

CIN NO:U67120MH2005PLC155188

DCS/AMAL/BS/24(f)/121/2014-15

July 11, 2014

The Company Secretary  
**Sesa Sterlite Limited**  
Sesa ghor, 20 EDC Complex,  
Patto, Panjim  
Goa, 403001

Dear Sir / Madam,

**Sub: Draft Scheme of Arrangement involving merger of Goa Energy Limited with Sesa Sterlite Limited**

We are in receipt of draft Scheme of Arrangement involving merger of Goa Energy Limited with Sesa Sterlite Limited.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated July 7, 2014 given the following comment(s) on the draft scheme of arrangement:

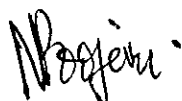
➤ ***The company shall duly comply with various provisions of the Circulars.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,



Nitin Pujari  
Manager



Bhuvana Sriram  
Dy. Manager

Ref: NSE/LIST/244553-W

July 10, 2014

The AGM – M & A  
Sesa Sterlite Limited  
Sesa Ghor, 20 EDC Complex,  
Patto, Panaji - 403001.

**Kind Attn.: Ms. Pooja Somani**

Dear Madam,

**Sub: Observation letter for draft Scheme of Amalgamation of Goa Energy Limited with Sesa Sterlite Limited and their respective shareholders under section 391 to 394 of the Companies Act, 1956.**

This has reference to draft Scheme of Amalgamation of Goa Energy Limited with Sesa Sterlite Limited and their respective shareholders under section 391 to 394 of the Companies Act, 1956 submitted to NSE vide your letter dated May 30, 2014.

Based on our letter reference no Ref: NSE/LIST/243470-E submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated July 07, 2014, has given following comments on the draft Scheme of Amalgamation:

*“The company shall duly comply with various provisions of the Circulars.”*

Accordingly, we do hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from July 10, 2014, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,  
For National Stock Exchange of India Limited

Kamlesh Patel  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL  
[http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)