



STERLITE TECHNOLOGIES LIMITED

CIN - L31300DN2000PLC000340

Registered Office: Survey No.68/1, Madhuban Dam Road, Rakholi – 396 230,
Union Territory of Dadra & Nagar Haveli, India

Email - communications@sterlite.com; website – www.sterlitetechnologies.com;
Phone: +91 20 30514000; Fax: +91 20 30514113

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of Sterlite Technologies Limited will be held on Tuesday, August 4, 2015 at 12.30 p.m. IST at the Registered Office of the Company at Survey No.68/1, Madhuban Dam Road, Rakholi – 396 230, Union Territory of Dadra & Nagar Haveli, India to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Pravin Agarwal (DIN: 00022096), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, as an

Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 6 of Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. S R B C & Co. LLP., Chartered Accountants, (Firm Registration No. 324982E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion

of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for Financial Year 2016-17, i.e. for a period of 2 (two) years, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed between the Board of Directors and M/s. S R B C & Co. LLP., Chartered Accountants, respectively.”

SPECIAL BUSINESS

5. Approval of re-opening, amendment and adoption of the Annual Accounts for the Financial Year 13-14

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

“RESOLVED THAT the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date, laid before and adopted by the Members at the Annual General Meeting of the Company held on August 19, 2014 be reopened and revised and that the revised financial statements for the above mentioned periods together with the Auditors’ Report thereon for the year ended March 31, 2014 be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

6. Appointment of Ms. Avaantika Kakkar as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Avaantika Kakkar (DIN 06966972), a Non-Executive Independent Director of the Company, who was appointed as Additional Director of the Company by the Board of Directors with effect from December 29, 2014 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and who has submitted a notice in writing under Section 160 of the Act proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years ending on December 28, 2019, not liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

7. Re-Appointment of Mr. Pravin Agarwal as a Vice Chairman & Whole-time Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members be and is

hereby accorded to the re-appointment of Mr. Pravin Agarwal (DIN 00022096) as a Whole-time Director of the Company for a period of 5 (five) years with effect from October 30, 2015 on the terms and conditions including remuneration, as are set out in the draft of the Agreement to be entered into between the Company and Mr. Pravin Agarwal, the draft Agreement is hereby approved (main terms of which are set out in the explanatory statement hereto), with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Pravin Agarwal, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Re-Appointment of Dr. Anand Agarwal as a Whole-time Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members be and is hereby accorded to the re-appointment of Dr. Anand Agarwal (DIN 00057364) as a Whole-time Director of the Company for a period of 5 (five) years with effect from July 30, 2015 on the terms and conditions including remuneration, as are set out in the draft of the Agreement to be entered into between the Company and Dr. Anand Agarwal, the draft Agreement is hereby approved (main terms of which are set out in the explanatory statement hereto), with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the

Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Dr. Anand Agarwal, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **Payment of remuneration to Non-Executive Directors of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. directors other than the Managing Director and / or the Whole-time Directors) be paid, remuneration in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the Net Profits or such other percentage of Net Profits of the Company for each financial year, as computed in the manner laid down in section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. **Approve the remuneration of the Cost Auditor**

To consider and, if thought fit, to pass with or without

modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the payment of remuneration of ₹ 2.25 Lacs per annum plus service tax, as applicable and reimbursement of actual travel and out-of-pocket expenses, if any, to Mr. Kiran Naik, Cost Accountant (Registration Number 10927) for audit of the cost records of the Company for the Financial Year 2015-16.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. **To offer or invite for subscription of Non-Convertible Debentures on private placement basis**

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to the issue of secured / unsecured redeemable Non-Convertible Debentures on a private placement basis, in one or more series / tranches on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said

Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto; such that the aggregate amount does not exceed ₹ 750 crores during a period of one year from the date of passing of this resolution and that the said borrowing is within the overall borrowing limit of the Company.

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorized by the Board, be and is/are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for mortgaging and / or charging the properties of the Company and for giving effect to the aforesaid resolution."

12. Raising of the funds through Qualified Institutions Placement (QIP)/ External Commercial Borrowings (ECBs) with rights of conversion into Shares/ Foreign Currency Convertible Bonds (FCCBs)/ American Depository Receipts (ADRs)/ Global Depository Receipts (GDRs) /Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPs/CCPs) etc. pursuant to Section 62 of Companies Act, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Special Resolution**:

"RESOLVED THAT pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and the applicable rules thereunder (the **"Act"**) and any applicable subsisting sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"SEBI ICDR Regulations"**) (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management

(Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (**"GOI"**), the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), the Registrar of Companies (the **"RoC"**), the stock exchanges where the shares of the Company are listed (the **"Stock Exchanges"**), and/or any other competent authorities, and subject to any required approvals, consents, permissions and / or sanctions of the Ministry of Corporate Affairs, the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the **"Board"** which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company (the **"Equity Shares"**), American depository receipts, global depository receipts, foreign currency convertible bonds and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures and / or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the **"Securities"**) or

any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public and / or private offerings and / or on preferential allotment basis or any combination thereof or by issue of prospectus and / or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and / or bilateral and / or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds, and / or any other categories of investors whether or not such Investors are members of the Company (collectively called the **"Investors"**), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 1,000 Crores or equivalent thereof inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided

under Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with the applicable laws, also offer a discount of not more than 5% or such percentage as permitted under the applicable laws on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations / guidelines prescribed by the SEBI, the Ministry of Corporate Affairs, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws, regulations and guidelines and subject to approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions

as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue / conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper

in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing Resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or any Whole-time director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

13. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (the Act), and applicable Rules thereunder, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force), approval be and is hereby accorded for substituting the Articles of Association of the Company with a new set of Articles of Association as specified in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

14. Approve related party transactions

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Special Resolution:**

“RESOLVED THAT pursuant to Clause 49 of the Equity Listing Agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Rules made thereunder, the Memorandum and Articles of Association of the Company (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other approvals that may be required in this regard, consent, approval and authority of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to enter into a contract(s) to buy, purchase, procure, obtain, arrange aluminum and/or related material as required by the Company, in one or more tranches/ series of transactions directly/indirectly from Vedanta Limited (erstwhile Sesa Sterlite Limited) and/or any of its subsidiary or associate company/ body corporate upto a value of ₹ 1,700 Crores for the period up to the next Annual General meeting of the Company on such terms and conditions and in such manner as may be mutually acceptable and execute all required documents including agreements, memorandum and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for giving effect to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorized to approve the aforesaid transaction(s) and to sign any instrument or document that may be required to give effect to the above resolution, to settle any question, difficulty or doubt that

may arise and do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution.”

15. Approve related party transactions

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Special Resolution:**

“RESOLVED THAT pursuant to Clause 49 of the Equity Listing Agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Rules made thereunder, the Memorandum and Articles of Association of the Company (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other approvals that may be required in this regard, consent, approval and authority of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to enter into a contract(s) to sale, provide, arrange power conductors, cables, wires and/or parts, equipment, related material thereof in one or more tranches/ series of transactions directly/indirectly to Sterlite Power Grid Ventures Limited and/or any of its subsidiary or associate company/ body corporate upto a value of ₹500 Crores for the period up to the next Annual General meeting of the Company on such terms and conditions and in such manner as may be mutually acceptable and execute all required documents including agreements, memorandum and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for giving effect to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorized to approve the aforesaid transaction(s) and to sign any instrument or document that may be required to give effect to the above resolution, to settle any question, difficulty or doubt that may arise and do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution.

By order of the Board of Directors for **Sterlite Technologies Limited**

Amit Deshpande

Company Secretary & AGM – Legal

Date: May 18, 2015 , Place: Pune

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN THE MEETING, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A form of Proxy and Admission Slip is enclosed.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members attending the Annual General Meeting are requested to bring their copies of Annual Report along with the duly filled attendance slip.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the Meeting.
9. The Register of Members and Share Transfer Books will remain closed from Saturday, July 25, 2015 to Tuesday, August 4, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
10. If Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2015 is approved at the Annual General Meeting, payment of such dividend will be made as under –
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July 24, 2015.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 24, 2015.
11. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of Registrar & Share Transfer Agent viz. M/s. Karvy Computershare Private Limited, Hyderabad (Karvy). For contact details, of the Registrars and Share Transfer Agents please refer to Corporate Governance Report in the Annual Report.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS, mandates, power of attorney, change of address/name/email address(es), etc. to their Depository Participant only and not to the Company's Registrars and Share Transfer Agents. Changes intimated to the Depository Participant will automatically get reflected in the Company's records which will help the Company and its Registrar and

Share Transfer Agents to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited.

13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited, or directly approach any depository participant for assistance in this regard.
14. Reserve Bank of India has initiated National Electronic Clearing Service (NECS) for credit of dividend directly to the bank account of Members.
 - Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) with their Depository Participant.
 - Members holding shares in physical form are requested to provide their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) along with their folio number to the Company's Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited.
15. The shareholders holding shares in dematerialized form would receive their dividend directly to the bank account nominated by them through their Depository Participant, subject to validity of the same.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
17. The members who are interested to avail of nomination facility may obtain the necessary application from Karvy.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
19. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. The queries, if any, on the Annual Report should be sent to the Company in the name of Company Secretary or Chief Financial Officer at its Registered Office in such a way that the Company will receive the same at least 7 (seven) days before the Annual General Meeting.
21. As required under Clause 49 of the Listing Agreement with the stock exchanges, the relevant details of persons seeking appointment / re-appointment as Directors are furnished in the Corporate Governance Section of Annual Report.
22. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results.
23. Transfer of dividend: Those members who have not so far encashed their dividend warrants for the year 2007-08, 2008-09, 2009-10, 2010-11, 2011-2012, 2012-2013 and 2013-14 may claim or approach the Registrar & Share Transfer Agents of the Company, for payment thereof as the same will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 125 of the Companies Act, 2013 as under:
 - Dividend for the year 2007-08: on September 30, 2015
 - Dividend for the year 2008-09: on August 30, 2016
 - Dividend for the year 2009-10: on August 19, 2017
 - Dividend for the year 2010-11: on October 25, 2018
 - Dividend for the year 2011-12: on October 17, 2019
 - Dividend for the year 2012-13: on September 11, 2020
 - Dividend for the year 2013-14: on September 24, 2021

24. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participants or with Karvy to enable us to send you the communications meant for the members via email.
25. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.

By order of the Board of Directors
for **Sterlite Technologies Limited**

Amit Deshpande

Company Secretary & AGM – Legal

Date: May 18, 2015

Place: Pune

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM 5

Your Company claims deduction for its R&D expenditure under provisions of the Income Tax Act, 1961. Further, pursuant to "Guidelines for approval in FORM 3CM of companies having in-house R&D centres recognized by DSIR and submission of report in FORM 3CL under section 35 (2AB) of Income Tax Act, 1961" ('R&D Guidelines'), the Company is required to mention the expenditure in schedules/notes to accounts in the Annual Report after getting the same duly audited by Statutory Auditors. In another provision of the R&D Guidelines, the Company is required to report the eligible expenditure in the audited financials statement prepared for the purpose of published annual report as well as for the purpose of Income Tax Return.

In view of the above, in order to enable the Company to claim benefit of the exemption as provided under the Income Tax Act, 1961, it is proposed to make necessary changes only in the notes to accounts by inserting details of R&D capital expenditure (R&D revenue expenditure is already disclosed in the audited financials). Your Company is proposing a minor revision to audited financial statements for FY 2013-14 which were approved by the Board of directors on April 30, 2014 and adopted by shareholders in the AGM on August 19, 2014, by incorporating details of the R&D capital expenditure in the notes.

The provisions relating to revision of accounts are now covered under Section 131 of the Companies Act, 2013. However, Section 131 has not been notified to be in effect till date. The Company is therefore relying on General Circular No. 1/2003 issued by the Ministry of Corporate Affairs dated January 13, 2003 (MCA Circular) whereby a company is permitted to reopen and revise its accounts in order to comply with technical requirements of taxation laws and further adopt the revised annual accounts in the subsequent annual general meeting and file with the Registrar of Companies.

In view of the above, the Board of Directors of the Company in its meeting held on May 18, 2015 approved the revised financial statements for the financial year ended March 31, 2014, incorporating the revised notes and the Statutory Auditors of the Company have issued their revised report thereon.

The revised audited Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Auditors' Report on the reopened and revised financial statements for the Financial Year 2013-14 has