



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 19, 2014 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, 2014, including the audited Balance Sheet as at March 31, 2014, 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, 2014.
3. To appoint a Director in place of Dr. Anand Agarwal (DIN: 00057364), 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 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 of 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 next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Appointment of Mr. Arun Todarwal 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, 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, Mr. Arun Todarwal (DIN 00020916), a Non-Executive Independent Director of the Company, who has submitted a declaration that he 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 commencing on April 1, 2014 and ending on March 31, 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”.

6. Appointment of Mr. A. R. Narayanaswamy 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, 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, Mr. A.R. Narayanaswamy (DIN 00818169), a Non-Executive Independent Director of the Company, who has submitted a declaration that he 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 commencing on April 1, 2014 and ending on March 31, 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. Appointment of Mr. C. V. Krishnan 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, 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, Mr. C. V. Krishnan (DIN 01606522), a Non-Executive Independent Director of the Company, who has submitted a declaration that he 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 commencing on April 1, 2014 and ending on March 31, 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”.

8. Appointment of Mr. Haigreve Khaitan 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, 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, Mr. Haigreve Khaitan (DIN 00005290), a Non-Executive Independent Director of the Company, who has submitted a declaration that he 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 commencing on April 1, 2014 and ending on March 31, 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”.

9. Payment of remuneration to Whole-time Directors 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 in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act,

2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Whole-time directors of the Company be paid, remuneration by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. as per their respective terms of appointment, exceeding five percent of the net profits of the Company for each financial year to any one Whole-time director but limiting to ten percent of the net profits of the Company for each financial year for all the Whole-time directors taken together, as the Board of Directors may from time to time determine, 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 the 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 Auditors

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 Rs. 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 accounting records of the Company for the Financial Year 2013-14 and 2014-15.

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. Enhancement of Borrowing Limit in terms of Section 180(1)(c) of the Companies Act, 2013

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

Resolution:

“RESOLVED THAT for the purpose of borrowing from time to time such sums of money as the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorized and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) may deem requisite for the purpose of the business of the Company, consent of the Company be and is hereby accorded to the Board under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956 (including any statutory modifications, amendments or re-enactments thereto) for raising the existing borrowing limit of the Company of Rs.1,500 Crores (Rupees Fifteen Hundred Crores Only) over and above the aggregate of the paid-up share capital and free reserves of the Company, as approved by the Shareholders on September 6, 2000, to an amount of Rs. 3,000 Crores (Rupees Three Thousand Crores Only), notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from the temporary loans and working capital facilities obtained from the Company’s Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up capital of the Company and its free reserves.”

12. Creation of Charge / Mortgage etc. on Company’s movable or immovable properties, in terms of Section 180(1) (a) of the 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 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956 (including any statutory modifications, amendments or re-enactments thereto), 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 mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, all or any of the movable and / or immovable assets of the Company, wherever situated, both present and future, or the whole or substantially the

whole of the undertaking or the undertakings of the Company, for securing any loan obtained or as may be obtained [credit facilities] from any Bank, Financial Institution, Bodies Corporate, other Entities, Person or Persons including securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, expenses and any other moneys payable by the Company and that the Board is further authorised to create a charge in whatsoever manner on the Company's current assets, present and future, in favour of Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons who may provide such credit facilities to the Company.”

RESOLVED FURTHER THAT the Board of Directors or person/ (s) as may be authorized by the Board, be and is 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.”

13. 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 together with the Rules framed thereunder (including any statutory modifications, amendments or re-enactments thereto), 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 Non-Convertible Debentures on a private placement basis, in one or more tranches such that the aggregate amount does not exceed Rs. 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 hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for giving effect to the aforesaid resolution.”

14. 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) 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, non-convertible debentures with warrants 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 Rs. 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 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 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 Resolutions:

- 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 Resolutions 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 Resolutions.”

15. Approve related party transactions under Section 188 of the 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 188 of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Act (including any statutory modifications, amendments or re-enactments thereto) 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), for the transfer of: (a) 175,000 equity shares in Sterlite Grid Limited; (b) 8,730,000 equity shares in Sterlite Display Technologies Private Limited (c) 5,10,000, 0.01% Compulsory Convertible Debentures (CCDs) of East-North Interconnection Company Limited and (d) 25,500 equity shares in East-North Interconnection Company Limited (‘Securities’) to Sterlite Power Grid Ventures Limited, a subsidiary of the Company, for consideration at such price to be determined by the board of directors of the Company, but not less than the cost of the said Securities appearing in the books of the Company and on such terms and conditions and in such manner as may be decided by the Board and execute all required documents including agreements, memorandum, deeds of assignment/ conveyance 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 completion of the transaction as aforesaid 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 transfers and provide necessary authorization to any director or Chief Financial Officer or Company Secretary to sign debenture and share-transfer deeds on behalf of the Company and sign

any other 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.”

16. Approve related party transactions under Section 188 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Act (including any statutory modifications, amendments or re-enactments thereto) 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 execute a business transfer agreement with its wholly owned subsidiary, which is to be incorporated at Dadra & Nagar Haveli (“Subsidiary”), in order to transfer, sell, assign, convey or otherwise dispose the Company’s manufacturing facility located at No. 5, Vardhaman Industrial Estate, Haridwar 249 402, India, from where it manufactures medium voltage and high voltage (ranging from 6.6 KV to 66 KV) power cables, and has installed capacity to manufacture, distribute and sell power cables upto 220 KV (the “Division”), together with all its assets, rights, liabilities / obligations of all nature and kind, all types of intellectual property rights related to the Division, goodwill and all its employees related to the Division on a going concern basis, by way of a slump sale (as defined under the Income Tax Act, 1961) to the Subsidiary, and in addition to the executing the business transfer agreement, to execute incidental documents such as memoranda, deeds of adherence / assignment / conveyance or such other documents, as may be determined by the Board of Directors of the Company with such modifications as may be required from time to time, for a lump sum consideration arrived at by the Board based on the book value of the net assets of the Division and on such terms and conditions as may be mutually acceptable and / or as may be deemed

necessary, and / or appropriate by the Board and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

RESOLVED FURTHER THAT subject to applicable law, the consideration for the transfer of the Division may be discharged by the Subsidiary to the Company by cash or issue of shares or a combination thereof, or by any other mode or combination acceptable to the Board of the Company.

RESOLVED FURTHER THAT the Board be and are hereby jointly or severally, authorized to do all such acts, deeds, matters and things as may be deemed necessary or incidental thereto, including finalizing and executing the business transfer agreement and any other ancillary agreement, deeds, or other documents as may be necessary or expedient in the discretion of the Board and to do all other acts as may be necessary to effectuate the transactions contemplated by the resolutions specified above, and to delegate all or any of the powers or authorities herein conferred to any director(s) of the Company.

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

Date:- July 04, 2014

Amit Deshpande

Place :- Pune

Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item No 3 and Special Businesses under Item No. 5 to 16 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 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.
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. 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.
7. 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.
8. The Register of Members and Share Transfer Books will remain closed from Saturday, August 9, 2014 to Tuesday, August 19, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
9. If Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2014 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 August 8, 2014.
 - 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 August 8, 2014.
10. 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. For contact details, of the Registrars and Share Transfer Agents please refer to Corporate Governance Report in

- the Annual Report.
11. 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 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 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 Transfer Agents, M/s Karvy Computershare Private Limited.
 12. 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 Transfer Agents, M/s Karvy Computershare Private Limited, for assistance in this regard.
 13. 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 Transfer Agents, M/s Karvy Computershare Private Limited.
 14. 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.
 15. 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.
 16. Members attending the Annual General Meeting are requested to bring their copies of Annual Report along with the duly filled attendance slip.
 17. The members who are interested to avail of nomination facility may obtain the necessary application from the Share Transfer Agents.
 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 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 / reappointment 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 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-2012, 2012-2013 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 2006-07: on August 17, 2014

- 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
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 to enable us to send you the communications via email.
25. **General instructions for e-voting** - As mandated by SEBI, the Company has extended the facility for e-voting to its shareholders in respect of all the items placed for consideration at the AGM. The complete details of the instructions for e-voting are annexed to this notice.

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

Date:- July 04, 2014

Amit Deshpande

Place :- Pune

Company Secretary

EXPLANATORY STATEMENT

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

ITEM 3

In terms of provisions of Section 152 of the Companies Act, 2013, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Further, one-third of such of the directors for the time being as are liable to retirement by rotation shall retire from office. For the aforesaid purposes, "total number of directors" shall not include independent directors.

The Company has total eight directors, four of which are independent directors. Mr. Pravin Agarwal has been re-appointed as Whole Time Director of the Company with effect from October 30, 2012 and Dr. Anand Agarwal has been re-appointed as the Chief Executive Officer and Whole Time Director of the Company with effect from July 30, 2012, both for a period of three years, in terms of approval granted by the Members of the Company at the Annual General Meeting held on September 12, 2012. As per the approval of the Members, Mr. Pravin Agarwal and Dr. Anand Agarwal are not liable to

retirement by rotation.

However, with a view to complying with the provisions of the Companies Act, 2013, it is proposed to make Mr. Pravin Agarwal and Dr. Anand Agarwal, liable to retirement by rotation. However, considering the fact that Dr. Anand Agarwal has been one of the directors who has been longest in office since his last appointment vis-à-vis Mr. Pravin Agarwal, Dr. Anand Agarwal is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment. For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Dr. Agarwal will be considered as continuous and this re-appointment will not be considered as any break in service.

The details of Dr. Anand Agarwal as required to be given under Clause 49(VIII) (E) of the Listing Agreement are provided in the Corporate Governance Report forming part of the Annual Report.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 3 of the accompanying Notice.

Except for Dr. Anand Agarwal, none of the other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise in passing of the said resolution.

ITEM 5 to 8

Pursuant to the provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, the Independent Directors shall hold office for a term of five consecutive years on the Board of a Company. In order to comply with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Arun Tadarwal, Mr. A R Narayanaswamy, Mr. C V Krishnan and Mr. Haigreve Khaitan as Independent Directors of the Company for a term of 5 (five) years commencing from April 1, 2014 up to March 31, 2019.

Other details of the Independent Directors as required to be given under Clause 49(VIII) (E) of the Listing Agreement are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Section 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and are independent of the management. Copy of the draft letter for appointment of Independent Director setting out

the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors believe that the continued association of the aforesaid Directors with the Company would be of immense benefit to the progress of the Company and accordingly, the Board recommends the appointment of Mr. Arun Todarwal, Mr. A R Narayanaswamy, Mr. C V Krishnan and Mr. Haigreve Khaitan as Independent Directors as set out in Item Nos. 5 to 8 for the approval of the shareholders of the Company.

Except for the Independent Directors of the Company, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the proposed Ordinary Resolutions as set out in Item No. 5 to 8 of this Notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM 9

Section 197 of the Act provides that except with the approval of the company in general meeting, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and managers taken together.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. as per their respective terms of appointment, exceeding five percent of the net profits of the Company for each financial year to any one Whole-time director but limiting to ten percent of the net profits of the Company for all the Whole-time directors taken together, as the Board of Directors may from time to time determine, as computed in the manner laid down in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Save and except all the Whole-time directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

ITEM 10

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on April 29, 2014, the Board of Directors of the Company has considered and approved appointment of Mr. Kiran Naik, Cost Accountants, for the conduct of the Cost Audit of the Company at a remuneration of Rs. 2.25 Lacs per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2013-14 and 2014-15.

The resolution at Item No. 10 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

Except for Whole-time Directors or their relatives, none of the other directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise in passing of the said resolution.

ITEM 11 & 12

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, a Company cannot borrow in excess of the aggregate of the paid-up capital and free reserves, apart from the temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders by way of special resolution at the general meeting of the Company.

The Shareholders have passed an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 on September 6, 2000, approving the borrowing limit of Rs.1,500 Crores beyond the paid-up capital and free reserves of the Company. The increasing business operations and future growth plans of the Company would necessitate the Company to avail additional financial assistance from Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons for meeting the financial requirements of the Company. Further, in terms of Companies Act, 2013, the definition of Free Reserves does not include the balance in the Securities Premium Account of the Company, thereby further

reducing the borrowing limit of the Company. In the light of the above, it is felt that the present limit of Rs.1,500 Crores may not be sufficient to cover the additional borrowings. Hence it has been felt desirable to enhance this limit of Rs.1,500 Crores to Rs. 3,000 Crores.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking of the company without the consent of the Shareholders by way of a special resolution at the general meeting of the company.

Considering the need to avail additional financial assistance, over and above the present financial assistances, from Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons, it may be required to further mortgage / charge its properties and / or extend the properties already charged to secure other assistance including securing the present facilities sanctioned and being availed. Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013. Also, earlier approval of Shareholders under Section 293(1)(a) of the Companies Act, 1956 was taken on September 6, 2000 and thus considering passage of time as also notification of Section 180 of the Companies Act, 2013, it is felt desirable to seek fresh approval from the shareholders.

In view of the aforesaid provisions, you are requested to grant your consent to the enabling special resolution as set out at Agenda Item No.11 & 12 of the accompanying Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution.

ITEM 13

The Non-Convertible Debentures ("NCDs") issued on private placement basis is also a source of borrowings raised by the Company. The Shareholders have passed an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 on September 6, 2000, approving the borrowing limit of Rs.1,500 Crores beyond the paid-up capital and free reserves of the Company. A fresh Resolution for the said purpose is also included in Item No. 11 of the Notice.

Under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules"), a company making a private placement of its securities is required to obtain the approval of the Members by way of a Special Resolution for each offer or invitation. However, in case the offer or invitation is for NCDs, such Special Resolution would be valid for a year.

It is therefore proposed to obtain approval of the Members under Sections 42, 71 and other applicable provisions, if any, of the Act, read together with the Rules framed thereunder, to enable the Company to make private placement of its NCDs, in one or more tranches within such limits as set out in the Resolution.

In view of the aforesaid provisions, you are requested to grant your consent to the enabling special resolution as set out at Agenda Item No. 13 of the accompanying Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution.

ITEM 14

The Company requires adequate capital to meet the needs of growing business. 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 as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

The fund raising may be through a mix of equity/equity-linked instruments, as may be appropriate. Members' approval is sought for the issue of securities linked to or convertible into Equity Shares or depository receipts of the Company. It is, therefore, proposed to raise funds through best suited securities/instruments including FCCBs, ECBs, QIPs, ADR, GDR, etc. to meet capital expenditure and long term working capital requirements of the Company.

Section 62(1)(c) of the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges, provide inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing members of the Company.

The Company may also opt for issue of securities through Qualified Institutional Placement. A Qualified Institutional Placement (QIP) of the shares of the Company would be less time consuming and more economical than other modes of raising capital. As per Chapter VIII of the SEBI Regulations, an

issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the “relevant date.” In case of QIP Issuance the special resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts, the price will be determined on the basis of the current market price and other relevant guidelines.

The Resolution at Item No. 14 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 finalized in accordance with applicable guidelines in force. As and when the Board does take 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 Listing Agreements.

The Stock Exchange for the same purpose is the BSE Limited and the National Stock Exchange of India Limited. 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 Directors recommend this Resolution at Item No.14 of the accompanying Notice for the approval of the Members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution.

ITEM 15

It is proposed to consolidate the holdings in related businesses under one company, Sterlite Power Grid Ventures Limited, for the purpose of administrative convenience and to facilitate strategic investment in the same.

The provisions of Section 188(1) of the Act that govern the Related Party Transactions require the Company to obtain prior approval of the shareholders by way of a Special Resolution to enter into any contract or arrangement for any of the prescribed transactions with Sterlite Power Grid Ventures Limited, subsidiary of the Company.

In light of the provisions of the Act, the Board of Directors of the Company has approved the transaction mentioned in clause (d) below. All prescribed disclosures as required to be given under the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below for kind perusal of the members

- a) **Name of the related party:** Sterlite Power Grid Ventures Limited
- b) **Name of the Director or key managerial personnel who is related, if any:** Not applicable.
- c) **Nature of relationship:** Sterlite Power Grid Ventures Limited, a subsidiary of the Company.
- d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** Sale of equity shares of Sterlite Grid Limited and Sterlite Display Technologies Private Limited and Sale of compulsorily convertible debentures and equity shares of East North Interconnection Company Limited to Sterlite Power Grid Ventures Limited for consideration at such price to be determined by the board of directors of the Company, but not less than the cost of the said securities appearing in the books of the Company. The consideration would be discharged by Sterlite Power Grid Ventures Limited to the Company in cash.
- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** The aforesaid transaction contemplates to realign the shareholding of the subsidiaries of the Company to facilitate value consolidation under a single company, Sterlite Power Grid Ventures Limited. This would enable fund raising for the business of the subsidiary companies.

Members are hereby informed that pursuant to second proviso

of Section 188(1) of the Act, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company has approved this transaction and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution.

ITEM 16

It is proposed to transfer the Company's manufacturing facility located at No. 5, Vardhaman Industrial Estate, Haridwar 249 402, India, from where it manufactures medium voltage and high voltage (ranging from 6.6 KV to 66 KV) power cables, and has installed capacity to manufacture, distribute and sell power cables upto 220 KV (the "Division") to a wholly owned subsidiary which is to be incorporated by the Company at Dadra and Nagar Haveli ("Subsidiary").

Such transfer of the Division by the Company to its wholly owned subsidiary would enable the Company to invite potential Strategic Investor in the Subsidiary. In this regard, after transferring the Division to the Subsidiary, the Company shall also be executing necessary agreements with strategic investor who may acquire stake in the Subsidiary, in order to define the rights and obligations of the parties vis-à-vis carrying on the Division.

The provisions of Section 188(1) of the Act that govern the Related Party Transactions require a company to obtain prior approval of the shareholders by way of a Special Resolution to enter into any contract or arrangement for the sale or otherwise disposal of properties of any kind, with a subsidiary of the Company.

All prescribed disclosures as required to be given under the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below for kind perusal of the Members.

- a) **Name of the related party:** The Company is in the process of incorporating the wholly owned subsidiary to which the Division shall be transferred to, and hence the name of the wholly owned subsidiary is not available at present.
- b) **Name of the Director or Key Managerial Person who is related, if any:** Not Applicable.

- c) **Nature of relationship:** The Company to which the Power Cable Business / Division would be transferred by the Company, would be a wholly owned subsidiary of the Company.
- d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** The Company proposes to transfer the Division to its wholly owned subsidiary, as a going concern, together with all its assets, rights, liabilities / obligations of all nature and kind, all types of intellectual property rights related to the Division, goodwill and all its employees, for a lump sum consideration which shall be arrived at based on the book value of the net assets of the Division. The consideration for the transfer would be discharged by the wholly owned subsidiary by way of cash or equity shares or combination thereof any other mode or combination, as is acceptable to the Board of Directors of the Company.
- e) **Any other information relevant or important for the Members to take a decision on the proposed transaction:** The transfer of the Division is being done with an objective of facilitating potential investment by a Strategic Investor in the Subsidiary, which in the Board's view would help the Company in scaling up the operations of the power cables business and help introduce and apply advance technology and know-how in the said business.

Members are hereby informed that pursuant to second proviso of section 188(1) of the Act, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company has approved this transaction and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution.

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

Date:- July 04, 2014

Place :- Pune

Amit Deshpande
Company Secretary

GENERAL INSTRUCTIONS FOR E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the SEBI Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012 as modified by SEBI vide its Circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, the Company is required to offer the option of e-voting facility to all the members of the Company. The Business mentioned in this Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting). For this purpose, the Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorised Agency (Service provider) to provide e-voting facilities. The e-voting particulars are provided herein below.

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.sterlitetechnologies.com and that of the Service provider "Karvy".

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

1. E-Voting will be kept open from Wednesday, August 13, 2014 from 10.00 a.m. (IST) till Friday, August 15, 2014 up to 6.00 p.m. (IST).
2. Launch internet browser by typing the URL: <https://evoting.karvy.com>
3. Enter the login credentials (i.e. User ID and password mentioned above). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed in this communication/ or sent via email along with the Notice sent in electronic form.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

4. Please contact the toll free No. 1-800-34-54-001 for any further clarifications.
5. After entering these details appropriately, click on "LOGIN".
6. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the E-Voting Event Number for Sterlite Technologies Limited.
9. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
10. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
11. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
12. You may then cast your vote by selecting an appropriate option and click on "Submit".
13. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
14. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send

scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **bn.sterlitetech@karvy.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

15. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
16. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>
17. 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 (i.e the record date), being Friday, July 11, 2014.
18. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates a Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, and send it forthwith to the Chairman of the Company.
20. The Results on resolutions shall be declared on or after the AGM of the Company and 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.
21. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.sterlitetechnologies.com) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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;

Annual General Meeting – August 19, 2014

Name of the member(s)

Registered address:

E-mail Id:

Folio No. /Client ID:

DP ID:

I/We, being the member(s) ofshares of the above named Company hereby appoint:

1. Name : _____

Address: _____

Email ID: _____

Signature: _____, or failing him

2. Name : _____

Address: _____

Email ID: _____

Signature: _____, or failing him

3. Name : _____

Address: _____

Email ID: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Tuesday, August 19, 2014 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 of Territory of Dadra & Nagar Haveli, India and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution Number	Resolutions*	For	Against
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014		
2	Declaration of Dividend for the financial year ended March 31, 2014		
3	Appoint a director in place of Dr. Anand Agarwal, who retires by rotation and being eligible, offers himself for re-appointment		
4	Appoint M/s. S R B C & Co. LLP., Chartered Accountants as the Statutory Auditors of the Company		
5	Appointment of Mr. Arun Todarwal as an Independent Director of the Company		
6	Appointment of Mr. A. R. Narayanaswamy as an Independent Director of the Company		
7	Appointment of Mr. C. V. Krishnan as an Independent Director of the Company		
8	Appointment of Mr. Haigrieve Khaitan as an Independent Director of the Company		
9	Payment of remuneration to Whole-time Directors of the Company		
10	Approve the remuneration of the Cost Auditors		
11	Enhancement of Borrowing Limit in terms of Section 180(1)(c) of the Companies Act, 2013		
12	Creation of Charge / Mortgage etc. on Company's movable or immovable properties, in terms of Section 180(1)(a) of the Companies Act, 2013		
13	To offer or invite for subscription of Non-Convertible Debentures on private placement basis		

14	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		
15	Approve related party transactions under Section 188 of the Companies Act, 2013		
16	Approve related party transactions under Section 188 of the Companies Act, 2013		

Signed this ___ day of ____, 2014

Affix revenue stamp of not less than Rs. 0.15

Signature of Shareholder

Signature of the Proxy Holder(s)

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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. *This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.