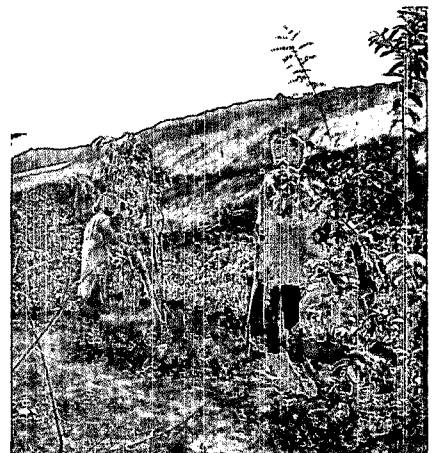
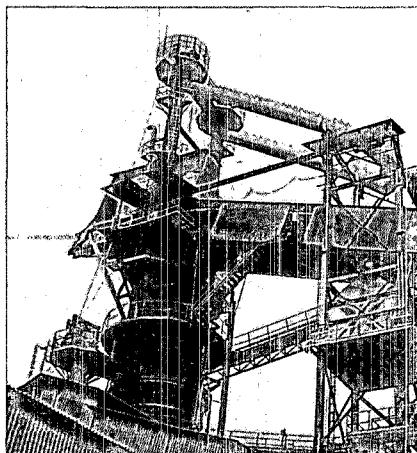
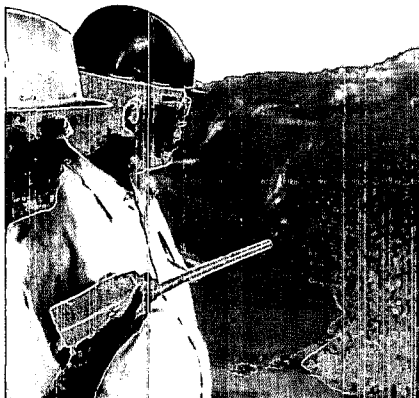
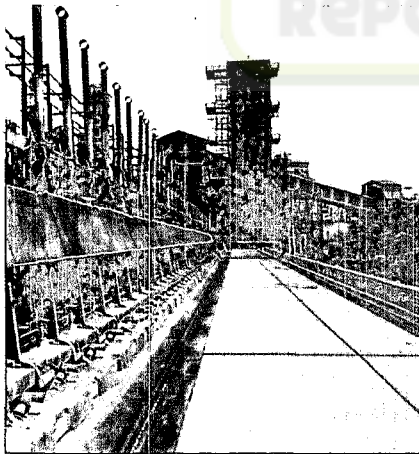


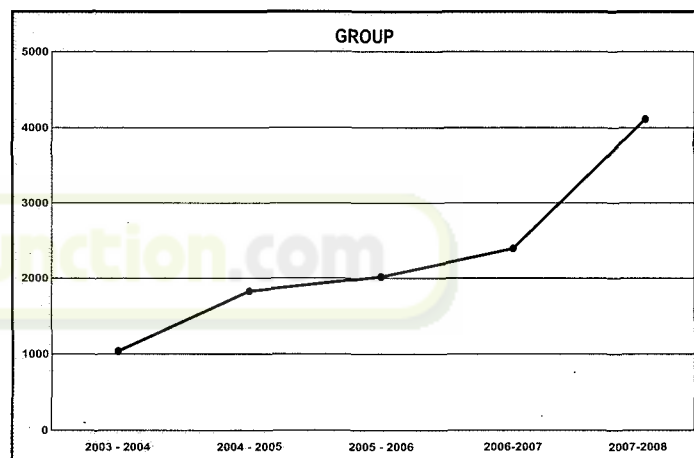
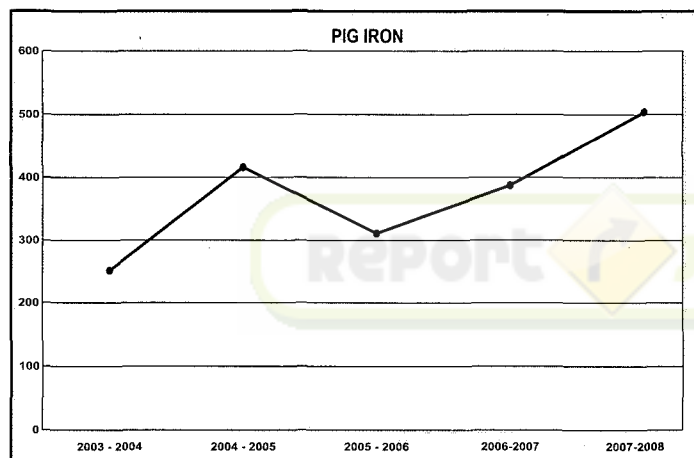
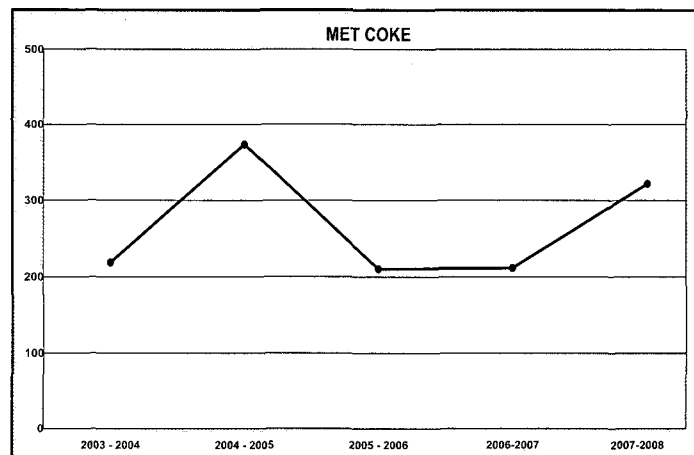
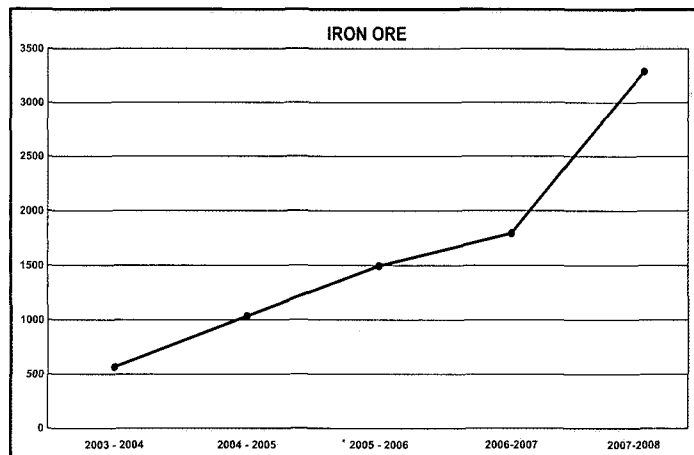
**SESA GOA LIMITED**  
**ANNUAL REPORT 2008**



# SESA GROUP: BUSINESS PERFORMANCE

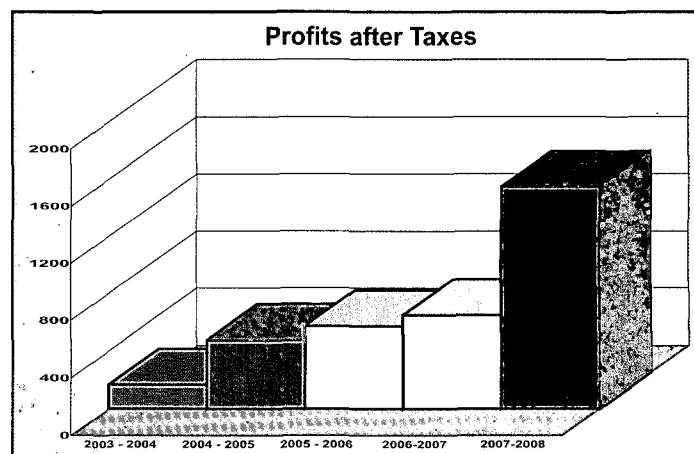
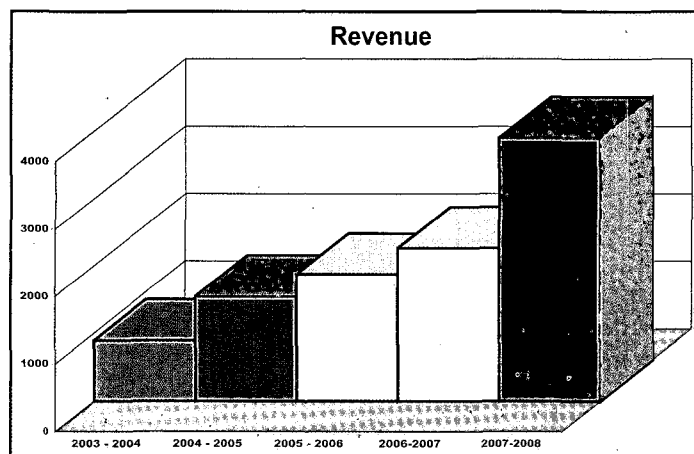
## SEGMENT WISE REVENUE (Including Inter-Segment)

Rupees in Crore



# SESA GROUP: CONSOLIDATED BUSINESS PERFORMANCE

Rupees in Crore



# SESA GOA LIMITED

## REGISTERED OFFICE :

Sesa Ghor, 20 EDC Complex, Patto, Panaji, Goa-403 001

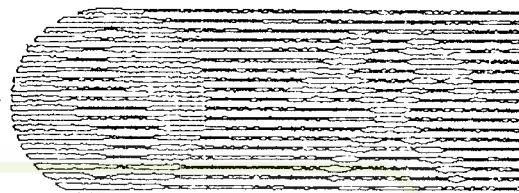
## DIRECTORS :

S. D. Kulkarni	Chairman
K. R. V. Subrahmanian	
P. G. Kakodkar	
G. D. Kamat	
K. K. Kaura	
D. D. Jalan	
A. Joshi	
M. D. Phal	
A. Pradhan	Wholetime Director
H. P. U. K. Nair	Wholetime Director
A. K. Rai	Wholetime Director
P. K. Mukherjee	Managing Director



vedanta

## SESA GROUP

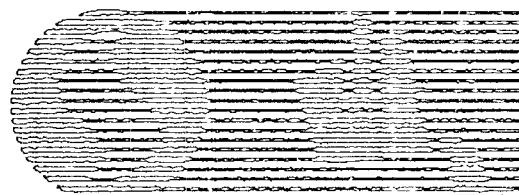


SESA GOA

## SECRETARY :

C. D. Chitnis

## SESA GROUP



SESA INDUSTRIES

## AUDITORS :

S. J. Thaly & Co.  
Chartered Accountants  
Panaji, Goa - 403 001

## BANKERS :

Canara Bank  
State Bank of India  
ICICI Bank Limited

## MINING AND OTHER ESTABLISHMENTS :

In the states of Goa, Karnataka and Orissa of India

## CONTENTS

	<b>Page Nos.</b>
Notice	3
Directors Report	9
Report on Corporate Governance	18
Management Discussion & Analysis	37
Auditor's Report	47
Accounts	50
Cash Flow Statement	75
Ten-Year Highlights	76
Statement Pursuant to Section 212	77
<b>Subsidiary Company</b>	
Sesa Industries Limited	78
<b>Consolidated Accounts</b>	
Auditor's Report	113
Accounts	114
Attendance/Proxy (Annexed)	137



## SESA GOA LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Third Annual General Meeting of SESA GOA LIMITED will be held on Wednesday, the 23rd July, 2008 at 11.00 a.m. at Dinanath Mangeshkar Kala Mandir Auditorium at Kala Academy, Panaji, Goa, to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. S. D. Kulkarni who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. G. D. Kamat who retires by rotation and being eligible offers himself for re-appointment.

## SPECIAL BUSINESS

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

5. "RESOLVED that subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Deloitte Haskins & Sells, Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company, in place of the retiring auditors M/s. S.J. Thaly & Co., Chartered Accountants, to examine and audit the accounts of the Company for the financial year 2008-09, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."
6. "RESOLVED that in partial modification of resolution passed at the Extraordinary General Meeting of the Company held on 8th May, 2006 and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, the remuneration of Mr. P. K. Mukherjee, Managing Director, be and is re-fixed with base salary of Rs.3,70,000/- per month, effective from 1st April, 2008 for the unexpired period of his Contract upto 31st March, 2009, in the revised scale of Rs.1,50,000/- to Rs.5,00,000/-, with corresponding increase in benefits, with a liberty to the Board of Directors to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Part I, i.e. in case of profit, and Part II, i.e. in case of inadequacy of profit, of Schedule XIII to the Companies Act, 1956 or any amendments thereto as may be agreed to by the Board of Directors and Mr. P. K. Mukherjee."
7. "RESOLVED that Mr. Kuldip Kumar Kaura, who was appointed as an Additional Director by the Board of Directors at their meeting held on 30th October, 2007 and who ceases to hold office at this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and who is eligible for appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company liable to retire by rotation."
8. "RESOLVED that Mr. Din Dayal Jalan, who was appointed as an Additional Director by the Board of Directors at their meeting held on 30th October, 2007 and who ceases to hold office at this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and who is eligible for appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

NOTICE OF ANNUAL GENERAL MEETING

## SESA GOA LIMITED

NOTICE OF ANNUAL GENERAL MEETING

9. "RESOLVED that Mr. Akhilesh Joshi, who was appointed as an Additional Director by the Board of Directors at their meeting held on 30th October, 2007 and who ceases to hold office at this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and who is eligible for appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By Order of the Board  
SESA GOA LIMITED

Place : Panaji

C. D. CHITNIS

Dated : 10th May, 2008

Secretary & GM - Legal

**NOTES:**

- a) The relative Explanatory Statement as required by Section 173 of the Companies Act, 1956, in regard to the Special Business entered under Items 5 to 9 is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 15th July, 2008 to Thursday, 17th July, 2008 (both days inclusive).
- d) Payment of dividend on equity shares, as declared at the meeting, will be made to those members whose names appear on the Company's Register of Members as on Monday, 14th July, 2008. Members are requested to notify immediately any change in their address.
- e) In accordance with the provisions of Section 205A of the Companies Act, 1956, the Company has transferred unclaimed dividends relating to the years up to and including 1994-1995 to the General Revenue Account of the Central Government.
- f) In accordance with the provisions of Section 205 A (5) read with Section 205 C of the Companies Act, 1956, the amount of dividend for the Financial Year ended 31st March, 2000 which remained unpaid and unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company has been transferred to the Investor Education and Protection Fund established by the Central Government.
- g) Pursuant to the provisions of Section 205 A (5) read with Section 205 C of the Companies Act, 1956 the amount of dividends for the Financial Year ended 31st March, 2001 and thereafter which remain unpaid and unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund established by the Central Government and no claim shall lie against the said Fund or the Company for the amounts of dividend so transferred to the said Fund. Shareholders, who have not yet encashed their dividend warrants for the Financial Year ended 31st March, 2001 or any subsequent financial years are therefore requested to make their claim to the Company without delay.
- h) Members are requested to bring their Admission Slips along with copy of the Report and Accounts to the Annual General Meeting.
- i) Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2008 may visit the Company's corporate website [www.sesagoa.com](http://www.sesagoa.com) or send their queries atleast 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
- j) The information as required to be provided under the Listing Agreement with the Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed is given hereunder:

## SESA GOA LIMITED

- i) Name : Mr. S. D. Kulkarni  
 Age : 73 years  
 Qualifications : Bachelor of Commerce (Hons.) and Fellow Member of the Institute of Chartered Accountants of India.  
 Expertise : 40 years of experience with Voltas Ltd. and L & T. Retired as MD & CEO of L & T in April 1999.  
 Shareholding : 668 shares  
 Other Directorships / Committee Memberships :

Sr. No.	Name of the Company	Position held	Committee Type	Membership Status
1.	Bharat Forge Ltd.	Director	Investor Relations Audit	Chairman Member
2.	Sicom Capital Management Pvt. Ltd.	Chairman	-	-
3.	Syngenta India Ltd.	Chairman	Audit	Chairman
4.	Syngenta Foundation India	Chairman	-	-
5.	Voltas Ltd.	Director	Remuneration Audit	Chairman Member

- ii) Name : Mr. G. D. Kamat  
 Age : 73 years  
 Qualifications : B.A., L.L.B.  
 Expertise : Over 44 years experience in the field of Legal Practice and Judiciary. Retd. as Chief Justice of Gujarat High Court in 1996. Presently engaged in Judicial work relating to Arbitration and Conciliation.  
 Shareholding : Nil  
 Other Directorships / Committee Memberships : Nil

- iii) Name : Mr. Kuldip Kumar Kaura  
 Age : 61 years  
 Qualifications : Degree in Mechanical Engineering (Honours) from BITS, Pilani & Executive education at London Business School & IFL, Sweden.  
 Expertise : Mr. Kaura is Managing Director of Sterlite Industries (India) Ltd. and Deputy Chairman of Konkola Copper Mines. Mr. Kaura, who joined Sterlite in 2002, was Managing Director of Hindustan Zinc Ltd. (HZL) and became the Chief Operating Officer of Vedanta Resources plc at its inception. He is also a director of HZL, Vedanta Alumina and Copper Mines of Tasmania Pty. Ltd. and has held various positions in operations and business management for 18 years at ABB India. Mr. Kaura was a member of directors of ABB India from 1996 and was Managing Director and Country Manager of ABB from 1998 to 2001. He is currently Chief Executive Officer of Vedanta Resources plc.  
 Shareholding : Nil

NOTICE OF ANNUAL GENERAL MEETING

## SESA GOA LIMITED

## Other Directorships/Committee Memberships :

Sr. No.	Name of the Company	Position held	Committee Type	Membership Status
1.	Hindustan Zinc Ltd.	Director	-	-
2.	Sterlite Industries (I) Ltd.	Managing Director & CEO	-	-
3.	Vedanta Alumina Ltd.	Director	-	-
4.	Sterlite Energy Ltd.	Director	-	-

- iv) Name : Mr. Din Dayal Jalan  
 Age : 51 years  
 Qualifications : Member of the Institute of Chartered Accountants of India.  
 Expertise : Mr. Jalan joined Sterlite in 2001 as President – Australian Operations, responsible for Tahalanga Copper Mines Pty. Ltd. and Copper Mines of Tasmania Pty. Ltd. mines. He has over 27 years of experience with various companies in the engineering, mining and non-ferrous metal sectors. Mr. Jalan was associated with the Aditya Birla Group in various capacities and, from 1996 to 2000, was in charge of commercial and financial activities at the copper smelter business of Indo-Gulf Fertiliser Ltd. He is currently Chief Financial Officer of Vedanta Resources plc.

Shareholding : Nil

## Other Directorships/Committee Memberships :

Sr. No.	Name of the Company	Position held	Committee Type	Membership Status
1.	Mandanpur South Coal Company Ltd.	Director	-	-
2.	Sterlite Shipping Ventures Pvt. Ltd.	Director	-	-
3.	Sterlite Opportunities & Ventures Ltd.	Director	-	-
4.	Vedanta Resources Finance Ltd.	Director	-	-

- v) Name : Mr. Akhilesh Joshi  
 Age : 54 years  
 Qualifications : Mining Engineer from MBM Jodhpur and Post Graduate Diploma from the School of Mines, Paris.  
 Expertise : Mr. Akhilesh Joshi joined Hindustan Zinc Limited in September 1976. In a tenure spanning over 32 years he has been associated in various capacities across the different mines of Hindustan Zinc Limited. He is currently heading the Rampura Agucha Mines which is the third largest in the world in terms of contained zinc deposits on a production basis and the fourth largest on a reserve basis. Prior to joining the Group Mr. Joshi was associated with the University of Udaipur as a Junior Lecturer. He is currently Vice President of Hindustan Zinc Limited.

Shareholding : Nil

Other Directorships / : Nil

Committee Memberships



## Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF  
THE COMPANIES ACT, 1956NOTICE OF ANNUAL GENERAL  
MEETING

## ITEM NO. 5

At the Annual General Meeting, members will be required to appoint Auditors for the current year and fix their remuneration.

M/s. S.J. Thaly & Co., the retiring Auditors though eligible for appointment have expressed their inability to offer themselves for re-appointment under the Companies Act.

In view of the above, and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28th April, 2008, proposed the appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditors, who are of international repute. M/s. Deloitte Haskins & Sells have expressed their willingness to act as Auditors of the Company, if appointed, and have further confirmed that the said appointment would be in conformity with the provisions of Section 224(1B) of the Act.

Members' approval is being sought to the appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditors and to authorize the Board of Directors, on the recommendation of the Audit Committee, to determine the remuneration payable to Auditors.

The Board commends passing of the resolution.

## ITEM NO. 6

Mr. P. K. Mukherjee was appointed as Managing Director with effect from 1st April, 2006 for a period of 3 years and the terms of his appointment including remuneration were approved at the Extraordinary General Meeting held on 8th May, 2006.

Having regard to the spurt in volume of business of the Company, considering the contribution of Mr. P. K. Mukherjee as a Managing Director in the growth of the Company and the general increase in executive remuneration in the Country over last few years, the Board of Directors, as recommended by

the Remuneration Committee of the Board at their meetings held on 28th April, 2008, proposed to revise base salary of Mr. P. K. Mukherjee to Rs. 3,70,000/- per month, effective from 1st April, 2008 for the unexpired period of his Contract upto 31st March, 2009, in the revised scale of Rs. 1,50,000/- to Rs. 5,00,000/- with corresponding increase in benefits, other terms and conditions remaining the same.

Mr. P. K. Mukherjee is interested in the resolution, which if passed will benefit him. No other Director is interested in this item.

Copy of the existing contract of Mr. P. K. Mukherjee is available for inspection at the Registered Office of the Company on any working day during office hours.

The Board commends passing of the resolution.

## ITEM NO. 7

Mr. Kuldip Kumar Kaura has been appointed as an Additional Director by the Board of Directors, at their meeting held on 30th October, 2007 and he holds the office upto this Annual General Meeting. Mr. Kuldip Kumar Kaura has a Bachelor's degree in Mechanical Engineering (Honours) from the Birla Institute of Technology & Science, Pilani. He is currently Chief Executive Officer of Vedanta Resources plc.

His continuation on the Board will enable the Company to gain from his considerable experience and expertise in relation to the Company's business. The Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956 alongwith a deposit of Rs. 500/- proposing the candidature of Mr. Kuldip Kumar Kaura for the office of Director. The Board recommends his appointment.

No Director of the Company other than Mr. Kuldip Kumar Kaura is interested in the Resolution.

## SESA GOA LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

## ITEM NO. 8

Mr. Din Dayal Jalan has been appointed as an Additional Director by the Board of Directors, at their meeting held on 30 October, 2007 and he holds the office upto this Annual General Meeting. Mr. Din Dayal Jalan is Fellow Member of the Institute of Chartered Accountants of India. He is currently Chief Financial Officer of Vedanta Resources plc.

His continuation on the Board will enable the Company to gain from his considerable experience and expertise in relation to the Company's business. The Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956 alongwith a deposit of Rs. 500/- proposing the candidature of Mr. Din Dayal Jalan for the office of Director. The Board recommends his appointment.

No Director of the Company other than Mr. Din Dayal Jalan is interested in the Resolution.

## ITEM NO. 9

Mr. Akhilesh Joshi has been appointed as an Additional Director by the Board of Directors, at their meeting held on 30th October, 2007 and he holds the office upto this Annual

General Meeting. Mr. Akhilesh Joshi is a mining Engineer from MBM Jodhpur and has a Post Graduate Diploma from the School of Mines, Paris. He is currently Vice President of Hindustan Zinc Limited as Head Rampura Agucha Mines.

His continuation on the Board will enable the Company to gain from his considerable experience and expertise in relation to the Company's business. The Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956 alongwith a deposit of Rs. 500/- proposing the candidature of Mr. Akhilesh Joshi for the office of Director. The Board recommends his appointment.

No Director of the Company other than Mr. Akhilesh Joshi is interested in the Resolution.

By Order of the Board  
SESA GOA LIMITED

Place : Panaji  
Dated : 10th May, 2008

C. D. CHITNIS  
Secretary & GM - Legal