimation received from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

8(a). Trade Payables includes net payable to the holding company M/s Sesa Sterlite Limited for supply of gases, ₹ 3,20,05,218 (Previous year - ₹ Nil )

**Note 9 - Other Current Liabilities**

| Particulars                                | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--|--------------------------|--------------------------|
|  | ₹                        | ₹                        |
| Interest accrued but not due on borrowings | 6,39,561                 | 10,46,365                |
| Other Liabilities                          |                          |                          |
| - statutory                                | 4,20,395                 | 1,35,372                 |
| - under contractual obligations            | 1,19,23,066              | 29,07,861                |
| Advances from Customers                    | 2,80,381                 | 21,30,636                |
| <b>Total</b>                               | <b>1,32,63,403</b>       | <b>62,20,234</b>         |

**Note 10 - Short Term Provisions**

| Particulars  | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--|--------------------------|--------------------------|
|  | ₹                        | ₹                        |
| <b>Provision for Employee Benefits</b><br>Leave Encashment<br>Gratuity | 22,358<br>32,247         | 71,981<br>-              |
| <b>Provision for Income Tax (net of advance)</b>                       | 26,20,041                | -                        |
| <b>Total</b>   | <b>26,74,646</b>         | <b>71,981</b>            |

Disclosures required as per AS - 15 on "Employees Benefits" has been made in Note no. 24



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GOA ENERGY LIMITED  
Notes to Financial statements for the year ended on 31st March 2014  
Note 11 - Fixed Assets

| Fixed Assets                    | Gross Block                 |                                 |                                  | Accumulated Depreciation      |                             |                             | Net Block                     |                             |
|---------------------------------|-----------------------------|---------------------------------|----------------------------------|-------------------------------|-----------------------------|-----------------------------|-------------------------------|-----------------------------|
|                                 | As at<br>01 April 2013<br>₹ | Additions<br>/ Adjustments<br>₹ | Deductions<br>/ Adjustments<br>₹ | As at<br>31st March 2014<br>₹ | As at<br>01 April 2013<br>₹ | Depreciation<br>charge<br>₹ | As at<br>31st March 2014<br>₹ | As at<br>31 March 2013<br>₹ |
| <b>Tangible Assets</b>          |                             |                                 |                                  |                               |                             |                             |                               |                             |
| Land and Land Development       | 46,05,834                   | -                               | -                                | 46,05,834                     | 15,99,864                   | 2,12,347                    | 18,12,211                     | 46,05,834                   |
| Leasehold Land                  | 38,97,724                   | -                               | -                                | 38,97,724                     | 1,78,40,250                 | 30,53,924                   | 2,08,94,174                   | 22,97,860                   |
| Plant Building                  | 8,23,52,386                 | -                               | -                                | 9,23,52,386                   | 39,801                      | 6,870                       | 46,671                        | 7,45,12,148                 |
| Plant Building - Borewell       | 4,21,834                    | -                               | -                                | 4,21,834                      | 29,04,27,698                | 5,04,95,147                 | 34,09,22,845                  | 3,82,033                    |
| Plant & Equipment               | 95,62,96,077                | 31,64,609                       | -                                | 98,94,30,686                  | 3,53,983                    | 50,859                      | 61,85,07,841                  | 66,58,36,379                |
| Office Equipments               | 11,40,292                   | 5,067                           | -                                | 11,45,359                     | 4,15,229                    | 80,996                      | 4,04,842                      | 7,86,309                    |
| Furniture & Fixture             | 8,95,815                    | -                               | -                                | 8,95,815                      | 7,94,462                    | 64,103                      | 4,96,225                      | 4,80,585                    |
| Vehicles                        | 12,92,893                   | -                               | 9,81,714                         | 3,11,179                      | 1,63,329                    | -                           | 2,55,821                      | 4,98,431                    |
| Temporary Site Office at Goa    | 1,63,329                    | -                               | -                                | 1,63,329                      | -                           | -                           | 1,63,329                      | -                           |
| <b>Total</b>                    | <b>1,06,10,36,196</b>       | <b>31,69,676</b>                | <b>9,81,714</b>                  | <b>1,06,32,24,158</b>         | <b>31,16,34,616</b>         | <b>6,39,84,246</b>          | <b>38,50,36,818</b>           | <b>74,94,01,579</b>         |
| Previous Year                   | 1,06,07,43,785              | 2,92,401                        | -                                | 1,06,10,36,196                | 25,74,52,685                | 5,41,81,631                 | 31,16,34,516                  | 80,32,91,110                |
| <b>Intangible Assets</b>        |                             |                                 |                                  |                               |                             |                             |                               |                             |
| Computer software               | 18,57,981                   | -                               | -                                | 18,57,981                     | 18,57,981                   | -                           | 18,57,981                     | -                           |
| <b>Total</b>                    | <b>18,57,981</b>            | <b>-</b>                        | <b>-</b>                         | <b>18,57,981</b>              | <b>18,57,981</b>            | <b>-</b>                    | <b>18,57,981</b>              | <b>-</b>                    |
| Previous Year                   | 18,57,981                   | -                               | -                                | 18,57,981                     | 18,57,981                   | -                           | 18,57,981                     | -                           |
| <b>Capital Work In Progress</b> |                             |                                 |                                  |                               |                             |                             |                               |                             |
| <b>Total</b>                    |                             |                                 |                                  |                               |                             |                             |                               |                             |
|                                 |                             |                                 |                                  |                               |                             |                             | 12,138                        | 2,89,338                    |
| <b>Total</b>                    |                             |                                 |                                  |                               |                             |                             | <b>69,82,00,378</b>           | <b>74,96,90,917</b>         |



**GOA ENERGY LIMITED**
**Notes to Financial statements for the year ended on 31st March 2014**
**Note 12 - Long term loans and advances**

| Particulars                    | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--------------------------------|--------------------------|--------------------------|
|                                | ₹                        | ₹                        |
| Other loans and advances       |                          |                          |
| Advance tax (Net of provision) | -                        | 3,25,959                 |
| Prepaid Expenses               |                          |                          |
| <b>Total</b>                   | <b>-</b>                 | <b>3,25,959</b>          |

**Note 13 - Inventories**

| Particulars  | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--|--------------------------|--------------------------|
|  | ₹                        | ₹                        |
| Stock of Consumables<br>(At Weighted Average Cost or Net Realisable Value, whichever is lower) | 45,17,575                | 33,64,160                |
| <b>Total</b>   | <b>45,17,575</b>         | <b>33,64,160</b>         |

**Note 14 - Trade Receivables**

| Particulars  | As at<br>31st March 2014 | As at<br>31st March 2013 |
|--|--------------------------|--------------------------|
|  | ₹                        | ₹                        |
| Trade receivables outstanding for a period less than six months from the date they are due for payment |                          |                          |
| Unsecured and considered good  | 3,65,21,861              | 1,22,52,228              |
| <b>Total</b>   | <b>3,65,21,861</b>       | <b>1,22,52,228</b>       |

**Note 15 - Cash and Cash Equivalents**

| Particulars               | As at<br>31st March 2014 | As at<br>31st March 2013 |
|---------------------------|--------------------------|--------------------------|
|                           | ₹                        | ₹                        |
| Cash and Cash Equivalents |                          |                          |
| Balances with banks       |                          |                          |
| In current account        | 47,71,809                | 28,75,391                |
| Cash on hand              | 15,356                   | 11,998                   |
| <b>Total</b>              | <b>47,87,165</b>         | <b>28,87,387</b>         |

**Note 16 - Short term loans and advances**

| Particulars                               | As at<br>31st March 2014 | As at<br>31st March 2013 |
|---|--------------------------|--------------------------|
|   | ₹                        | ₹                        |
| Advances recoverable in cash or kind      |                          |                          |
| - Unsecured                               | 22,541                   | 10,65,170                |
| - Considered Good                         | 1,05,708                 | -                        |
| - Considered Doubtful                     | 1,28,249                 | 10,65,170                |
| - Less :- Provision for Doubtful Advances | 1,05,708                 | -                        |
|   | 22,541                   | 10,65,170                |
| Other loans and advances                  |                          |                          |
| Prepaid expenses                          | 8,29,289                 | 8,26,677                 |
| Loans and advances to employees           | -                        | 47,680                   |
| Short term other deposits                 | 1,338                    | 8,338                    |
| <b>Total</b>                              | <b>8,53,168.0</b>        | <b>19,47,865</b>         |



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**GOA ENERGY LIMITED****Notes to Financial statements for the year ended on 31st March 2014****Note 17 - Revenue from operations**

| Particulars             | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|-------------------------|---------------------------------------|--|
|                         | ₹                                     | ₹  |
| <b>Sale of products</b> |                                       |  |
| Sale of Power           | 28,84,13,859                          | 29,72,56,933                             |
| Conversion charges      | 12,00,000                             | 12,00,000                                |
| <b>Total</b>            | <b>28,96,13,859</b>                   | <b>29,84,56,933</b>                      |

**Note 18 - Other Income**

| Particulars                  | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|------------------------------|---------------------------------------|--|
|                              | ₹                                     | ₹  |
| Other non-operational income | 46,55,228                             | 5,81,841                                 |
| Interest on Debtors          | -                                     | -  |
| <b>Total</b>                 | <b>46,55,228</b>                      | <b>5,81,841</b>                          |



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**GOA ENERGY LIMITED**
**Notes to Financial statements for the year ended on 31st March 2014**
**Note 19 - Manufacturing and Operating Costs**

| Particulars                           | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|---------------------------------------|---------------------------------------|--|
|                                       | ₹                                     | ₹  |
| Fuel Expenses                         | 4,96,69,999                           | 4,96,70,000                              |
| Consumption of stores and spare parts | 1,15,39,341                           | 2,21,94,467                              |
| Machinery Repairs                     | 75,19,098                             | 1,77,95,084                              |
| Building Repairs                      | -                                     | 850                                      |
| Insurance                             | 14,92,671                             | 11,87,396                                |
| Electricity and water charges         | 88,60,372                             | 13,90,364                                |
| <b>Total</b>                          | <b>7,90,81,481</b>                    | <b>9,22,38,161</b>                       |

**Note 20 - Employee Benefits**

| Particulars               | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|---------------------------|---------------------------------------|--|
|                           | ₹                                     | ₹  |
| Salaries and incentives   | 1,34,92,367                           | 1,18,16,365                              |
| Employee benefit expenses | 6,40,125                              | 9,55,492                                 |
| Staff welfare expenses    | 4,35,813                              | 8,67,501                                 |
| <b>Total</b>              | <b>1,45,68,305</b>                    | <b>1,36,39,358</b>                       |

**Note 21 - Finance Cost**

| Particulars                   | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|-------------------------------|---------------------------------------|--|
|                               | ₹                                     | ₹  |
| Interest Expense              |                                       |  |
| On others - unsecured loan    | 3,24,87,634                           | 4,11,11,447                              |
| Bank charges                  | 6,342                                 | 4,189                                    |
| Rebate on sale of electricity | 5,59,500                              | 6,95,616                                 |
| <b>Total</b>                  | <b>3,30,53,476</b>                    | <b>4,18,11,252</b>                       |

**Note 22 - Other Expenses**

| Particulars  | For the year ended<br>31st March 2014 | For the year<br>ended<br>31st March 2013 |
|--|---------------------------------------|--|
|  | ₹                                     | ₹  |
| <b>Administration Expenses</b>                           |                                       |  |
| Maintenance of offices and equipment                     | 23,22,167                             | 22,53,979                                |
| Printing and stationery                                  | 20,615                                | 1,06,577                                 |
| Postage, telephone, cables and telex Charges             | 60,511                                | 1,05,444                                 |
| Payment to Statutory Auditors                            |                                       |  |
| i. As Statutory and Tax Auditors (including service tax) | 1,96,630                              | 1,12,360                                 |
| ii. As Tax Auditors (including service tax)              | 28,090                                | 28,090                                   |
| iii. For reimbursement of expenses                       | 31,095                                | 52,479                                   |
| Travelling and Representation Expenses                   | 70,573                                | 1,46,209                                 |
| Professional and legal charges                           | 2,31,327                              | 4,56,485                                 |
| Maintenance of vehicles                                  | 9,06,609                              | 6,09,266                                 |
| Provision for doubtful advances                          | 1,05,708                              | -  |
| Loss on Sale of Assets                                   | 2,42,770                              | -  |
| Advertisement Expenses                                   | 5,666                                 | -  |
| <b>Total</b>   | <b>42,21,761</b>                      | <b>38,70,889</b>                         |



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**GOA ENERGY LIMITED**

Notes to Financial statements for the year ended on 31st March 2014

**23. Commitment and contingent Liabilities**

There are no outstanding commitments and contingent liabilities as at March 31, 2013 (Previous Year - Rs. Nil).

**24. Employee Benefits**

**24(a). Defined Contribution Plan**

During the year, the company has recognised the following amounts in the Statement of Profit and loss.

|  | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|--|--------------------|--------------------|
| Employer's contribution to provident fund            | 5,94,355           | 6,28,692           |
| Employers' contribution to Employees State Insurance | 2,20,337           | 2,20,232           |

**24(b). Gratuity**

All employees who have completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

The following table summarise the component of net benefit expenses recognised in the statement of profit and loss and amount recognised in the balance sheet for the respective plans.

**Statement of profit and loss**

Net employee benefit expense recognised in the employee cost.

|   | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|---|--------------------|--------------------|
| Current Service Cost                                  | 1,79,847           | 1,64,323           |
| Interest cost on benefit obligation                   | 82,994             | -                  |
| Expected return on plan assets                        | -                  | -                  |
| Net actuarial (gain)/loss recognised in the year      | -2,17,071          | 1,62,476           |
| Past Service cost                                     | -                  | -                  |
| Benefits Paid   | -                  | -21,641            |
| Expenses Recognized in the statement of Profit & Loss | 45,770             | 3,05,158           |

**Liability/ (asset) recognised in the Balance Sheet**

|   | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|---|--------------------|--------------------|
| Present Value Of Obligation                       | 9,67,929           | 9,22,159           |
| Fair Value Of Plan Assets                         | -                  | -                  |
| Liability (assets)                                | -                  | -                  |
| Unrecognized Past Service Cost                    | 9,67,929           | 9,22,159           |
| Liability (asset) recognized in the Balance Sheet | 9,67,929           | 9,22,159           |

**Movement in the net Liability recognised in the Balance Sheet**

|                       | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|-----------------------|--------------------|--------------------|
| Opening net Liability | -                  | -                  |
| Expenses              | 9,22,159           | 6,17,001           |
| Contribution          | 45,770             | 3,05,158           |
| Closing Net Liability | 9,67,929           | 9,22,159           |
| Current Liability     | 32,247             | -                  |
| Non Current Liability | 9,35,682           | 9,22,159           |

**Changes in the Present Value of the Obligation and in the Fair Value of the Assets**

|   | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|---|--------------------|--------------------|
| Present Value of obligation Beginning of the Period | 9,22,159           | 6,17,001           |
| Interest Cost                                       | 82,994             | -                  |
| Current Service Cost                                | 1,79,847           | 1,64,323           |
| Past Service Cost                                   | -                  | -                  |
| Benefits Paid                                       | -                  | (21,641)           |
| Actuarial (gain) loss on Obligation                 | (2,17,071)         | 1,62,476           |
| Present Value Of obligation End Of The Period       | 9,67,929           | 9,22,159           |

**Actuarial Assumptions are as follows**

|                      | 31 March 2014<br>₹               | 31 March 2013<br>₹             |
|----------------------|----------------------------------|--------------------------------|
| Valuation Method     | Projected Unit Credit            | Projected Unit Credit          |
| Discount rate        | 9% p.a.                          | 8.50% p.a.                     |
| Mortality in Service | Indian Assured Lives (2006 - 08) | Indian Assured Lives (1994-96) |
| Salary Escalation    | 7% p.a.                          | 7% p.a.                        |
| Retirement Age       | 65 Years                         | 65 Years                       |

Note : The above information is certified by Actuary. Data for Experience Adjustment and estimate for next year has not been received from actuary.

**24(C). Compensated Absence (Unfunded)**

The company has a scheme for compensated absences for employees, the liability for which is determined on the basis of Actuarial Valuation carried out at the year end. Assumptions stated in Note 24b above is applicable for Compensated absence also.

**Statement of profit and loss**

Net employee benefit expense recognised in the employee cost.

|   | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|---|--------------------|--------------------|
| Current Service Cost                                  | 1,02,598           | 95,614             |
| Interest cost on benefit obligation                   | 72,845             | 52,387             |
| Expected return on plan assets                        | -                  | -                  |
| Net actuarial (gain)/loss recognised in the year      | (3,75,581)         | 79,309             |
| Past Service cost                                     | -                  | -                  |
| Expenses Recognized in the statement of Profit & Loss | (2,00,140)         | 2,27,310           |

**Liability/ (asset) recognised in the Balance Sheet**

|   | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|---|--------------------|--------------------|
| Present Value Of Obligation                       | 5,48,251           | 8,09,391           |
| Fair Value Of Plan Assets                         | -                  | -                  |
| Liability (assets)                                | -                  | -                  |
| Unrecognized Past Service Cost                    | 5,48,251           | 8,09,391           |
| Liability (asset) recognized in the Balance Sheet | 5,48,251           | 8,09,391           |



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**GOA ENERGY LIMITED**

Notes to Financial statements for the year ended on 31st March 2014

**Movement in the net Liability recognised in the Balance Sheet**

|                       | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|-----------------------|--------------------|--------------------|
| Opening net Liability |                    |                    |
| Expenses              | 8,09,391           | 5,82,081           |
| Benefit paid          | (2,00,140)         | 2,27,310           |
| Contribution          | (61,000)           | -                  |
| Closing Net Liability |                    |                    |
| Current Liability     | 5,48,251           | 8,09,391           |
| Non Current Liability | 22,358             | 71,981             |
|                       | 5,25,893           | 7,37,410           |

**25. Earning per share**

The following reflects the profit and share data used in the basic EPS computation:

|  | 31 March 2014<br>₹ | 31 March 2013<br>₹ |
|--|--------------------|--------------------|
| Net profit/ (loss) for calculation of basic EPS.                 |                    |                    |
| Total Equity Shares outstanding at the end of the year (in Nos.) | 7,38,79,818        | 6,16,02,712        |
| Weighted average number of Equity Shares (in Nos.)               | 10,000             | 10,000             |
| Basic & Diluted Earnings per share (in ₹)                        | 10,000             | 10,000             |
| Face value per share (in ₹)                                      | 7,388              | 6,460              |
|  | 10                 | 10                 |

26. In the opinion of the Board, the value on realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

**27. Remuneration to Directors**

Remuneration to Directors including Managing Director ₹ Nil (Previous year ₹ Nil)

**28. Value of Components, Stores and Spares consumed**

| Particulars       | 31 March 2014<br>% | 31 March 2014<br>₹ | 31 March 2013<br>% | 31 March 2013<br>₹ |
|-------------------|--------------------|--------------------|--------------------|--------------------|
| Stores and Spares |                    |                    |                    |                    |
| Imported          |                    |                    |                    |                    |
| Indigenous        | 100%               | 1,15,39,341        | 100%               | 2,21,94,467        |
|                   | 100%               | 1,15,39,341        | 100%               | 2,21,94,467        |

29. During the year company has not entered into any contract for foreign exchange hedging. There is no open exposure as on 31st March 2014.

**30. Segment Information**

The Company is primarily engaged in the business of Power Generation and sells power within India. Thus the company has only one business segment and is considered operating in a single geographical segment. There is no other reportable segment as defined in Accounting Standard 17 "Segment Reporting" as prescribed by Companies (Accounting Standards) Rules, 2008.

**31. Related Party Disclosures**

As required under Accounting Standard 18 on "Related Party Disclosure", the disclosure of transaction with related parties as defined in the Accounting Standard are given below.

**a) List of Related Parties:**

i) Holding Company

Sesa Sterlite Limited

ii) Fellow Subsidiary Company with whom transactions are there during the period:

Sesa Resources Limited

**b) Transactions / outstanding balances with Related Parties:**

The Company has entered into transactions with certain related parties as listed below. The Board considers such transactions to be in normal course of business:

| Nature of Transaction                                 | Key Management Personnel | Holding Company | Fellow Subsidiary |
|---|--------------------------|-----------------|-------------------|
| Remuneration  | -                        | -               | -                 |
| Sale of Power (net of Grid Imports)                   | (-)                      | (-)             | (-)               |
| Purchase of Gases                                     | (-)                      | 12,83,85,625    | (-)               |
| Conversion Charges                                    | (-)                      | (15,27,14,462)  | (-)               |
| Unsecured Loan paid during the year                   | (-)                      | 4,96,69,999     | (-)               |
| Unsecured Loan balance outstanding at the year end    | (-)                      | (4,96,70,000)   | (-)               |
| Interest on Unsecured Loan                            | (-)                      | 12,00,000       | (-)               |
| Trade Payables balance outstanding at the year end    | (-)                      | (12,00,000)     | (-)               |
| Trade Receivables balance outstanding at the year end | (-)                      | (-)             | 15,31,29,505      |
|   | (-)                      | (-)             | (7,58,00,000)     |
|   | (-)                      | (-)             | 23,30,70,495      |
|   | (-)                      | (-)             | (38,62,00,000)    |
|   | (-)                      | (-)             | 3,24,87,634       |
|   | (-)                      | (-)             | (4,11,11,447)     |
|   | (-)                      | 3,20,05,218     | (-)               |
|   | (-)                      | (-)             | (-)               |
|   | (-)                      | (1,04,95,424)   | (-)               |

\* Figures in bracket are pertaining to the previous financial year



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GOA ENERGY LIMITED

Notes to Financial statements for the year ended on 31st March 2014

Note 31

Prior period comparatives

Prior year figures have been reclassified / regrouped wherever necessary to confirm to the current period's classification.

As per our report of even date  
For PKF Sridhar & Santhanam  
Firm Registration No. 003990S  
Chartered Accountants

*V. Kothandaraman*

Partner : V Kothandaraman  
Membership No. : 28973

Place : Kahelgoan  
Date : 23rd April 2014

For and on behalf of the Board of Directors

*S. L. Bajaj*

S. L. Bajaj  
Director

*Amit Pradhan*

Amit Pradhan  
Director

*Anna Mathew*

Anna Mathew  
Company Secretary

Place : Panaji  
Date : 23rd April 2014



**GOA ENERGY LIMITED**

CIN No. U40105GA1996PLC007246  
Sesa Ghor,  
20, EDC Complex,  
Patto, Panaji, Goa – 403001  
Tel: +91-832-2460600  
www.sesasterlite.com

The financial details of the transferor company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Goa Energy Limited**

(Rs. in Crores)

| Particulars                | As per last Audited Financial Year | 1 year prior to the last Audited Financial Year | 2 years prior to the last Audited Financial Year |
|----------------------------|------------------------------------|---|--|
|                            | 2013-14                            | 2012-13   | 2011-12  |
| Equity Paid up Capital     | 0.01                               | 0.01  | 0.01   |
| Reserves and surplus       | 5.65                               | (1.73)  | (8.18)   |
| Carry forward losses       | -                                  | (1.73)  | (8.18)   |
| Net Worth                  | 5.66                               | (1.72)  | (8.17)   |
| Miscellaneous Expenditure  | -                                  | -   | -  |
| Secured Loans              | -                                  | -   | -  |
| Unsecured Loans            | 23.30                              | 38.62   | 49.57  |
| Fixed Assets               | 69.82                              | 74.96   | 80.32  |
| Income from Operations     | 28.96                              | 29.84   | 28.00  |
| Total Income               | 29.42                              | 29.90   | 28.29  |
| Total Expenditure          | 18.48                              | 20.57   | 25.92  |
| Profit/ (Loss) before Tax  | 10.93                              | 9.32  | 23.71  |
| Profit after Tax           | 7.38                               | 6.46  | (3.10)   |
| Cash profit/ (loss) (note) | 14.02                              | 12.83   | 7.32   |
| EPS (Actuals in Rs.)       | 7,388                              | 6,460   | (3,104)  |
| Book Value per share       | 5,660                              | (1,720)   | (8,170)  |

**Note:**

- 1) Cash profit: (PAT + Depreciation (including amortization expenses)+ Deferred Tax

For Goa Energy Limited

*Karim Pillai*

**AUTHORISED SECRETARY**



**sesa sterlite**

a vedanta company

**Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013**

**Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation of Goa Energy Limited with Sesa Sterlite Limited and their respective Shareholders**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

| <b>Sr. No.</b>  | <b>Requirements as per<br/>CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013</b>                                     | <b>Whether Complied or not &amp; How</b>  |
|---|---|---|
| 1.  | Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI. | Yes. The Designated Stock Exchange for the purpose of coordinating with SEBI shall be the National Stock Exchange of India Limited. |
| <b>Compliance as per Part A, Annexure I to the Circular</b> |   |   |
| 2.  | Documents to be submitted:  |   |
| 2.a   | Draft Scheme of amalgamation  | Yes. Refer Annexure 2   |
| 2.b   | Valuation Report from Independent Chartered Accountant  | Not Applicable  |
| 2.c   | Report from the Audit Committee recommending the Draft Scheme   | Yes. Refer Annexure 4   |
| 2.d   | Fairness opinion by merchant banker   | Yes. Refer Annexure 5   |
| 2.e   | Pre and post amalgamation shareholding pattern of unlisted company  | Yes. Refer Annexure 6A and 6B   |
| 2.f   | Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;   | Yes. Refer Annexure 16D to 16F  |

Sesa Sterlite Limited (Formerly known as Sesa Goa Limited)  
Vedanta, 75, Nehru Road, Vile Parle (East), Mumbai - 400 099  
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Registered Office: Sesa Ghor, 20 EDC Complex, Patto, Panaji (Goa) - 403 001  
CIN: L13209GA1965PLC000044



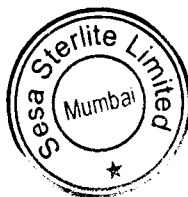
|     |  |   |
|-----|--|---|
| 2.g | Compliance with Clause 49 of Listing Agreement   | Yes. Refer Annexure 8   |
| 2.h | Complaints Report  | Will be submitted in due course as per SEBI circular dated February 4, 2013   |
| 3.  | The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956   | Not Applicable  |
| 4.  | At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.   | Not Applicable  |
| 5.  | The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.   | Yes. Since the entire share capital of Transferor Company is held by Transferee Company, transferee company will not issue any shares pursuant to merger. |
| 6.  | As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (b) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised. | No  |
| 7.  | The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.   | Not Applicable  |

Date :

**For Sesa Sterlite Limited**

**AUTHORISED SIGNATORY**

*Kaushik Pillai*



Sesa Sterlite Limited (Formerly known as Sesa Goa Limited)  
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Registered Office: Sesa Ghor, 20 EDC Complex, Patto, Panaji (Goa) - 403 001  
CIN: L13209GA1965PLC000044



## **SESA STERLITE LIMITED**

[Formerly known as Sesa Goa Limited]  
Sesa Ghor,  
20, EDC Complex,  
Patto, Panaji, Goa – 403001  
Tel: +91-832-2460600  
www.sesasterlite.com  
CIN No. L13209GA1965PLC000044

**Statement of Undertaking in relation to Non - applicability of requirements prescribed in Paragraph 5.16(a) of SEBI Circular CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 as replaced vide SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013 (referred to as "Replaced Para 5.16") to the Scheme of Amalgamation of Goa Energy Limited with Sesa Sterlite Limited ("SSL or the Company") and their respective shareholders ("the Scheme")**

1. The Board of Directors of Sesa Sterlite Limited (formerly known as Sesa Goa Limited) (the "Company") at their meeting held on 29<sup>th</sup> April, 2014 have considered and approved the Proposed Scheme of Amalgamation of Goa Energy Limited ("GEL") with the Company and their respective shareholders in terms of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 (the "Proposed Scheme").
2. GEL is a wholly owned subsidiary of the Company. Accordingly, upon the Proposed Scheme becoming effective, the Company shall not be required to issue any shares pursuant to the Proposed Scheme. Therefore, the question of allotment of additional shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company as required under replaced paragraph 5.16(a)(i) of SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, does not arise and there will be no change in the Promoter and public shareholding pattern of the Company pursuant to the Proposed Scheme.
3. The Proposed Scheme relates to Amalgamation of GEL i.e. a wholly owned subsidiary into the Company and does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company as envisaged under Replaced para 5.16(a)(ii) of SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013.





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4. The Company acquired 100% shareholding in Goa Energy Limited (formerly Goa Energy Private Limited) post signing of Share Purchase Agreement on 3<sup>rd</sup> November, 2011 between the Company, Goa Energy Private Limited and the then shareholders (other than Promoters). Accordingly, the question of acquiring the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the Company, as required under Replaced para 5.16(a)(iii) of SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, does not arise.
5. In view of the above and pursuant to Paragraph 7 of the SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, the requirements stated in Paragraph 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 (as replaced by Paragraph 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013) regarding approval of the Proposed Scheme through postal ballot and e-voting by the shareholders of the Company are not applicable in relation to the Proposed Scheme.

**For Sesa Sterlite Limited**



**Company Secretary**  
**Date: 29 April 2014**



# Deloitte Haskins & Sells LLP

Chartered Accountants  
Indiabulls Finance Centre  
Tower 3, 27th - 32nd Floor  
Senapati Bapat Marg  
Elphinstone Road (West)  
Mumbai - 400 013  
Maharashtra, India

Ref: JA/2014-15/87

Tel: +91 (022) 6185 4000  
Fax: +91 (022) 6185 4501/4601

The Board of Directors  
Sesa Sterlite Limited,  
Sesa Ghor,  
20 EDC Complex, Patto  
Panaji – 403001

Independent Auditor's Certificate on the Undertaking as required under Paragraph 5.16(b) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 (as replaced by Paragraph 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013) ("SEBI Circulars") regarding non-applicability of the requirements of Paragraph 5.16(a) of SEBI Circulars relating to approval of the Proposed Scheme through postal ballot and e-voting by the shareholders of Sesa Sterlite Limited.

1. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018), the Statutory Auditors of Sesa Sterlite Limited (formerly known as Sesa Goa Limited) ("the Company") having its Registered Office at Sesa Ghor, 20, EDC Complex, Patto, Panaji, Goa - 403 001, for the purpose of certifying the attached "Statement of Undertaking in relation to Non - applicability of requirements prescribed in Paragraph 5.16(a) of SEBI Circular CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 as replaced vide SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013 (referred to as "Replaced Para 5.16") to the Scheme of Amalgamation of Goa Energy Limited with Sesa Sterlite Limited ("SSL or the Company") and their respective shareholders" (the "Undertaking"), prepared by the Company and approved by the Board of Directors of the Company at their meeting held on 29<sup>th</sup> April, 2014, and duly signed by the Company Secretary of the Company have examined:
  - a. the Proposed Scheme of Amalgamation of Goa Energy Limited with the Company and their respective shareholders in terms of sections 391 to 394 of the Companies Act, 1956 ("the Proposed Scheme"), approved by the Board of Directors of the Company at their meeting held on 29<sup>th</sup> April, 2014; and
  - b. the audited financial statements of Goa Energy Limited and the Company for the year ended 31<sup>st</sup> March 2014.
2. The Management of the Company is responsible for preparation of the Undertaking and for ensuring compliance with the requirements of the SEBI Circulars including providing proper reasons in the Undertaking for non-applicability of approval of the Proposed Scheme through postal ballot and e-voting by the shareholders of the Company. This includes collecting,



collating and validating data and designing, implementing and monitoring of internal controls and the maintenance of proper books of account and such other relevant records as prescribed by applicable laws relevant for the preparation of the Undertaking that is free from material misstatement, whether due to fraud or error.

3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Undertaking on the basis of our examination of the Proposed Scheme and the audited financial statements of Goa Energy Limited and the Company for the year ended 31<sup>st</sup> March 2014. Our examination did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, which include the concepts of test checks and materiality.
4. On the basis of our examination as stated in Paragraph 3 above and according to the information and explanations given to us by the Management of the Company, we certify that the requirements of Paragraph 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 (as replaced by Paragraph 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013) regarding approval of the Proposed Scheme through postal ballot and e-voting by the shareholders of the Company are not applicable in relation to the Proposed Scheme in view of the reasons mentioned in the Undertaking.
5. A certified copy of the Undertaking and the certified Proposed Scheme duly authenticated by the Board of Directors on behalf of the Company form Annexures I and II, respectively, to this certificate.
6. This Certificate is issued at the request of the Management of the Company in accordance with Paragraph 5.16(b) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 (as replaced by Paragraph 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013) for onward submission to the BSE Limited and National Stock Exchange of India Limited and should not be used for any other purpose without our prior written consent.

For Deloitte Haskins & Sells LLP,  
Chartered Accountants,  
(Firm Registration No.: 117366W/W-100018)



*Jitendra Agarwal*

**Jitendra Agarwal**  
Partner  
Membership No. 87104

Gurgaon: 29 April, 2014