



STERLITE TECHNOLOGIES LIMITED

CIN - L31300MH2000PLC269261

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

Email - secretarial@sterlite.com; Website – www.stl.tech;

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NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting (“AGM”) of the members of Sterlite Technologies Limited will be held on Monday, August 31, 2020 at 3.00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.
2. To declare Dividend of ₹ 3.50/- per Equity Share for the financial year ended March 31, 2020.
3. To appoint a Director in place of **Mr. Pratik Agarwal** (DIN 03040062), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

4. Re-Appointment of Mr. Pravin 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, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, approval of the members of the Company 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, 2020 on the terms and conditions including remuneration, as contained in the draft of the Agreement to be entered into between the Company and Mr. Pravin Agarwal, material terms of which are set out in the explanatory statement attached 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.”

5. 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, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, approval of the members of the Company 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, 2020 on the terms and conditions including remuneration, as contained in the draft of the Agreement to be entered into between the Company and Dr. Anand Agarwal, material terms of which are set out in the explanatory statement

attached 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.”

6. Shifting of Registered Office of the Company:

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

“**RESOLVED THAT** pursuant to Section 12 of the Companies Act, 2013 read with Rule 28 of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), subject to approval of the Regional Director, Ministry of Corporate Affairs, Government of India, Western Region, Mumbai and other authority as may be necessary, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from E1, MIDC Industrial Area Waluj Aurangabad, Aurangabad 431136 Maharashtra, India located in the State of Maharashtra under the jurisdiction of Registrar of Companies Mumbai, (ROC Mumbai) to 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune - 411001, located in the State of Maharashtra under the jurisdiction of Registrar of Companies, Pune (ROC Pune).

RESOLVED FURTHER THAT any of the Directors, Key managerial Personnel, Company Secretary of the Company be and are hereby severally authorised to sign the petition, application, affidavit, declaration and such other documents as may be necessary and also to authenticate and digitally sign and file necessary eForms with the Regional Director, Ministry of Corporate Affairs, Government of India, Western Region, Mumbai, ROC Mumbai / Pune and such other applicable authorities and to do such other acts, deeds and things as may be necessary for the purpose of shifting the registered office address of the Company from ROC Mumbai to ROC Pune”.

7. To approve remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the

Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], approval of the Company be and is hereby accorded to payment of remuneration of ₹ 1,00,000/- plus applicable taxes, and reimbursement of actual travel and out-of-pocket expenses, if any, to Mr. Kiran Naik, Cost Accountant (Registration Number 10927) for conducting the audit of the cost records of the Company for the Financial Year 2020-21.

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

By order of the Board of Directors of
Sterlite Technologies Limited

Date: May 12, 2020
Place: Pune

Amit Deshpande
Company Secretary &
Corporate General Counsel

NOTES:

1. In view of the continuing Covid-19 pandemic, social distancing norms to be followed and pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “Circulars”), as amended from time to time, the AGM of the Company is being conducted through VC/OAVM and does not require physical presence of members at a common venue.
2. In terms of the Circulars, since physical attendance of Members has been dispensed with the facility for appointment of proxies by the Members is not available for this AGM. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Companies Act 2013, to attend and participate at the AGM through VC/OAVM and cast their votes both by way of remote e-voting and voting electronically at the meeting.
3. The Company has availed the services of KFin Technologies Private Limited, (KFIN)Registrar and Transfer Agent of the Company, as the authorized agency for conducting of the AGM through VC/OAVM and providing e-voting facility. Detailed instructions for e-voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. In compliance with the aforesaid circulars, the Notice of the AGM and Annual Report are being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s). The Notice and Annual Report 2019-20 will also be available on the Company's website www.stl.tech, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN at <https://evoting.karvy.com>
6. Shareholders who have not registered their e-mail address or registered an incorrect email address and as a consequence Notice of the AGM and Annual Report could not be serviced, may also temporarily get their email address and mobile number registered at the link provided by KFIN, by clicking the link: https://ris.kfintech.com/email_registration/ and then send the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Notice of the AGM and Annual Report by email.
7. The Register of Members and Share Transfer Books will remain closed from Saturday, August 29, 2020 to Monday, August 31, 2020 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. If Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2020 is approved at the AGM, payment of such dividend will be made within a period of 30 days from the date of declaration as under –
- 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 Friday, August 28, 2020.
 - To all Members in respect of shares held in physical form after giving effect to requests received for transmission, deletion of the name of the deceased etc, if lodged with the Company on or before the close of business hours on Friday, August 28, 2020.
9. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. However, dividend warrants / demand drafts will be despatched to the registered address of the members who have not updated their bank account details, at the earliest once the normalcy is restored.
- In order to receive dividend/s in a timely manner, Members are requested to register / update their complete bank details:
- with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
 - with KFIN, if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.
10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or on the portal of KFIN, which can be accessed at <https://ris.kfintech.com/form15/emailregister.aspx?q=0>. For details, Members may refer to the "Communication on TDS on Dividend Distribution" being sent with this Notice of AGM.
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 Registrar and Share Transfer Agent. Changes intimated to the Depository Participant will automatically get reflected in the beneficiary details with the respective depositories which will help the Company and its Registrar and Share Transfer Agent to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes, if any, to KFIN.
12. MCA and SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFIN has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization by contacting a Depository Participant of their choice.
13. The members who are interested availing nomination facility may obtain the necessary application from KFIN.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. SEBI has also emphasized the need to make payment of dividend through e-payment and made it mandatory to print Bank Account details on Dividend Warrant. In view of the same, Members holding shares in electronic form are requested to submit their PAN and Bank Account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN.
15. Non-Resident Indian Members are requested to inform KFIN, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to Investor Education and Protection Fund ("IEPF") of the Central Government, established under Section 125 of the Companies Act, 2013 (the "Act"). Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all the shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority.
- Members whose shares have been transferred to IEPF may claim the shares by making an application in Form IEPF-5. Detailed procedure and the required documentation for claiming the shares/dividend refund can be accessed at www.iepf.gov.in.
17. An Explanatory Statement pursuant to Section 102 (1) of the Act relating to the Special Businesses to be transacted at the meeting is annexed hereto.
18. As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), and Secretarial Standard 2 on General Meetings, details in respect of Directors seeking re-appointment at the AGM, are separately annexed hereto.
19. All documents referred to in the above Notice and Explanatory Statement will be available electronically for inspection for Members on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members seeking to inspect such documents can send an e-mail to secretarial@sterlite.com.
20. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

By order of the Board of Directors of
Sterlite Technologies Limited

Date: May 12, 2020
Place: Pune

Amit Deshpande
Company Secretary &
Corporate General Counsel

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time to IEPF. The Company has been sending reminders to Members before transfer of such dividend(s) to IEPF.

The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2020 are uploaded on the website of the Company and can be accessed through the link https://www.stl.tech/latest_disclosure.html Members who have not so far encashed their dividend warrants for the years from 2012-13 to 2018-19 may approach KFinTech, for payment thereof, to avoid transfer as per the dates mentioned below:

Dividend for the year	Due Date for Transfer to IEPF
2012 – 13	September 11, 2020
2013 – 14	September 24, 2021
2014 – 15	September 9, 2022
2015 – 16	October 6, 2023
2016 – 17 (Interim)	December 9, 2023
2016-17	August 10, 2024
2017-18	August 2, 2025
2018-19	August 23, 2026
2019-20	October 7, 2027

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings

(Particulars as on April 1, 2020)

Name of the Director	Dr. Anand Agarwal	Mr. Pravin Agarwal	Mr. Pratik Agarwal
DIN	00057364	00022096	03040062
Date of Birth	07-Aug-1967	16-Oct-1954	02-Dec-1982
Date of first appointment on the Board	30-July-2003	29-Jan-2004	26-Apr-2013
Experience (including expertise in specific functional area)/Brief Resume	Dr. Anand Agarwal has been the CEO of the Company since 2003. Under his leadership, the Company has grown from a leading provider of optical fibre to a builder of digital networks globally through integrated end-to-end data network solutions. A PhD in Materials Engineering from Rensselaer Polytechnic Institute and BTech from IIT Kanpur, he is a hands-on technologist on advanced photonics and programmable networks. He was honoured with the prestigious “Pathbreaker of the Year” in 2019 at the Telecom Leadership Forum for transforming India’s digital infrastructure.	Mr. Pravin Agarwal is the Vice Chairman and Whole-time Director, and the Non-Executive Chairman of Sterlite Power Transmission Limited. He has been closely involved with Sterlite Group’s operations in India since its inception in 1979. H has been the driving force behind the expansion of Sterlite Group’s telecom and power businesses into multiple markets and the company’s continued growth momentum. He is an astute businessman and a leader with almost four decades of experience.	Mr. Pratik Agarwal is a Non-executive Director of the Company and is the Managing Director of Sterlite Power Transmission Limited. A Wharton graduate and an MBA from London Business School, he has over 10 years of experience in building core infrastructure assets in India. He is the chairman of CII core committee on Transmission, and also in the Advisory Board of India Brazil Chamber of Commerce (IBCC).
Remuneration last drawn	₹ 801.5 Lacs plus INR 275 Lacs incentive	₹ 1,192.84 Lacs plus INR 293 Lacs incentive	Commission of ₹ 22.50 Lacs and sitting fees at ₹ 75,000 for each Board meeting attended
Remuneration proposed to be paid **	As per Item No. 5 of the Notice of this meeting read with explanatory statement thereto.	As per Item No. 4 of the Notice of this meeting read with explanatory statement thereto.	Commission of ₹ 22.50 lacs for FY 2019-20
Terms and Conditions of Appointment/Re-appointment	As per Item No.5 of the Notice of this meeting read with explanatory statement, he is proposed to be re-appointed as Whole-time Director of the Company for a period of 5 (five) years commencing from July 30, 2020	As per Item No.4 of the Notice of this meeting read with explanatory statement, he is proposed to be re-appointed as Whole-time Director of the Company for a period of 5 (five) years commencing from October 30, 2020	As per Item No 3 of the Notice of this meeting, he is proposed to be re-appointed as director liable to retire by rotation
Directorships in other Companies (excluding Foreign Companies)	1. Twin Star Technologies Limited 2. Twin Star Display Technologies Limited	1. Twin Star Technologies Limited 2. Sterlite Power Grid Ventures Limited 3. Sterlite Power Transmission Limited 4. Twin Star Display Technologies Limited	1. Sterlite Investment Managers Limited 2. Sterlite Power Grid Ventures Limited 3. Sterlite Power Transmission Limited
Memberships / Chairmanships of other companies	Nil	1. Sterlite Power Transmission Limited- Member of Audit, Allotment, CSR Committee Stakeholder Relationship Committee & Chairperson of Banking and Authorization Committee. 2. Sterlite Power Grid Ventures Limited – Chairperson of Banking & Authorization Committee and Allotment Committee	1. Sterlite Power Grid Ventures Limited- Member of Audit, Nomination and Remuneration, CSR, Allotment, Banking and Authorization Committee 2. Sterlite Power Transmission Limited- Member of CSR, Allotment, Banking and Authorization, Risk Management Committee 3. Sterlite Investment Managers Limited Member of Stakeholder Relationship, Audit, Nomination and Remuneration, Allotment, Risk Management and Investment Committee.
No. of shares held in the Company	11,06,990	11,86,750	1,18,340
Relationship with other Directors/KMPs	Nil	Brother of Mr. Anil Agarwal, Non-executive Chairman and Father of Mr. Pratik Agarwal, Non-executive Director	Son of Mr. Pravin Agarwal, Vice Chairman & Whole-time Director
No. of Board Meetings attended during the year	06	06	01

**Excluding sitting fees for attending meetings

EXPLANATORY STATEMENT

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

ITEM 4

It is proposed to re-appoint Mr. Pravin Agarwal as Whole-time Director, designated as Vice Chairman & Whole-time Director of the Company, for a period of 5 (five) years. His current appointment as a Whole-time Director of the Company is valid upto October 29, 2020. The Board of Directors at its Meeting held on May 12, 2020 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, 2020 in accordance with the provisions of Sections 196, 197 and Schedule V of the the Act. The Act also requires approval of the Members of the Company for the said appointment and remuneration.

The profile of Mr. Pravin Agarwal and other disclosures are given in the Corporate Governance Report, which is part of the Annual Report. Details of Mr. Pravin Agarwal as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, have been provided elsewhere in this Notice.

The terms of appointment of Mr. Pravin Agarwal are as under:

- I. Period of Appointment: October 30, 2020 to October 29, 2025
- 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:
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, other benefits as per the rules of the Company and and such perquisites as may be recommended by the Nomination & Remuneration Committee (the "NRC") and approved by the Board of Directors from time to time.
 3. 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.

4. Mr. Pravin Agarwal will be entitled to a performance based incentive as may be recommended by the NRC and approved by the Board of Directors every financial year.
5. Company's contribution to Provident Fund, Superannuation or annuity Fund, Gratuity and Encashment of Leave as per the rules of the Company shall be in addition to the remuneration mentioned above.
6. 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.

The total remuneration shall be restricted to the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013.

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.

In the event of loss or 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 applicable laws and such sanctions and approvals as may be 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 will attain the age of seventy years on October 16, 2024. He has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Pravin Agarwal as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. Pravin Agarwal as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, 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. 4 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 in the manner provided in the Notes to this Notice of AGM.

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. 4 of this Notice.

ITEM 5

It is proposed to re-appoint Dr. Anand Agarwal as Whole-time Director, designated as Chief Executive Officer of the Company, for a period of 5 (five) years. His current appointment as a Whole-time Director of the Company was upto July 29, 2020. The Board of Directors at its Meeting held on May 12, 2020 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, 2020 in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Act. The Act also requires approval of the members of the Company for the said appointment and remuneration.

The profile of Dr. Anand Agarwal and other disclosures is given in the Corporate Governance Report, which is part of the Annual Report. Details of Dr. Anand Agarwal as required under the SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, have been provided elsewhere in this Notice.

The terms of appointment of Dr. Anand Agarwal are as under:

- I. Period of Appointment: July 30, 2020 to July 29, 2025.
- 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 ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) per annum, as may be determined by the Board from time to time.
 2. Perquisites:

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, other benefits as per the rules of the Company and and such perquisites as may be recommended by the NRC and approved by the Board of Directors from time to time.
 3. 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.

4. It is clarified that employees stock options granted / to be granted to Dr. Anand Agarwal, from time to time, shall not be considered as a part of perquisites given above, and that the perquisite value of stock options exercised shall be in addition to the remuneration above.
 5. Dr. Anand Agarwal will be entitled to a performance based incentive as may be recommended by the NRC and approved by the Board of Directors every financial year.
 6. Company's contribution to Provident Fund, Superannuation or annuity Fund, Gratuity and Encashment of Leave as per the rules of the Company shall be in addition to the remuneration mentioned above.
 7. The Nomination and Remuneration Committee of the Board of Directors may, at its discretion pay to Dr. Anand 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.
- 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 total remuneration shall be restricted to the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013.

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 including the re-appointment on account of retirement of rotation will not be considered as any break in service.

The draft service agreement proposed to be entered into between the Company and Dr. Anand Agarwal is available for inspection by the members in the manner provided in the Notes to this Notice of AGM.

In the event of loss or 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 applicable laws and such sanctions and approvals as may be required.

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. 5 of the accompanying Notice for the approval of the Members.

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

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. 5 of this Notice.

ITEM 6

The Registered Office of your Company is presently situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai. For ease of administration and cost effectiveness, it is proposed by the Board of Directors at their meeting held on May 12, 2020 to shift registered office of the Company from E1, MIDC Industrial Area Waluj Aurangabad, Aurangabad 431136 Maharashtra, India, located within the State of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai (ROC

Mumbai) to 4th Floor, Godrej Millennium, Koregaon Road 9, STS 12/1, Pune- 411001, (belonging to and owned by Sterlite Technologies Limited) located in the State of Maharashtra under the jurisdiction of Registrar of Companies, Pune (ROC Pune) subject to approval of members of the Company and Regional Director, Ministry of Corporate Affairs, Government of India, Western Region, Mumbai. The proposed shifting would enable to bring operational synergies and aid the management in running the business operations more effectively.

In terms of the provisions of 13 of the Companies Act 2013 read with Rule 28 of the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from the jurisdiction of ROC Mumbai to the jurisdiction of ROC Pune, requires the approval of Members by way of Special Resolution and Regional Director, Ministry of Corporate Affairs, Government of India, Western Region, Mumbai.

The Board of Directors recommends the approval of the Special Resolution.

Following are the additional disclosures under section 102 of the Companies Act, 2013.

Particulars	Remarks
i) To specify the nature of concern or interest, financial or otherwise of every director and the manager and of every other key managerial personnel and relatives of the said persons.	None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned, interested, financially or otherwise, in the aforesaid resolution.
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As detailed above.
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned Company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that Company.	Not Applicable Necessary documents are available electronically for inspection for Members on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. Members seeking to inspect such documents can send an e-mail to secretarial@sterlite.com .
iv) Where any document is referred to any Business, specification of time and place for inspection of such document.	

ITEM 7

Upon the recommendation of the Audit Committee, the Board of Directors has approved appointment of Mr. Kiran Naik, Cost Accountant as Cost Auditor to conduct of the audit of cost records of the Company for the Financial Year 2020-21, at a remuneration of ₹ 1,00,000 plus taxes as applicable and reimbursement of actual travel and out of pocket expenses.

In terms of Section 148 of the Act read with Rule 14 of Companies (Audit and Auditors) Rules 2014, as amended from time to time, remuneration payable to the Cost Auditor is required to be approved by the shareholders. Accordingly, approval of the members is sought for the resolution at Item No. 7 of the Notice.

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

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING

i. Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFIN on all resolutions set forth in this Notice.

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“Insta Poll”) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

- ii. The members who have cast their vote by remote e-voting may also attend the Meeting through VC/ OAVM but shall not be entitled to cast their vote again at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- iii. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

- Commencement of remote e-voting: 9:00 a.m. on Friday August 28, 2020
- End of remote e-voting :5:00 p.m. on Sunday, August 30, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting

module shall be forthwith disabled by KFIN upon expiry of the aforesaid period.

- iv. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Monday, August 24, 2020. 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. August 24, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting during the meeting.
- v. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFIN in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD<SPACE>IN12345612345678
Example for CDSL:
MYEPWD<SPACE>1402345612345678 Example for Physical:
MYEPWD<SPACE>XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call on KFIN's toll-free numbers / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
 - d) Member may send an e-mail request to evoting@karvy.com/einward.ris@kfintech.com

If the member is already registered with KFIN's e-voting platform, then he can use his existing password for logging in.

- vi. The Board of Directors has appointed Mr. B Narasimhan, Proprietor BN & Associates, Practicing Company Secretary (Membership No. FCS 1303 and Certificate of Practice No. 10440), as a Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner.
- vii. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting

(Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorized by him. The result of e-voting will be declared within forty-eight hours of the conclusion of the AGM and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.stl.tech and on the website of KFIN at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

- viii. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING:

I. (A) In case a member receives an e-mail from the Company / KFin [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact toll-free numbers / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. 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, e-mail address, 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.
- e) You need to login again with the new credentials.

- f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Sterlite Technologies Limited.
- g) On the voting page, enter the number of shares as on the cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) 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”.
- j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- l) Once you confirm, you will not be allowed to modify your vote.
- m) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: AGM.sterlite.tech@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVENT NO.”
- be served, may temporarily get their E-mail address and mobile number provided with the Company’s Registrar, by clicking the link https://ris.kfintech.com/email_registration/ for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to einward.ris@kfintech.com.
- b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- c) After due verification, the Company / KFIN will forward your login credentials to your registered email address.
- d) Follow the instructions at I.(A). (a) to (m) to cast your vote.
- III. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. In case of any query, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the ‘download’ section of <https://evoting.karvy.com> or call KFIN on 1800 345 4001 (toll free).

Instructions for members for e-voting during the e-AGM session :

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFIN / Depository Participant(s), please follow the following steps to generate your login credentials:

- a) Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not
- a) During the e-AGM proceedings, upon instructions of the chairman, the e-Voting ‘Thumb sign’ on the left hand corner of the video screen shall be activated. Shareholders shall click on the same to take them to the ‘Insta Poll’ page.
- b) Members to click on the ‘Insta Poll’ icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c) Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

Members will be able to attend the AGM through VC / OAVM to view the live webcast at <https://emeetings.kfintech.com> by using their remote e-voting login credentials.

- i) Members are requested to follow the procedure given below:
 - a) Launch internet browser (chrome / firefox / safari) by typing the URL: <https://emeetings.kfintech.com>
 - b) Enter the login credentials (i.e., User ID and password for remote e-voting).
 - c) After logging in, click on "Video Conference" option
 - d) Then click on camera icon appearing against AGM event of Sterlite Technologies Limited, to attend the Meeting.
- ii) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the remote E-voting instructions.
- iii) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Thursday, August 27, 2020 to Saturday, August 29, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- iv) Shareholders who would like to express their views / ask questions during the meeting may log on to <https://emeetings.kfintech.com/> and click on 'Post your Questions' may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that queries / questions only of those members will be answered who are holding the shares of the Company as on the cut-off date.
- v) Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first-come-first-served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first served basis.
- vi) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- vii) Members who need assistance before or during the AGM, can contact KFIN on einward.ris@kfintech.com or call on toll free numbers / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- viii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- ix) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.