



STERLITE TECHNOLOGIES LIMITED

CIN - L31300DN2000PLC000340

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

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

NOTICE

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

ORDINARY BUSINESS

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

Ordinary Resolution:

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

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

10. Approve the remuneration of the Cost Auditor

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

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

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

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

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

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

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

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

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

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

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

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

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

14. Approve related party transactions

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

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

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

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

15. Approve related party transactions

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

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

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

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

Amit Deshpande

Company Secretary & AGM – Legal

Date: May 18, 2015, Place: Pune

NOTES:

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

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members attending the Annual General Meeting are requested to bring their copies of Annual Report along with the duly filled attendance slip.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the Meeting.
9. The Register of Members and Share Transfer Books will remain closed from Saturday, July 25, 2015 to Tuesday, August 4, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
10. If Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2015 is approved at the Annual General Meeting, payment of such dividend will be made as under –
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July 24, 2015.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 24, 2015.
11. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of Registrar & Share Transfer Agent viz. M/s. Karvy Computershare Private Limited, Hyderabad (Karvy). For contact details, of the Registrars and Share Transfer Agents please refer to Corporate Governance Report in the Annual Report.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS, mandates, power of attorney, change of address/name/email address(es), etc. to their Depository Participant only and not to the Company's Registrars and Share Transfer Agents. Changes intimated to the Depository Participant will automatically get reflected in the Company's records which will help the Company and its Registrar and

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

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

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

Amit Deshpande

Company Secretary & AGM – Legal

Date: May 18, 2015

Place: Pune

EXPLANATORY STATEMENT

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

ITEM 5

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

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

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

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

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

been annexed to the Explanatory Statement of this Notice. The revised financial statements are also available for inspection of the members at the Registered Office of the Company upto the date of the Annual General Meeting.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 5 of the accompanying Notice.

None of the Directors or Key Management Persons or their relatives have any concern or interest, financial or otherwise in passing of the said resolution.

ITEM 6

The Board of Directors of the Company had appointed Ms. Avaantika Kakkar as Additional Director of the Company effective from December 29, 2014 pursuant to provisions of Section 161(1) of the Companies Act, 2013 (the Act) to hold office upto the ensuing Annual General Meeting and then upto December 28, 2019, subject to approval of the members of the Company.

The Company has received a notice from Ms. Avaantika Kakkar proposing her candidature as Director of the Company along with requisite deposit as per the provisions of Section 160 of the Companies Act, 2013.

Considering aforesaid, it is proposed to appoint Ms. Avaantika Kakkar as Non-Executive Independent Director for a term of 5 (five) consecutive years ending on December 28, 2019 as per the provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014. Ms. Kakkar has experience in structured finance, foreign direct investment, private equity, acquisition transactions and joint ventures.

Ms. Avaantika Kakkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Copy of the draft letter for appointment of Ms. Avaantika Kakkar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and also displayed on the website of the Company www.sterlitetechnologies.com

In the opinion of the Board, Ms. Avaantika Kakkar fulfills the conditions specified in Section 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014. The Company has also

received a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and Clause 49 of the Listing Agreement.

The Board of Directors believe that the association of Ms. Avaantika Kakkar with the Company would be of immense benefit to the progress of the Company and accordingly, the Board recommends the appointment of Ms. Avaantika Kakkar as Independent Director as set out in Item No. 6 for the approval of the shareholders of the Company.

The disclosure as required to be provided pursuant to Clause 49 of the Listing Agreement is provided in the Corporate Governance Report which is being circulated to Members.

Except for Ms. Avaantika Kakkar, 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 Ordinary Resolution as set out in Item No. 6 of this Notice.

ITEM 7

Mr. Pravin Agarwal's appointment as a Whole-time Director of the Company is valid upto October 29, 2015. It is proposed to re-appoint him as Whole-time Director for the further period of 5 (five) years. The Board of Directors at its Meeting held on May 18, 2015 has, subject to the approval of members, re-appointed Mr. Pravin Agarwal as Whole-time Director of the Company for a period of 5 (five) years commencing from October 30, 2015 in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013. The Act also requires approval of the Members of the Company for the said appointment.

The profile of Mr. Pravin Agarwal and other disclosures as required to be provided pursuant to Clause 49 of the Listing Agreement is given in the Corporate Governance Report, which is part of the Annual Report. The terms of appointment of Mr. Pravin Agarwal are as under:

- I. Period of Appointment: October 30, 2015 to October 29, 2020
- II. Remuneration:
 - 1) Salary and Personal Allowance:

Basic Salary and Personal Allowance payable to Mr. Pravin Agarwal shall be subject to a maximum limit of **₹ 15,00,00,000/-** (Rupees Fifteen Crores Only) per annum, as may be determined by the Board from time to time.

2) Perquisites:

- i) In addition to salary and personal allowance as above, Mr. Pravin Agarwal will be entitled to perquisites including House Rent Allowance (or Company owned/leased accommodation in lieu thereof as per Company's rules), medical reimbursement, bonus, credit card and annual club membership fees, medical/accident insurance, servants and other benefits as per the rules of the Company, subject to maximum limit of ₹10,00,00,000/- (Rupees Ten Crores Only) per annum.
- ii) Reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trip(s), provision of car for use on the Company's Business, telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.

- 3) Mr. Pravin Agarwal will be entitled to a performance based incentive as may be recommended by the "Nomination and Remuneration Committee" and approved by the Board of Directors not exceeding 150% of Basic Salary and Personal Allowance in a financial year.

The Nomination and Remuneration Committee of the Board of Directors may, at its discretion pay to Mr. Pravin Agarwal any remuneration within the limits here in above stipulated and revise or restructure the same from time to time, within these limits. The valuation of perquisites will be done at cost to the Company.

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Pravin Agarwal will be considered as continuous and this re-appointment including the re-appointment on account of retirement of rotation will not be considered as any break in service.

The total remuneration shall be restricted to the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013. Company's contribution to Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per the rules of the Company payable to Mr. Pravin Agarwal will not be considered for calculating the limits of perquisites as per Schedule V of the Act. In case of inadequacy of profits, the aforesaid remuneration will be paid as minimum remuneration in accordance with provisions of Schedule V of the Companies Act,

2013 and subject to the approval of Central Government, if required.

OTHER TERMS

- a) The Whole-time Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- b) No sitting fees shall be paid to the Whole-time Director for attending meetings of the Board of Directors or any Committee of the Board.
- c) The contract of appointment of Mr. Pravin Agarwal is terminable by either the Board of Directors or by Mr. Pravin Agarwal giving to the other 90 days notice in writing.
- d) In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Mr. Pravin Agarwal will be considered to be liable to retire by rotation.
- e) The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- f) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- g) The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Mr. Pravin Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board believes that the Company has grown extensively under the guidance of Mr. Pravin Agarwal and that he possesses the necessary expertise and experience to accelerate the Company's operations and achieve its vision and hence recommends the

resolution appearing at Item No. 7 of the Notice for your approval.

The draft service agreement proposed to be entered into between the Company and Mr. Pravin Agarwal is available for inspection by the members at the Registered Office of the Company on all working days up to the date of the ensuing Annual General Meeting.

Mr. Pravin Agarwal is interested in his appointment. In addition, Mr. Anil Agarwal being brother of Mr. Pravin Agarwal and Mr. Pratik Agarwal, being son of Mr. Pravin Agarwal may be deemed to be interested in this resolution. None of the Directors except as stated above and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No. 7 of this Notice.

ITEM 8

Dr. Anand Agarwal's appointment is valid as a Whole-time Director of the Company upto July 29, 2015. It is proposed to re-appoint him as Whole-time Director for the further period of 5 (five) years. The Board of Directors at its Meeting held on May 18, 2015 has, subject to the approval of members, re-appointed Dr. Anand Agarwal as Whole-time Director of the Company for a period of 5 (five) years commencing from July 30, 2015 in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013. The Act also requires approval of the members of the Company for the said appointment.

The profile of Dr. Anand Agarwal and other disclosures as required to be provided pursuant to Clause 49 of the Listing Agreement is given in the Corporate Governance Report, which is part of the Annual Report. The terms of appointment of Dr. Anand Agarwal are as under:

I. Period of Appointment: July 30, 2015 to July 29, 2020.

II. Remuneration:

1) Salary and Personal Allowance:

Basic Salary and Personal Allowance payable to Dr. Anand Agarwal shall be subject to a maximum limit of ₹ 8,00,00,000 (Rupees Eight Crores Only) per annum.

2) Perquisites:

i) In addition to salary and personal allowance as above, Dr. Anand Agarwal will be entitled to

perquisites including House Rent Allowance (or Company owned/leased accommodation in lieu thereof as per Company's rules), medical reimbursement, bonus, credit card and annual club membership fees, medical/accident insurance, servants and other benefits as per the rules of the Company, as may be determined by the Board from time to time subject to maximum limit of ₹ 2,00,00,000/- (Rupees Two Crores Only) per annum.

ii) Reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trip(s), provision of car for use on the Company's Business, telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.

3) Dr. Anand Agarwal will be entitled to a performance based incentive as may be recommended by the "Nomination and Remuneration Committee" and approved by the Board of Directors not exceeding 150% of basic salary and personal allowances in a financial year.

The Nomination and Remuneration Committee of the Board of Directors may, at its discretion pay to Dr. Anand Agarwal any remuneration within the limits hereinabove stipulated and revise or restructure the same from time to time, within these limits. The valuation of perquisites will be done at cost to the Company.

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Dr. Anand Agarwal will be considered as continuous and this re-appointment will not be considered as any break in service.

The total remuneration shall be restricted to the limits as prescribed in Schedule V of the Companies Act, 2013. Company's contribution to Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per the rules of the Company payable to Dr. Anand Agarwal will not be considered for calculating the limits of perquisites as per Schedule V of the Act. In case of inadequacy of profits the aforesaid remuneration will be paid as minimum remuneration in accordance with provisions of Schedule V of the Companies Act, 2013 and subject to the approval of Central Government, if required.

OTHER TERMS

- a) The Whole-time Director shall be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.
- b) No sitting fees shall be paid to the Whole-time Director for attending meetings of the Board of Directors or any Committee of the Board.
- c) The contract of appointment of Dr. Anand Agarwal is terminable by either the Board of Directors or by Dr. Anand Agarwal giving to the other 90 days notice in writing.
- d) In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Dr. Anand Agarwal will be considered to be liable to retire by rotation.
- e) The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- f) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- g) The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Dr. Anand Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Dr. Anand Agarwal has been instrumental for the growth of the company and is responsible for new market development and new businesses.

The draft service agreement proposed to be entered into between the Company and Dr. Anand Agarwal is available for inspection by the members at the Registered Office of the Company on all working days up to the date of the ensuing Annual General Meeting.

In view of the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

Except for Dr. Anand Agarwal, 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 Special Resolution as set out in Item No. 8 of this Notice.

ITEM 9

The members of the Company at the Annual General Meeting held on September 20, 2011 approved by way of a Special Resolution under section 309 of the Companies Act, 1956, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956, for a period of five years commencing from Financial Year 2011-12.

As per Clause 49 (II) (C) of the Listing Agreement, all fees/compensation paid to Non-Executive Directors shall be fixed by the Board of Directors and shall require prior approval of the Shareholders.

Taking into account the roles and responsibilities of the directors, it is proposed that remuneration by way of commission be paid to the Non-Executive Directors of the Company, of a sum not exceeding one percent of the net profits, calculated in accordance with the provisions of the Companies Act, 2013, for each relevant financial year.

The quantum of remuneration payable to each of the Non-Executive Directors shall be fixed and decided by the Board of Directors considering their participation and contribution at the Board and Committee meetings as well as time spent on operational matters other than at meetings.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement, for payment of remuneration by way of commission to the Non-Executive Directors as set out in the resolution at Item No. 9 of the Notice.

This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Non-Executive Directors may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them.

Save and except the above, 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 in this item of the Notice.

The Board commends the Special 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 May 18, 2015, 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 ₹ 2.25 Lacs per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2015-16.

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.

The Directors or Key Management Persons or their relatives do not have any concern or interest, financially or otherwise, in passing of the said resolution.

ITEM 11

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 180(1)(c) of the Companies Act, 2013 on August 19, 2014, approving the borrowing limit of ₹ 3,000 Crores beyond the paid-up capital and free reserves of the Company.

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. 11 of the accompanying Notice.

The Directors or Key Management Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution.

ITEM 12

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. 12 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 Co-ordinators, 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 Special Resolution at Item No.12 of the accompanying Notice for the approval of the Members of the Company.

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

ITEM 13

The existing Articles of Association (AoA) of the Company are based on the Companies Act, 1956, and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to substitute the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The draft new Articles of Association will be available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays upto the date of Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

The Board of Directors commends the Special Resolution set out at Item No. 13 of the Notice for approval by the members.

ITEM 14

Clause 49 (VII) provides that all material related party transactions (RPT) would require prior approval of the shareholders of the Company by way of special resolution.

RPT would be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company anticipates that it would purchase aluminum and/or related material as required by the Company, in one or more tranches/ series of transaction(s) directly or indirectly from Vedanta Limited (erstwhile Sesa Sterlite Limited) up to a value of Rs. 1,700 Crores for the period up to next Annual General Meeting of the Company. Since the said transaction(s) would fall within the aforesaid criteria of material RPT and may also fall under the provisions of Section 188 of the Companies Act, 2013, consent from the shareholder is sought for the same.

All the major details/terms and conditions of the transaction are given here in below for kind perusal of the Members -

- a) **Name of the related party:** Vedanta Limited (erstwhile Sesa Sterlite Limited) and/or its Associate /Subsidiary Company/Body Corporate.
- b) **Name of the Director or Key managerial personnel who is related, if any:** Not Applicable.
- c) **Nature of relationship:** Vedanta Limited, Promoter Group Company.
- d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** The Company needs to procure aluminum and related material for its Power Business Division. Vedanta Limited is a Promoter Group Company. Vedanta Limited is a leading producer of metallurgical grade alumina and other aluminum products, which cater to a wide spectrum of industries. Vedanta Limited has carved out a niche for itself in the aluminum industry with its superior product quality based on state-of-the-art technology. The Company proposes to enter into an arrangement with Vedanta Limited for purchase of aluminum and related products under which Company can procure the material at a price which will be determined as per the defined formula and which are in line with the standard market practices. The value of the series of transactions would be upto Rs. 1,700 Crores for the period up to next Annual General Meeting of the Company.

- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** Nil

The Audit Committee of the Board of Directors and the Board of Directors of the Company have approved the aforesaid related party transaction subject to approval of the Members.

Members are hereby informed that pursuant to explanation to Clause 49(VII) (E) of the Listing Agreement, 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, irrespective of whether such member is a party to contract or not.

The Board of Directors of your Company recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Subject to aforesaid, Directors or Key Management Persons or their relatives do not have any concern or interest, financially or otherwise in passing of the said special resolution.

ITEM 15

Clause 49 (VII) provides that all material related party transactions (RPT) would require prior approval of the shareholders of the Company by way of special resolution.

RPT would be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company anticipates, it would sale power conductors / cables or its parts, as desired by the Company, in one or more tranches/ series of transaction(s) directly or indirectly to Sterlite Power Grid Ventures Limited upto a value of Rs. 500 Crores for the period up to next Annual General Meeting of the Company. Since the said transaction(s) would fall within the aforesaid criteria of material RPT and may also fall under the provisions of Section 188 of the Companies Act, 2013, consent from the shareholder is sought for the same.

All the major details/terms and conditions of the transaction are given here in below for kind perusal of the members –

- a) **Name of the related party:** Sterlite Power Grid Ventures Limited and/or its Associate /Subsidiary Company/Body Corporate.

- 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:** Sterlite Power Grid Ventures Limited (SPGVL) is one of the largest private power transmission companies in India with six projects consisting of 4,653 Circuit Km of Extra High Voltage (EHV) lines and three substations for which SPGVL and its subsidiaries procure power conductors / cables and related products from Power Business Division of the Company. The Company proposes to enter into an arrangement with SPGVL for sale or supply of power conductors/ cables and related products in line with standard market practices. The value of the series of transactions would be upto Rs. 500 Crores for the period up to next Annual General Meeting of the Company.
- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** Nil

The Audit Committee of the Board of Directors and the Board of Directors of the Company have approved the aforesaid related party transaction subject to approval of the Members.

Members are hereby informed that pursuant to explanation to Clause 49(VII) (E) of the Listing Agreement, 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, irrespective of whether such member is a party to contract or not.

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

Subject to aforesaid, Directors or Key Management Persons 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**

Amit Deshpande

Company Secretary & AGM – Legal

Date: May 18, 2015

Place: Pune

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 Clause 35B of the Listing Agreement, the Company is pleased 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). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- 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) 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 manner of carrying out e-voting are provided herein below.
- v) 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 28, 2015.
- vi) The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practising 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) 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 28, 2015 only shall be entitled to avail the facility of remote e-voting, voting at the meeting through Ballot Paper.
- viii) 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 Scrutinizers 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.

- ix) 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.sterlitechtechnologies.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 Thursday, July 30, 2015 from 10.00 a.m. (IST) till Monday, August 3, 2015 up to 5.00 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: a) 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 our 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) In case a person has become a member of the Company after dispatch of the AGM Notice but on or before the cut-off date i.e. Tuesday, July 28, 2015 such member may write to Karvy on the email id einward.ris@karvy.com or to Mr. Rajeev Kumar contact no 040-67161524 at Karvy (Unit Sterlite Technologies Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, requesting for the user id and password. After receipt of the same, please follow all the steps as from 1 to 14 as mentioned above to cast the vote
- 16) 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.
- 17) In case of Members receiving physical copy of the AGM Notice by Courier [for Members whose email IDs are not registered with the Bank/Depository Participant(s)]:
 - (i) User ID and initial password as provided in cover slip.
 - (ii) Please follow all steps from Sr. No. (1) to (14) as mentioned above, to cast your vote.
- 18) The remote e-voting period commences on Thursday, July 30, 2015 at 10:00 am and ends on Monday, August 3, 2015 at 5:00 pm. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Tuesday, July 28, 2015, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
- 19) The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Ballot Paper.
- 20) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
- 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>) after communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

Attendance Slip



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

ANNUAL GENERAL MEETING – AUGUST 4, 2015

Registered Folio No./ DP ID No. / Client ID No.

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Number of shares held

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I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at the Registered Office of the Company at Survey No.68/1, MadhubanDam Road, Rakholi – 396 230, Union of Territory of Dadra & Nagar Haveli, India, on Tuesday, August 4, 2015, at 12.30 p.m. IST.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

Note - PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

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

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 4, 2015 at 12.30 p.m. IST at the Registered Office of the Company at Survey No.68/1, Madhuban Dam Road, Rakholi – 396 230, Union 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, 2015		
2	Declaration of Dividend for the financial year ended March 31, 2015		
3	Appoint a director in place of Mr. Pravin 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	Approval of re-opening, amendment and adoption of the Annual Accounts for the Financial Year 13-14		
6	Appointment of Ms. Avaantika Kakkar as an Independent Director of the Company		
7	Re-Appointment of Mr. Pravin Agarwal as a Whole-time Director of the Company		
8	Re-Appointment of Dr. Anand Agarwal as a Whole-time Director of the Company		
9	Payment of remuneration to Non-executive Directors of the Company		
10	Approve the remuneration of the Cost Auditors		
11	To offer or invite for subscription of Non-Convertible Debentures on private placement basis		

Resolution Number	Resolutions	For	Against
12	Raising of the funds through Qualified Institutions Placement (QIP)/ External Commercial Borrowings (ECBs) with rights of conversion into Shares/ Foreign Currency Convertible Bonds (FCCBs)/ American Depository Receipts (ADRs)/ Global Depository Receipts (GDRs) /Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPs/CCPs) etc. pursuant to Section 62 of Companies Act, 2013		
13	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		
14	Approve related party transactions		
15	Approve related party transactions		

Signed this _____ day of _____, 2015

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.