



STERLITE TECHNOLOGIES LIMITED

CIN - L31300MH2000PLC269261

Regd. Office: E 1, MIDC Industrial Area, Waluj, Aurangabad, Maharashtra- 431 136, India

Email - secretarial@sterlite.com; Website – www.sterlitetech.com;

Phone: +91 20 30514000; Fax: +91 20 30514113

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting ("AGM") of the members of Sterlite Technologies Limited will be held on Tuesday, July 23, 2019 at 11.00 a.m. IST at the Registered Office of the Company at E1, MIDC Industrial Area, Waluj, Aurangabad – 431 136, Maharashtra, India to transact the following businesses:

ORDINARY BUSINESS:

1. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.
2. To declare Dividend of ₹ 3.50 per Equity Share for the financial year ended March 31, 2019.
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.

SPECIAL BUSINESS :

4. To re-appoint Mr. Arun Tadarwal as an Independent Director

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules made there under, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof, for the time being in force], Mr. Arun Tadarwal (DIN 00020916), who was appointed by the Board of Directors as Additional (Independent) Director of the Company with effect from April 1, 2019, and who holds office upto the date of this AGM in terms

of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years with effect from April 1, 2019 upto March 31, 2021.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.

5. To re-appoint Mr. A.R. Narayanaswamy as an Independent Director

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules made there under, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof, for the time being in force], Mr. A.R. Narayanaswamy (DIN – 00818169), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from April 1, 2019, and who holds office upto the date of this AGM in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years with effect from April 1, 2019 upto March 31, 2021.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are

hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

6. To approve remuneration of Cost Auditor

To consider and, if thought fit, to pass 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 payment of remuneration of ₹ 1,10,000/- plus applicable taxes, 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 2019-20.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Audit 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.

7. Raising of the funds through Qualified Institutional Placement (QIP) / External Commercial Borrowings (ECBs) with rights of conversion into Shares / Foreign Currency Convertible Bonds (FCCBs) / American Depositary Receipts (ADRs) / Global Depositary 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 the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(a), 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (**“Stock Exchanges”**) on which the equity shares having

face value of ₹ 2/- each of the Company (**“Equity Shares”**) are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the extant Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, (the **“Debt Listing Regulations”**), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (**“MCA”**), the relevant Registrar of Companies, Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Government of India (**“GoI”**), Stock Exchanges and / or any other competent authorities (herein referred to as **“Applicable Regulatory Authorities”**), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent, authority and approval of the Members of the Company, be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons, including employees, as may be permitted) such number of equity shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), global depository receipts (**“GDRs”**), American depository receipts (**“ADRs”**), foreign currency convertible bonds (**“FCCBs”**), (all of which are hereinafter collectively referred to as **“Securities”**) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and / or domestic offerings, in one or more foreign markets and/or domestic markets, through public and/or private offerings and/or rights offering and/ or by way

of qualified institutions placement, or any combination thereof, through issue of prospectus and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI Regulations, or otherwise, including foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilising agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “**Investors**”), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to ₹ 1000 crores (**Rupees One Thousand Crores only**) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in 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 creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement (“**QIP**”) in terms of Chapter VI of the SEBI Regulations:

- (a) the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI Regulations from time to time;
- (b) the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognised stock exchange, or such other time as may be permitted under the SEBI Regulations;
- (c) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations;
- (d) the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crores and five, where the issue size is greater than ₹ 250 crores;
- (e) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants along with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations; and
- (f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a rights issue to the existing shareholders of the Company as on a record date to be determined, including reservation of Equity Shares in favour of holders of outstanding convertible debt instruments, if any, as on a record date to be determined, in terms of Chapter III of the SEBI Regulations (“**Rights Issue**”), the same shall be on such other terms and conditions as may be mentioned in the draft letter of offer and letter of offer to be issued by the Company in respect of the Rights Issue, including:

- (a) rights to the existing shareholders to whom the offer is made to renounce, the Equity Shares being offered, in favour of any other person(s);
- (b) the persons to whom the Equity Shares are being issued shall be entitled to apply for additional Equity Shares in the Rights Issue;
- (c) the manner in which allotment of the additional Equity Shares, if any, shall be made in the proportion to be decided by the Board at its discretion;
- (d) the Equity Shares so offered, issued, and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company except for payment of dividend which will be pro-rata from the date of allotment and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (e) the Board may dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company;
- (f) all monies received out of Rights Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Rights Issue;

- (g) the Company shall utilise the monies received pursuant to the Rights Issue upon a confirmation from the lead manager(s) to the bankers by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed, in accordance with the provisions of the SEBI Regulations and other applicable laws;
- (h) details of all monies utilised out of the Rights Issue referred to in (g) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised, or in any other manner as may be required under the applicable laws; and
- (i) details of all unutilised monies out of the Rights Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested, or in any other manner as may be required under the applicable laws.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organisation or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant

to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, 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 Securities to be created, offered, issued and allotted in terms of this Resolution (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank *pari passu* in all respects with the existing Securities of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on Stock Exchanges.

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board, be and is/are hereby severally authorised to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of

the issue(s) and settle any questions or difficulties that may arise in regard to the issue(s).”

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

Date: April 23, 2019
Place: Pune

Amit Deshpande
Company Secretary &
Corporate General Counsel

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 IN THE MEETING, INSTEAD OF HIMSELF/HERSELF 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 Attendance Slip is enclosed.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10% 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. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, will be available for inspection by the members at the Meeting.
6. As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), and Secretarial Standard 2 on General Meetings, details in respect of directors seeking re-appointment at the AGM, are separately annexed hereto.
7. The Register of Members and Share Transfer Books will remain closed from Saturday, July 20, 2019 to Tuesday, July 23, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

8. If Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2019 is approved at the AGM, payment of such dividend will be made within a period of 30 days from the date of declaration as under –
 - a) To all Beneficial Owners in respect of shares held in dematerialised 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 Friday, July 19, 2019.
 - b) To all Members in respect of shares held in physical form after giving effect to request for change of ownership by legal heirs lodged with the Company on or before the close of business hours on Friday, July 19, 2019.
9. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, payment of dividend etc. will be attended to and processed at the office of Registrar & Share Transfer Agent viz. Karvy Fintech Private Limited, Hyderabad (‘Karvy’). For contact details of the Registrar and Share Transfer Agent please refer to Corporate Governance Report in the Annual Report.
10. Members holding shares in dematerialised 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 Registrar and Share Transfer Agent. 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 Agent to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to Karvy.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Karvy, or directly approach any Depository Participant for assistance in this regard.
12. 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.
13. The members who are interested availing nomination facility may obtain the necessary application from Karvy.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. SEBI has also emphasised the need to make payment of dividend through e-payment and made it mandatory

to print Bank Account details on Dividend Warrant. In view of the same, Members holding shares in electronic form are requested to submit their PAN and Bank Account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Karvy.

15. 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.
16. 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 Corporate Office at Ground Floor, Godrej Millenium, 9 Koregaon Road, Pune 411001, Maharashtra, India in such a way that the Company will receive the same at least 7 (seven) days before the AGM.
17. All documents referred to in the above Notice and 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 voting results.
18. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to Investor Education and Protection Fund ("IEPF") of the Central Government, established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all the shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority. Hence, members who have not so far encashed their dividend warrants for the years from 2011-12 to 2017-18 may approach Karvy, for payment thereof, to avoid transfer as per the dates mentioned below:

Dividend for the year	Due Date for Transfer to IEPF
2011 – 12	October 17, 2019
2012 – 13	September 11, 2020
2013 – 14	September 24, 2021
2014 – 15	September 9, 2022
2015 – 16	October 6, 2023
2016 – 17 (Interim)	December 9, 2023
2016-17	August 10, 2024
2017-18	August 2, 2025
2018-19	August 23, 2026

Members whose shares have been transferred to IEPF may claim the shares by making an application in Form IEPF-5. Detailed procedure and the required documentation for claiming the shares/dividend refund can be accessed at <https://iepf.gov.in/IEPFA/refund.html>.

19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants or with Karvy to enable us to send them communications via email.
20. The businesses 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.
21. Members attending the AGM are requested to bring their copies of Annual Report along with the duly filled attendance slip.
22. A route map to the venue of the AGM has been provided at the end of this Notice.

By order of the Board of Directors of
Sterlite Technologies Limited

Date: April 23, 2019
Place: Pune

Amit Deshpande
Company Secretary &
Corporate General Counsel

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard-2 on General Meetings

(Particulars as on April 1, 2019)

Name of the Director	Mr. Pravin Agarwal	Mr. Arun Tadarwal	Mr. A.R.Narayanaswamy
DIN	00022096	00020916	00818169
Date of Birth	16-Oct-1954	16-Jan-1957	22-Dec-1951
Date of Joining Board	29-Jan-2004	25-Jan-2003	30-Apr-2007
Experience (including expertise in specific functional area)/Brief Resume	Mr. Pravin Agarwal is the Vice Chairman and Whole Time Director of Sterlite Technologies Limited, and is also the Non-Executive Chairman of Sterlite Power Transmission Limited (demerged undertaking for the power business). He has been closely involved with Sterlite Group's operations in India since inception, and has been instrumental in the growth of the telecom and power businesses. His rich experience in general management and commercial matters spans about three decades.	Mr. Arun Tadarwal, partner of M/s Arun Tadarwal & Associates LLP, a Mumbai-based firm of chartered accountants, is a member of ICAI. He has a rich and varied experience spanning over four decades in management consultancy, finance and audit. He is an independent director in several listed companies.	Mr. A. R. Narayanaswamy is a commerce graduate from Sydenham College, Mumbai and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He joined the Board in July 2007. He is inter alia an Independent Director in Hindustan Zinc Limited and Sterlite Power Grid Ventures Limited, and has extensive financial, strategic, and boardroom experience. He is also a management consultant with over four decades of consulting experience across accounting, financial management and information technology.
Justification for choosing for appointment as Independent Director	NA	Based on the skills, experience, knowledge and report of his performance evaluation	Based on the skills, experience, knowledge and report of his performance evaluation
Terms and Conditions of Appointment/Re-appointment	To be re-appointed as director liable to retire by rotation	As mentioned in respective resolutions and explanatory statements	
Remuneration sought to be paid / last drawn (including sitting fees, if any)	As mentioned in the Corporate Governance Report		
Directorships in other Companies	1. Twin Star Technologies Limited 2. Twin Star Display Technologies Limited 3. Sterlite Power Transmission Limited 4. Sterlite Power Grid Ventures Technologies Limited 5. Sterlite Global Ventures (Mauritius) Limited, Mauritius	1. Welspun India Limited 2. Anuh Pharma Limited 3. Welspun Global Brands Limited 4. Sterlite Grid 2 Limited 5. Sterlite Grid 1 Limited 6. Hindustan Zinc Limited 7. Sterlite Power Transmission Limited 8. Lakecity Ventures Private Limited 9. SREI Mutual Fund Trust Private Limited 10. PTC Cables Private Limited	1. Hindustan Zinc Limited 2. Sterlite Grid 1 Limited 3. Bharat Aluminium Co Limited 4. Sterlite Power Grid Ventures Ltd 5. Sterlite Grid 2 Limited 6. IBIS Systems and Solutions Pvt. Ltd 7. Vizag General Cargo Berth Pvt. Ltd

Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across all other Public companies	Sterlite Power Transmission Limited: Member- Audit Committee and Stakeholders' Relationship Committee.	1. Sterlite Power Transmission Limited: Chairman - Audit Committee.	1. Hindustan Zinc Limited: Chairman - Audit Committee: Chairman - Stakeholders' Relationship Committee.
Member- Audit Committee and Stakeholders' Relationship Committee.		2. Welspun India Limited: Chairman - Audit Committee and Member - Stakeholders Relationship Share Transfer and Investor Grievance Committee.	2. Sterlite Grid 1 Limited: Member - Audit Committee.
		3. Welspun Global Brands Limited: Member - Audit Committee.	3. Bharat Aluminium Co Limited: Member - Audit Committee.
		4. Anuh Pharma Limited: Member - Audit Committee.	4. Vizag General Cargo Berth Limited: Member - Audit Committee.
		5. Sterlite Grid 1 Limited: Chairman - Audit Committee.	5. Sterlite Power Grid Ventures Limited: Chairman - Audit Committee.
		6. Sterlite Grid 2 Limited: Chairman - Audit Committee.	6. Sterlite Grid 2 Limited: Member - Audit Committee.
		7. Hindustan Zinc Limited: Member - Audit Committee.	
Shareholding in the Company	11,29,750	2300	1000
Relationship with other Directors/KMPs	Brother of Mr. Anil Agarwal Father of Mr. Pratik Agarwal	None	None
No. of Board Meetings attended during the year	5	6	6

EXPLANATORY STATEMENT

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

ITEM 4

Members of the Company, in the Annual General Meeting ('AGM') held on August 19, 2014 had approved appointment of Mr. Arun Tadarwal as Independent Director of the Company for a period of 5 years from April 1, 2014 to March 31, 2019. Upon the recommendation of the Nomination and Remuneration Committee, Board of Directors through its circular resolution dated March 28, 2019, approved the re-appointment of Mr. Arun Tadarwal as an Independent Director of the Company for a second term of two years with effect from April 1, 2019 to March 31, 2021 based on the skills, experience, knowledge and report of his performance evaluation. The re-appointment is subject to the approval of the shareholders at this AGM by way of a Special Resolution. He will not be liable to retire by rotation.

Mr. Tadarwal has given consent to act as a Director on the Board of the Company. The Company has received a notice in writing from a member proposing candidature of Mr. Tadarwal for the office of Independent Director, to be appointed as such under Section 149 of the Act. The Company has received a declaration from Mr. Tadarwal to the effect that he meets the criteria of independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

A brief profile of Mr. Tadarwal is given as a part of the Annual Report.

In the opinion of the Board, Mr. Tadarwal fulfills the conditions specified in the Act and the Rules thereunder and the Listing Regulations and is independent of the Management. Copy of draft letter setting out the terms and conditions of his appointment, shall be available for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and is also displayed on the website of the Company, www.sterlitetech.com.

The Board recommends the appointment of Mr. Tadarwal as an Independent Director as set out in Item No. 4 for the approval of the shareholders.

Except for Mr. Arun Tadarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM 5

Members of the Company, in the AGM held on August 19, 2014 had approved appointment of Mr. A. R. Narayanaswamy as Independent Director of the Company for a period of 5 years from April 1, 2014 to March 31, 2019. Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors through its circular resolution dated March 28, 2019, approved the re-appointment of Mr. A. R. Narayanaswamy as an Independent Director of the Company for a second term of two years with effect from April 1, 2019 to March 31, 2021 based on the skills, experience, knowledge and report of his performance evaluation. The re-appointment is subject to the approval of the shareholders at this AGM by way of a Special Resolution. He will not be liable to retire by rotation.

Mr. Narayanaswamy has given consent to act as a Director on the Board of the Company. The Company has received

a notice in writing from a member proposing candidature of Mr. Narayanaswamy for the office of Independent Director, to be appointed as such under Section 149 of the Act. The Company has received a declaration from Mr. Narayanaswamy to the effect that he meets the criteria of independence as provided in the Act and the Listing Regulations and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

A brief profile of Mr. Narayanaswamy is given as a part of the Annual Report.

In the opinion of the Board, Mr. A. R. Narayanaswamy fulfills the conditions specified in the Act and the Rules thereunder and the Listing Regulations and is independent of the Management. Copy of draft letter setting out the terms and conditions of his appointment, shall be available for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and is also displayed on the website of the Company, www.sterilitetech.com.

The Board recommends the appointment of Mr. Narayanaswamy as an Independent Director as set out in Item No. 5 for the approval of the shareholders.

Except for Mr. Narayanaswamy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM 6

Upon the recommendation of the Audit Committee, the Board of Directors has approved appointment of Mr. Kiran Naik, Cost Accountant as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year 2019-20, at a remuneration of ₹ 1,10,000 plus taxes as applicable and reimbursement of actual travel and out of pocket expenses.

In terms of Section 148 of the Act read with Rule 14 of Companies (Audit and Auditors) Rules 2014, as amended from time to time, remuneration payable to the Cost Auditor is required to be approved by the shareholders. Accordingly, approval of the members is sought for the resolution at Item No. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financially or otherwise, in the proposed resolution.

ITEM 7

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes through the issue of appropriate securities as mentioned below.

In order to enable the Company to raise funds through a public issue and/or private offering and/or rights offering and/or qualified institutions placement or any combination thereof, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot equity shares of the Company of face value of ₹ 2/- each ("Equity Shares") and equity linked instruments, including convertible

preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, to eligible investors, whether they be holders of Equity Shares or not, as may be decided by the Board in its discretion and permitted under applicable laws, for an aggregate consideration of up to ₹ **1000 Crores (Rupees One Thousand Crores only)** or equivalent thereof, in one or more foreign currency(ies).

As the issue may result in the issue of Equity Shares of the Company to investor(s) who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other law for the time being in force and being applicable.

In case of issuance of securities through a qualified institutions placement ("QIP"), in terms of Chapter VI of the SEBI ICDR Regulations, an issue of securities pursuant to a QIP shall be made at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the "relevant date." The relevant date for the purpose of pricing of the securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations. In case of a QIP, the special resolution has a validity period of 365 days within which allotments under the authority of said resolution should be completed.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

In case of issuance of FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

The issue / allotment / conversion would be subject to the receipt by the Company of regulatory approvals, if any. The conversion of Securities held by foreign investors, into Equity Shares would be subject to the applicable foreign investment cap.

The proceeds of the proposed issue of Equity Shares shall be utilised for any of the aforementioned purposes to the extent permitted by law.

The Resolution at Item No. 7 is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s) /offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/international offering will be determined in consultation with the lead managers, merchant bankers, global business coordinators, guarantors, consultants, advisors, underwriters and/or such other intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalised in accordance with applicable guidelines in force. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

The Promoter of the Company and any person related to the Promoter will not subscribe to the issue, if made under Chapter VI of SEBI ICDR Regulations.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his/her holding of Equity Shares and to the extent of his/her subscribing to Equity Shares if and when issued as also to the extent of subscription by a financial institution/ company/body corporate in which the KMPs, Director or his/her relative may be directly or indirectly interested.

The Directors accordingly recommend this special resolution at Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

By order of the Board of Directors of
Sterlite Technologies Limited

Date: April 23, 2019
Place: Pune

Amit Deshpande
Company Secretary &
Corporate General Counsel

GENERAL INSTRUCTIONS FOR E-VOTING

- i. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted vide Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to offer the option of exercising their votes electronically through electronic voting system ('e-voting') to all the members of the Company. The Business mentioned in this Notice may be transacted through e-voting. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). For this purpose, the Company has engaged the services of Karvy Fintech Private Limited ('Karvy') as the Authorised Agency (Service provider) to provide e-voting facilities. The manner of carrying out e-voting are provided herein below.
- ii. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Tuesday, July 16, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 16, 2019 only shall be entitled to avail the facility of remote e-voting /voting at the meeting through Ballot Papers.
- v. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

- vi. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- vii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- viii. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

Please read the instructions given below before exercising the vote. The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.sterlitetech.com and that of the Service provider "Karvy" at www.evoting.karvy.com.

The instructions for the Shareholders for remote e-voting are as under:

1. The remote e-Voting will be kept open from Saturday, July 20, 2019 from 10.00 a.m. (IST) till Monday, July 22, 2019 up to 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.
2. Launch internet browser by typing the URL: <https://evoting.karvy.com>